

# Arizona Emergency Services Association



## Bylaws

The bylaws of the Arizona Emergency Services Association (AESA) were adopted this 23<sup>rd</sup> day of August 2018 and supersede all previous bylaws and amendments.

## **ARTICLE I – NAME, PURPOSE, MISSION AND VISION**

### *Section 1 – Name:*

The name of the Association shall be the “Arizona Emergency Services Association, Incorporated” (Herein referred to as AESA or the Association). AESA shall be a non-profit organization incorporated under the laws of the State of Arizona.

### *Section 2 – Purpose:*

The AESA membership shall be comprised of emergency services professionals from public, private, non-government organizations, and members of the non/not for profit sectors.

The purpose of this Association is to:

- Promote sound emergency management services and practices;
- Promote safety and the preservation of life and property of residents and the general public within the State of Arizona;
- Promote the profession of Emergency Management, and those in the emergency services industry;
- Serve as a forum for members to exchange ideas and to influence the Arizona emergency services enterprise through conferences, workshops and outreach activities;
- Serve as a resource to local, county, state, tribal and federal leadership on matters relating to or impacting the emergency services community.

### *Section 3 – Mission and Vision:*

Through discussion, exchange of ideas, and dissemination of emergency services information, the Association shall strive to improve relations, and create a spirit of cooperation among Emergency Managers and other emergency services agencies for attaining solutions to mutual problems. By such means, and by professional and social interaction, this Association shall further the welfare of all members.

The Mission of the AESA is to coordinate activities that promote the collaboration of emergency services professionals, helping communities to mitigate, prepare for, respond to and recover from disasters.

The Vision of the AESA is to be the premier Arizona organization of emergency services professionals, offering year-round services and opportunities for its membership toward the advancement of emergency services and emergency management as professions.

The Association shall maintain a Strategic Plan that outlines specific Goals and Objectives necessary for the continuous growth and improvement of the Association. The Strategic Plan shall be reviewed by the AESA Executive Board at least quarterly and updated as-needed.

## ARTICLE II – MEMBERSHIP

### *Section 1 – Eligibility for membership:*

Application for membership shall be open to any individual or representative of private or public organizations, industries and businesses involved in, or with interests in, comprehensive emergency management, emergency planning, emergency response, and/or emergency services activities that support the purpose statements in Article I, Section 2. Membership is also open to college students who meet the criteria specified in Section 3.

### *Section 2 – Annual membership dues:*

The amount required for annual dues for membership categories shall be determined by a majority vote of the Executive Board and shall be paid annually. Notice of changes to dues will be communicated to all members when the change takes effect. Continued membership is contingent upon being up-to-date on membership dues. Members whose dues are delinquent shall forfeit their membership.

Dues shall become due on August 1<sup>st</sup> of each calendar year for any member who began their membership prior to September 1, 2018. The membership renewal date for all New members who register and pay their member dues on or after September 1, 2018 will be the anniversary of their initial membership date each subsequent year. Dues will be considered delinquent 30-days after the due date. The Executive Board shall establish the various membership rates on an annual basis

### *Section 3 – General Membership of the Association:*

General membership provides discounted attendance to the AESA Annual Conference, access to the members-only area of the AESA website, access to member profiles, and all activities conducted by the AESA throughout the year. General members shall also be eligible to cast a representative vote in Association elections and other voting matters identified in these by-laws, providing annual membership dues have been paid. An alternate or proxy for the General member cannot be designated.

### *Section 4 – General Membership categories:*

- **General (Regular) Membership.** This Membership category is for those purchasing a single membership at the regular AESA cost. If purchased by an organization, a Regular Membership may be transferred if that employee is no longer with that organization. The organization must submit in writing to the Membership Chair for approval as to the reason for the transfer.
- **Agency memberships.** Intended for organizations to purchase “bulk” memberships at a discount based on memberships purchased. This is intended to promote multiple memberships for an organization that may not otherwise be able to absorb those costs. For example, one rate for up to 5 memberships; discount for 6 to 10 memberships; further

discount for 10 or more. Group Memberships must be assigned to a person, as those memberships will carry with them all the benefits of the General Membership. Group memberships may be transferred if one or more of the employees are no longer with that organization. The organization must submit in writing to the Membership Chair for approval as to the reason for the transfer.

