

Colorado Emergency Management Association

Constitution and Bylaws

- Rewritten: February, 2004
- Edited: July 2006 (Article XIV – Certification added)
- Edited: March 1, 2007 (Quorum, Meeting Name, and Articles VI & VII – Officers & Duties of Officers changed)
- Edited: September 7, 2007 (Overall update and clarification including changes to: Memberships, Membership Manager, Dues restructure, Vote needed to change Bylaws, Awards)
- Edited: February 25, 2009 (Change title of Secretary to Recorder, language clean-ups)
- Edited: October 8, 2009 (Increased non-member cert fee; clarified Corporate Member; cert appeals process)

ARTICLE I - Name

Section 1 The name of this organization shall be:

"COLORADO EMERGENCY MANAGEMENT ASSOCIATION"
hereafter referred to as "CEMA" or the "Association."

CEMA is established as a 501 -(c) (6) tax exempt and non-profit organization.

ARTICLE II - Mission Statement

Section 1 The mission of CEMA is: To promote and support close cooperation and partnership in the coordination of Federal, State, County and City organizations; in conjunction with non-government agencies and organizations, in the five phases of emergency management identified as prevention, mitigation, preparedness, response and recovery.

The mission will be achieved through these objectives:

a. Stimulate interest within the State of Colorado for realistic and effective emergency management program.

b. Promote the profession of emergency management in the State of Colorado by providing educational opportunities, maintaining a professional certification process, setting standards and representing the interest of local emergency management.

c. Serve as a clearing-house for comprehensive emergency management issues, resources, and training.

ARTICLE III - Affiliation

Section 1 This Association may become affiliated with any organization as may be approved by the membership.

ARTICLE IV - Organization Structure and Authority

Section 1 The governing body of this Association shall be the general membership when assembled at membership and special meetings, whose purpose shall be to conduct business of the Association.

Section 2 Between Membership and Special Meetings, the governing authority shall be vested in the Executive Board, who shall report any and all actions to the general membership at the next meeting.

Section 3 Neither the general membership nor the Executive Board shall have any authority or power to obligate the association for any liabilities over and above current assets.

ARTICLE V - Membership

Section 1 Active Membership:

Active Membership -Those members actively involved or engaged in the field of emergency management. Emergency Management is defined as those actively participating in any of the five phases of emergency management as they relate to all hazards.

a. All persons engaged in emergency management shall be eligible for active membership in the Association.

b. Only an active member shall be eligible to hold elected office in the Association.

c. Each active member whose dues are paid shall be entitled to one vote.

d. All active members are eligible for service on any committee.

Section 2 Associate Membership:

Associate Membership – Those who have retired from the field of emergency management and those who volunteer in the field of emergency management and not otherwise employed as an emergency

responder or in the field of emergency management and business continuity planning.

- a. All associate members are eligible for service on any committee.
- b. Associate members shall be entitled to the rights and privileges of the Association except holding an elected office.
- c. Associate members whose dues are paid shall be entitled to one vote.

Section 3 Corporate, Business and Industry Membership:

Corporate, Business and Industry Membership - Any corporation, business and industry in the State of Colorado who promotes CEMA's mission statement and objectives. A Corporate Membership is not an umbrella membership for employees of the corporation or jurisdiction. Employees of the corporation or jurisdiction must be Active Members in their own right to enjoy the benefits of the Association.

- a. A representative of a Corporate Member is eligible for service on any committee.
- b. Corporate Members shall be entitled to the rights and privileges of the Association except holding an elected office.
- c. A Corporate Member whose dues are paid shall be entitled to one vote.

Section 4 Honorary Membership:

- a. Upon recommendation in writing, by any class of membership, an honorary membership shall be granted to any individual whom receives a two-thirds favorable vote by those voting members present.
- b. Honorary members shall not be required to pay dues.
- c. Honorary members shall be allowed to speak on any matter properly brought before the membership, but shall not have the right or privilege to vote or hold office.

ARTICLE VI - Officers

Section 1 Officers shall be elected by a majority of the voting membership present at the first Membership Meeting of each year. The President and Treasurer will be elected on even years, with the Vice President and Recorder elected on odd years.

The Board position of Membership Manager will be a position appointed by the Executive Board. The Membership Manager shall have all rights and privileges of the other Board members, but will be appointed, as needed, and not elected.

Section 2 Term

- a) Term of each elective office shall be for a period of two years.
- b) Officers shall be elected and take office as the last order of business of the meeting at which elected, except for the Treasurer who shall take office within thirty days so the incumbent may work with the newly elected Treasurer in closing the books.