- **Student memberships** Annual dues for student membership may be discounted (or waived for the first year) by a majority vote of the Executive Board. Discounted student memberships may be accepted under the following conditions: 1) A student must request for student membership in writing to the Association; 2) A student must be engaged in full-time academic studies as provided in documented copies of academic course load; 3) A student must submit a copy of their student ID to the Association along with their written request. As Student Memberships are part of the General Membership of the Association, it carries with it all the benefits of General Membership.

*Section 5 – Non-voting membership:*

The Executive Board shall have the authority to establish and define additional non-voting categories of membership.

- **Affiliate Membership.** AESA Affiliate Members are those organizations and suppliers who provide products and services for the Emergency Management mission to protect against, prevent, respond to, mitigate and recover from all-hazards and threats to Arizona communities. Affiliate members may receive discounts for attendance at AESA events; receive reduced fees for table or booth at the AESA Annual Conference; and are provided member-only access to the AESA Member Directory.

*Section 6 – General Membership resignation and termination:*

Any member may resign their membership by filing a written resignation with the Association. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated, for cause, by majority vote of the membership. A member who resigns or is terminated shall not receive a refund of dues already paid.

## ARTICLE III – EXECUTIVE BOARD

### *Section 1 – Executive Board responsibilities and compensation:*

The AESA Officers and Committee Chairs shall comprise the Executive Board. The Executive Board is responsible for carrying out the prescribed policy and direction of the Association, and will manage day-to-day business conducted by the Association, its committees and sub-committees. Nominations for Executive Board positions will be solicited from the General Membership of the Association, and elections shall be by vote of the General Membership during the annual meetings. The Executive Board shall consist of the positions identified in Article III, Section 2 and members shall receive no compensation for the performance of their duties. Elected Board members will receive one free year of membership in exchange for time and efforts during the two-year term, to take effect on the second year of term. All positions shall report out on activities at Executive Board meetings and annual meetings and perform other duties as necessary.

### *Section 2 – Officer and Committee Chair positions, terms of office and duties:*

*The President shall:*

- Serve for a one (1) year term after serving as *President Elect*. The President shall become the *Immediate Past-President* following their term;
- Preside at meetings of the Association and the Executive Board;
- Serve as ex-officio member of all committees except the Elections Committee;
- Serve as the administrative officer of the Association;
- Form special or ad-hoc committees and appoint sub-committee chairpersons as needed.

*The Immediate Past President shall:*

- Serve for a one (1) year term after serving as *President*;
- Provide support and guidance to the Executive Board by sharing his/her experiences from time spent as President and President-Elect;
- Provide transition continuity and consistency to the position of President.
- Oversee all sub-committees to ensure progress toward deliverables and Association goals.

*The President-Elect shall:*

- Serve for a one (1) year term after being elected by the general membership;
- Provide oversight over the AESA Strategic Plan
- Key legislative liaison for all matters relating to emergency services, and the mission and vision of the Association.

The *Secretary* shall:

- Serve for a two (2) year term, running for elections in even-numbered years;
- Maintain records of the proceedings of all meetings;
- Prepare and distribute an agenda prior to each meeting;
- Keep on file all board reports and meeting minutes. Copies of the minutes shall be sent to all members of the Executive Board within 15 days of the close of meetings;
- Verify ballots, and record and keep voting tallies.

The *Treasurer* shall:

- Serve for a two (2) year term, running for elections in odd-numbered years;
- Receive and deposit, in bank accounts of the Association, all monies of the Association; and shall disburse and invest such funds as directed by the Executive Board;
- Keep proper books of accounts;
- Be responsible for all tax reporting requirements;
- Make available all financial records and shall present an itemized fiscal report at each regular meeting of the Executive Board, and an annual report at the annual meeting of the Association;
- Prepare an annual budget and a statement of income and expenditures closing the fiscal year to be presented, upon approval of the Executive Board, to the membership at the Association's regular Annual Meeting;
- Invoice and collect the annual Association fees/dues from Association members;
- Complete all required updates and annual reports in order to maintain the Association's good standing with the Arizona Corporation Commission.

TWO *Members at Large* shall:

- Serve for a two (2) year term. One *Member at Large* shall be elected in alternating years to provide continuity to the Board.
- Provide support and guidance to the Executive Board by serving on various committees as directed by the President of the Association.

The *Sergeant-at-Arms* shall:

- Serve for a two (2) year term, running for elections in odd numbered years;
- Assist the President in conducting business during the regular and special meetings of the Association.

The *Membership Chair* shall:

- Serve for a two (2) year term, running for elections in even-numbered years;
- Serve as Chair of the Membership Committee;
- Prepare an official membership roster of the Association members;

- Lead outreach efforts for conference vendors and sponsors;
- Promote membership drives.

The *Public Relations Chair* shall:

- Serve for a two (2) year term, running for elections in odd numbered years;
- Serve as Chair of the Public Relations Committee;
- With the approval of a majority of the board, recruit and directly supervise technically proficient members to aid in modifying and maintaining the website and social media resources. All website modifications and content to be approved by the *Public Relations Chair*.

Even Years Elections	Odd Years Elections
President (Elect)	President (Elect)
Secretary	Public Relations Chair
Membership Chair	Sergeant at Arms
Member at Large #1	Member at Large #2
	Treasurer

*Section 4 – Resignation, termination, and absences of the Executive Board:*

Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excess absences, or more than two unexcused absences from board meetings in a year. An Executive Board member may be removed for cause by a two-thirds vote of the responding general association membership.

*Section 5 – Vacancies:*

When a vacancy exists of any Officer or Committee Chair, the Secretary must receive nominations for the vacated position from current Executive Board members. The Executive Board may vote on an interim replacement to serve in the vacated position until a formal vote is completed by the General Membership. Nominations for vacated positions shall be sent to Association members to be voted upon at the annual meeting, or special meeting if necessary to expedite filling the position.

*Section 6 – Order of Succession:*

The following order of succession will be in effect should the President be unavailable to fulfil his or her responsibilities at meetings or other activities.

- 1) President
- 2) Immediate Past President
- 3) President Elect
- 4) Sergeant at Arms
- 5) Secretary
- 6) Members at Large
- 7) Executive Board Members with Seniority

*Section 7 – Executive Board meetings and voting:*

The Executive Board shall meet at least quarterly to discuss the day-to-day business of the Association such as carrying out policy and direction of the Association, and tasking and receiving updates from Committee and Sub-Committee Chairs. Special Meetings of the Executive Board may be called by the President and/or at the request of three elected member of the Board, at any time, provided advance notice is given. All Executive Board members shall have voting privileges at board meetings, special meetings, and the annual meeting of the General Membership. Executive Board will vote on matters affecting the day-to-day business of the Association (including Association expenditures). Matters relating to bylaw revisions and election of AESA Board Members must be accomplished through a vote of the General Membership.

*Section 8 –Administration and documentation:*

The Executive Board shall conduct the administrative matters of the Association, to include an independent annual review of all financial records for the preceding fiscal year. The Executive Board shall provide minutes of its meetings upon request of any member of the Association. All Association documentation shall be retained in accordance with the State of Arizona document retention policies.

*Section 9 – Financial Control Procedures*

**Annual Review of Cash and tax filings**

AESA has hired the firm of Stevenson CPA LLC, to provide the following annual services:

1. Annual Review of Cash, to ensure that we are compliant with standard accounting practices.
2. Annual filing of AESA Federal and State taxes

**Mail Retrieval Controls**

The process for retrieving mail from the AESA’s Post Office Box is as follows:

1. The AESA Treasurer will no longer retrieve mail from the organization’s post office box alone.



2. At least 1 other AESA Board Members will be present, when the Treasurer opens the post office box to retrieve the mail. The AESA Board Member will be present in person to confirm the items obtained from the post office box. The results of the opening will be shared with the remainder of the board by email by the one board members present, not the Treasurer.

### **Check/Cash Deposit Controls**

When any cash or checks are received by the organization, the following process will be followed to log all amounts received as well as deposited into the AESA Chase Checking account. This process does not include those transactions processed thru the organization's PayPal account:

1. The following information related to a cash or check received will be captured on the Cash Receipts Log:
  - Date Received
  - Name on Check/Name of Cash Contributor
  - Account/Class
  - Amount
  - Notes
  - Initial #1
  - Initial #2

This log will be a cumulative accounting for each fiscal year.