Section 3 Nominations

- a) Candidates shall announce their intention to run for office no less than 60 days before the election. The candidate shall submit a one-page biography to the Recorder within two weeks of announcing the intention to run.
- b) If no candidates announce the intention to run for office, nominations can be taken from the floor at the first membership meeting of each year for the appropriate office. If only one nomination is received for an office, he candidate will be elected by acclamation.

Section 4 Elections

- a) Absentee ballots shall be made available no later than 30 days before the election and ballots must be received by the Recorder no later than the beginning of the Membership Meeting at which the vote would be taken. The Recorder shall maintain all absentee ballots.
- b) The Recorder shall prepare ballots prior to conducting the election. Candidates shall be listed in alphabetical order by last name on the ballot.
- c) The election at the first Membership meeting of each year shall be by secret ballot conducted by the Recorder with the assistance of the remaining Executive Board.

Section 5 Vacancies

- a) Vacancies, other than the office of President, occurring between biennial elections, shall be filled by Executive Board appointment for the

unexpired term, subject to ratification by the voting membership at the next Membership meeting.

b) In the event the appointment is not ratified, a special election will be held to fill the unexpired term.

c) If the position of President becomes vacant, the Vice President shall fill the position of President until the end of the vacant presidential term.

Section 6 No two active members from the same organization shall be permitted to hold elected offices simultaneously.

ARTICLE VII - Duties of Officers

Section 1 President:

a) Shall promote the mission and objectives of the Association.

b) Shall act as a representative of CEMA to other associations and/or government entities involved in emergency management as defined in the mission statement and objectives of the Association.

c) Shall convene quarterly meetings of the Executive Board and serve as the Chair of the Executive Board.

d) Shall insure Membership meetings are held twice per year and convene Special meetings as directed by the membership and Executive Board.

e) Shall preside at Membership, Board, and Special meetings of the Association.

f) Shall appoint chairs of standing and other CEMA committees.

g) Shall Chair the Steering Committee.

h) Shall, with the assistance of the Executive Board, coordinate dates, times, places and agendas of all meetings of the Association.

Section 2 Vice President:

a) Shall actively support and work with the President to promote the mission and objectives of the Association.

b) Shall assist the President and assume the duties of the President during his/her absence or a vacancy in the office.

Section 3

Recorder:

- a) Shall disseminate information to members in a timely manner to include future meeting dates, times, location, and agendas thirty (30) prior to meetings.
- b) Shall take minutes of the Membership, Board, and Special meetings of the Association and shall make available such minutes to the membership within thirty (30) days after such meeting.
- c) Shall call roll when requested on voting.
- d) Shall keep all documentation of the Association for review by members.
- e) Shall develop and maintain an archive of the Association's activities.
- f) With the assistance of the Executive Board conduct the annual election of officers.

Section 4

Treasurer:

- a) Shall be custodian of all Association funds.
- b) Shall keep Association membership lists.
- c) Shall collect annual dues.
- d) Shall give a financial report at Board and Membership meetings.

Section 5

Membership Manager

- a) Shall be appointed to the Board by the Executive Board by no less than a three-fourth majority of the Board
- b) Shall maintain the membership database and the CEMA web site to include keeping the database as current as possible
- c) Shall chair the membership Committee
- d) Shall report to the membership and/or Board at all CEMA meetings
- e) Shall provide current membership lists to the Executive Board as needed for elections, roll calls, etc.

Section 6

Past Presidents of CEMA:

a) The Past Presidents shall be invited to Executive Board meetings and be non-voting members of the Steering Committee and Executive Board.

b) Past Presidents will provide advice to the President and Executive Board and serve as the institutional memory of the Association.

ARTICLE VIII - Executive Board

Section 1 The governing body of the Association shall be the Executive Board

Section 2 The Executive Board shall be comprised of all current officers.

Section 3 The Executive Board shall meet at least quarterly, or by special call of the President, or by special call of the majority of the Executive Board.

Section 4 A quorum for Executive Board meetings shall be a simple majority of the Executive Board, except for appointment of the Membership Manager.

ARTICLE IX - Committees

Section 1 a) With input from the Executive Board, the President shall appoint Committee Chairs. Chairs shall be appointed annually and serve at the pleasure of the Executive Board.

b) A Steering Committee consisting of the Executive Board and chairs of the standing committees, shall communicate quarterly. Each standing committee shall provide a report to the President, who in turn will organize the committee reports and present them to CDEM-Public Information Officer for distribution.

c) Standing Committees shall consist of a chair and at least two (2) other CEMA members. Standing Committees may include the following:

1. Certification

2. Legislative

3. Membership

4. Awards

5. Public Relations

d) The chairs of each committee shall have the authority to solicit and select committee members.

e) Members of the Certification Committee shall be certified to at least the Bronze level. If a CEMA member wishes to participate on the committee and is not certified, then they will have a three-month grace period to meet the requirement of being certified while working on the committee. If at the end of the three-month grace period they have not met the requirements of being certified, they will be asked by the Executive Board to step down from their position.