2. At each AESA Board Meeting the Cash Receipts Log will be reviewed. The log entries for each month will be reconciled to the Chase Checking Statement and Treasurer's Report.

## ARTICLE IV – COMMITTEES AND SUB-COMMITTEES

### *Section 1 – Committee formation:*

The Membership Committee and Public Relations Committee are both full-time committees with Chairpersons that serve on the Executive Board. All sub-committees shall be ad-hoc in nature, established by the president, sanctioned by a majority of the board in attendance, and dissolved as directed by the president when the task or issue to be addressed has been resolved. The creation of sub-committees is intended to distribute the workload of the Association. By using sub-committees, the Executive Board can focus on running the day-to-day business of the Association, while its members and volunteers assist with smaller projects. Through this effort, all involved have a stake in the strategic direction and advancement of Association.

The Executive Board may create sub-committees as needed, and the Association President shall appoint all sub-committee chairs. The Committee and Sub-Committee Chairs will be responsible for recruiting members of their respective committees, establishing minimum/maximum personnel on their committees, scheduling and directing committee meetings, and ensuring accurate documentation of committee activities. The Committee and Sub-Committee Chairs shall ensure a report is completed and provided to the Executive Board documenting the status of deliverables of the committee, recommended actions to be taken by the Board, or disbanding of the committee based on completed taskings.

In addition:

- *Membership Chair and Public Relations Chair* are full-time nominated members of the Executive Board;
- *Sub-Committee Chairs* must be members of the AESA General Membership, but do not need to be members of the Executive Board;
- *Subcommittee members/volunteers* do not need to be paid members of the AESA General Membership. This will offer them an opportunity to be engaged in supporting the Association before deciding to become a paid member;
- Each Sub-Committee shall have one Executive Board member to serve as an advisor to ensure the Board's and General Membership's interests are represented;
  - Executive Board members may serve as both Chair and Advisor if needed;
- Executive Board members should serve on no more than one sub-committee to ensure they are not over-tasked;
- As most Sub-Committees will have time-bound taskings, they are expected to meet (face-to-face or via telephone) at least once each month, or on a schedule prescribed by the AESA President or Past President. Ideally, active sub-committees should at least plan to meet just prior to the AESA Executive Board meetings. This will give the Sub-Committee Chairs an opportunity to brief the board on the status of activities.
  - The Chair will work with Sub-Committee members to assign individual taskings for the Sub-Committee's area of responsibility.
  - The Chair will maintain a list of action items for each meeting.

- If the Chair is unable to attend the regularly schedule Executive Board meeting, the Chair will provide a status summary to the AESA Secretary in advance of the board meeting.

*Section 2 – Sample sub-committees:*

- *Conference Planning.* This sub-committee will take on the bulk of the annual AESA conference planning, to include: venue selection, blocks of hotel rooms, menu selection, agenda, guest speakers, promotional materials, vendor recruitment, facilitation of the event, and other tasks identified by the AESA President.
- *Bylaws.* This sub-committee is responsible for reviewing and updating the AESA bylaws annually or as-needed, to be submitted to and approved by the AESA board.
- *Nominations and Elections.* This sub-committee will conduct outreach and recruit interested AESA members (or prospective AESA members) to run for open positions on the AESA board; elections to be held at the annual meeting/conference. The committee must be aware of the election date, available positions, which positions are open each year (some positions alternate years), and are encouraged to solicit at least three interested people for each open position to recommend to the AESA board.
- *Education and Student Outreach.* This sub-committee is responsible for oversight of the AESA intern program (under development). This program will work with local universities with emergency management intern programs in order to provide interns an opportunity to work with local emergency management agencies. This sub-committee will also help to recruit student AESA members and promote the AESA scholarship program (review scholarship applications and make award recommendations to the AESA board).
- Other sub-committees will be established and disbanded by the Executive Board as the need arises.

## **ARTICLE V – MEETINGS OF THE ASSOCIATION**

### *Section 1 – Regular meetings of the Executive Board:*

Regular meetings of the Executive Board members shall be held at a time and place designated by the President and shall be held at least quarterly. Meetings may be in-person or via conference call, or a combination of the two and will be conducted in accordance with Article III (Executive Board) and Article IV (Committee and Sub-Committees).