Section 2. Special Committee:

The President shall have the power to appoint special committees such as: nominations, program, resolutions, historian, auditing, and bylaws, as deemed necessary.

ARTICLE X - Meetings

Section 1 Membership meetings

a) Membership meetings of the Association shall be held two times a year. If possible, the annual meeting shall be held in conjunction with the Colorado Governor's Conference on Emergency Management.

b) The Executive Board shall select meeting place and times for meetings.

c) All members shall be notified by the Recorder at least thirty days prior to Membership meetings noting date, time, location and purpose.

d) Eligible members present at any meeting shall constitute a quorum.

e) Robert's Rules of Order shall govern all meetings.

Section 2 Special Meetings:

a) The President or Executive Board, when considered necessary, may call special meetings.

b) Location, notification, quorum and rules for special meetings are consistent with the membership meeting process.

Section 3 Annual Meeting:

The Annual Meeting of the CEMA membership shall be the first Membership Meeting of the year or the Membership Meeting that coincides with the Governor's Conference on Emergency Management.

ARTICLE XI - Dues

- Section 1 Whereas the Colorado Emergency Management Association is a tax exempt (501 -(c) (6)), and non-profit organization requires funds to carry out the goals of the Association, it will maintain the following types of annual dues effective upon adoption of this Constitution and Bylaws: Active, Associate and Corporate.
- a. Active Member – Forty Five dollars (\$45.00) per year
 - b. Associate Member – Ten dollars (\$10.00) per year
 - c. Corporate Membership – Two Hundred and Fifty dollars (\$250.00) per year (entitled to have company logo displayed on CEMA web site)
 - c. Corporate Membership – Five Hundred dollars (\$500.00) per year (entitled to have logo and link on CEMA web site)
 - d. Honory Member – Dues to be paid by CEMA
- Section 2 The voting membership, by majority vote, shall have authority to raise or lower the annual dues at any Membership meeting as deemed necessary.
- Section 3 The Treasurer will include dues notices along with the notification for the annual meeting.

ARTICLE XII - Amending Constitution and Bylaws

- Section 1 The constitution and bylaws may be amended by a two-thirds majority (66%) of the membership present at any time the President or Executive Board call a Special Meeting for the purpose of amending the constitution and bylaws, provided that any and all amendments or changes have been mailed to all members of the Association at least thirty (30) days prior to the Special Meeting called to amend the bylaws. Mailing can be by electronic means.

ARTICLE XIII - Miscellaneous

- Section 1 Fiscal Year:
- The fiscal year of this Association shall correspond to the calendar year.
- Section 2 Disclaimer of Endorsements:
- No individual member or group of members shall have authority to endorse or recommend any product or service in the name of the Association.
- Section 3 Awards:

1. The CEMA Awards Committee will accept nominations from the general membership not later than thirty (30) days prior to the Annual Meeting to recognize contributions to the field from each of the nine all-hazard Regions within the State of Colorado. Awards are to recognize one or more CEMA members, regardless of membership status, who has contributed significantly to the Association and/or overall emergency management within the State of Colorado during the preceding year.

The President will accept nominations for the Presidents Award from the general membership no later than thirty (30) days prior to the Annual Meeting. This award is to recognize CEMA members, regardless of membership status, who has contributed significantly to the Association and/or overall emergency management within the State of Colorado during the preceding year.

Section 4 Revocation:

Adoption of this Constitution and Bylaws revokes any previous edition.

Section 5 The effective date of changes to these Constitution and Bylaws will take effect at its adoption by the general membership.

ARTICLE XIV - Certifications

Section 1 CEMA may certify any individual as a Colorado Certified Emergency Manager ("gold level") or as a Colorado Associate Emergency Manager ("silver level") whom the Certification Committee determines has met the requirements set forth in the CEMA Certification Guidelines. The Association may also issue a Certificate of Achievement ("bronze level") to any individual whom the Certification Committee determines has met the requirements set forth in the CEMA Certification Guidelines. The Certificate of Achievement at the bronze level indicates that the individual is progressing toward certification at the silver or gold levels.

Section 2 The CEMA Certification Program Guidelines as posted on the CEMA web site are hereby adopted and incorporated by reference.

Certification applications fees are:

- One hundred dollars (\$100.00) for non-members
- Twenty-five dollars (\$25.00) for Association members

Section 3 If a certification applicant does not agree with the decision of the certification committee, the applicant has thirty-days (30) to file a written appeal to the CEMA President. The CEMA President shall appoint a Certification Appeals Team (CAT) to hear the appeal and a majority decision of the appeals team shall be sent to the CEMA President and the

applicant no later than sixty-days (60) from the date of the written appeal. Email shall be an appropriate means of communications during this process.

The CAT shall be comprised of the following three members: 1) a certified CEMA member; 2) a non-certified CEMA member; and 3) a member of the Executive Board. A CAT member shall not also be a member of the certification committee. The decision of the CAT shall be based only on the posted certification guidelines of the association.

Rules of the Appeal

- All information is to be kept confidential
- All appeals are to be judged on a case-by-case basis
- The CAT shall state a reason for their decision
- All decisions of the CAT are final. There is no further appeal of the CAT decision.
- Application filing fees are not refundable
- Tele or video conferencing are acceptable form of CAT communication for the appeal meeting(s)

Section 4 CEMA holds the exclusive right to use the trademarked designations: "Colorado Certified Emergency Manager," "CO-CEM," "Colorado Associate Emergency Manager," and "CO-AEM." Any use of the trademarks "Colorado Certified Emergency Manager," "CO-CEM," "Colorado Associate Emergency Manager," or "CO-AEM" by any person or entity without the express written authorization of CEMA in the form of a Limited License, or in any manner that CEMA has not specifically authorized in the Limited License, is expressly prohibited.

Section 5 CEMA may issue to any person certified as a Colorado Certified Emergency Manager (gold level) a Limited License to use the trademarked designations "Colorado Certified Emergency Manager" and "CO-CEM" and may also issue to any person certified as a Colorado Associate Emergency Manager (silver level) a Limited License to use the trademarked designations "Colorado Associate Emergency Manager" and "CO-AEM."

Section 6 No one shall use the trademarked designations: "Colorado Certified Emergency Manager," "CO-CEM," "Colorado Associate Emergency Manager," "CO-AEM," or any combination of such trademarked designations, facsimiles thereof, or any similar designation in combination with or associated with his name, activities, authority, office, documentation, or in any other manner until: (1) he or she has been duly certified as a Colorado Certified Emergency Manager or Colorado Associate Emergency Manager by CEMA in the manner prescribed by the Certification Committee; and (2) CEMA has issued a written Limited License to such person. After any person has met the foregoing

requirements, he or she may use the trademarked designations, but only in the manner, form, and for the period of time expressly set forth in the Limited License issued to him or her and subject to the terms, conditions, restrictions and limitations set forth in this article.

Section 7 Persons who have been certified and have received a Limited License for use of the trademarked designations from CEMA may use the trademarked designations "Colorado Certified Emergency Manager" or "CO-CEM" or "Colorado Associate Emergency Manager" or "CO-AEM" only in the following manner:

a. A person certified at the gold level and issued a Limited License may use the trademarked designations "Colorado Certified Emergency Manager" or "CO-CEM" after the Applicant's name, and before or after academic degrees and other professional certifications that the Applicant may hold. For example: "John B. Manager, M.S., P.E., Colorado Certified Emergency Manager" or "John B. Manager, M.S., P.E., CO-CEM" (denoting the gold level); and

b. A person certified at the silver level and issued a Limited License may use the trademarked designations "Colorado Associate Emergency Manager" or "CO-AEM" after the Applicant's name, and before or after academic degrees and other professional certifications that the Applicant may hold. For example: "John B. Manager, M.S., P.E., Colorado Associate Emergency Manager" or "John B. Manager, M.S., P.E., CO-AEM" (denoting the silver level).

Section 8 Persons who have been certified and have received a Limited License for use of the trademarked designations from CEMA shall not use any other words, titles, designations, logos, devices, or symbols in connection with the trademarked designations "Colorado Certified Emergency Manager," "CO-CEM," "Colorado Associate Emergency Manager," or "CO-AEM," including, but not limited to the CEMA logo, the words "gold level," the words "silver level," the words "bronze level."

Section 9 No one may use the trademarked designations "Colorado Certified Emergency Manager," "CO-CEM," "Colorado Associate Emergency Manager," or "CO-AEM" after his or her certification has expired or been revoked.

Section 10 No one shall assign or transfer the right to use the trademarked designation or Limited License to any person, office or agency.

- Section 11 Persons who have been issued a Certificate of Achievement (bronze level) shall not use any of the trademarked designations.
- Section 12 CEMA shall require every Applicant for certification to sign an Agreement to abide by the terms, restrictions, conditions, and limitations set out above on use of such trademarked designations. Upon certification, CEMA shall issue a written Limited License to each person certified at the gold level or silver level granting him or her the limited right to use such trademarked designations in the manner stated above.
- Section 13 CEMA may revoke the certification of any person who has made any material misrepresentation of fact in any application for certification or any document submitted in connection with such application.