### *Section 2 – Annual Meeting:*

An annual meeting of the General Membership of the Association shall occur at a time and place designated by the Executive Board. At the annual meeting, the general members shall elect officers, receive reports on the activities of the Association, and provide input regarding the strategic direction of the Association for the coming year(s). The annual meeting typically takes place at an annual conference where the Association provides opportunities for the general membership to network and learn about best practices in emergency services.

### *Section 3 – Mid-Year Meeting:*

A Mid-Year Meeting of Association may be convened at a time and place designated by the Executive Board. At the Mid-Year Meeting (which may also be in conference format), members shall receive reports on the activities of the Association and focus on the direction and accomplishments of the Association. In lieu of a Mid-Year meeting, the Executive Board may provide an update to the general membership by other means.

### *Section 4 – Special meetings:*

A special meeting may be called by the President, the Executive Board, or by a simple majority of the General Membership. A petition signed by five (5) percent of Association voting members constitutes a call for a special meeting. Upon approval by the Executive Board, the General Membership may vote on an issue slated for action by a mail-out ballot, electronic ballot or by email.

### *Section 5 – Voting and quorum:*

All issues to be voted on shall be decided by a simple majority of those present at either an Annual or Mid-Year meeting. This includes special meetings called in accordance with these by-laws in which the vote takes place, or by those responding with a ballot vote by the designated deadline. The General Membership present at any properly announced meeting shall constitute a quorum for conducting business and voting, without regard for number of members present. The Executive Board shall have a simple majority present in order to conduct business, and votes shall be carried by a majority of those present. While the Executive Board will vote on matters affecting the day-to-day business of the Association (including Association expenditures), the General Membership shall vote on matters relating to bylaw revisions and election of Executive Board Members.

## **ARTICLE VI – NOMINATIONS, ELECTIONS and INSTALLATION OF OFFICERS**

### *Section 1 – General:*

Whenever possible, nominations, elections and installation of officers will coincide with the annual meeting of the general membership of the Association. While terms of office are specified in Article III, terms of office will coincide with the annual meeting. Should there be no annual meeting, or should there be other circumstances that prevents timely nominations, elections and installation of officers, the Executive Board may hold a special session to determine the best course of action, and will inform the general membership of the results.

### *Section 2 – Nominations:*

Members of the Association (as defined in Article II herein) may nominate themselves or any other AESA member for any office. Write-in candidates must be Association members who also meet the minimum requirements of these bylaws. Only members who have maintained membership for at least 6 months may be nominated to hold Executive Board positions.

### *Section 3 – Ballots:*

The Members At-Large for the Association shall ensure that ballots will be prepared showing the names of candidates and offices sought. Ballots will be prepared with sufficient space to allow for nominations of write-in candidates.

### *Section 4 – Election Results:*

Ballots shall be counted by two (2) members of the Executive Board and one (1) general member of the association. The Secretary shall record the votes to be presented to the President, who will then convey the election results to the general association membership.

### *Section 5 – Installation of Officers:*

Officers shall assume their new positions immediately following the announcement by the President at the annual meeting and may elect to conduct their first meeting as the new Executive Board at the conclusion of the annual meeting.

## **ARTICLE VII – ADOPTION OF PUBLIC POLICY POSITIONS**

### *Section 1 – Position proposals*

Any member in good standing may submit at any time to the Executive Board a public policy position proposal related to Emergency Management; said proposal to include a recommended position statement, a summary of the issue involved, a list of the parties to which an adopted position would be addressed, and a narrative detailing the justifications for the position. The board may also appoint a public policy sub-committee to develop policy positions or may develop policy position proposals at regular board meetings.

### *Section 2 – Proposal review*

The Executive Board will meet within 14 days of developing or receiving a position proposal to review the proposal and vote on whether to recommend the proposal to the General Membership. The member(s) who submitted the proposal will be invited to attend the meeting to support the proposal; a majority vote of the Executive Board will be required to recommend the proposal to the General Members. The Executive Board may revise the proposal and include the proposal in a position paper to present for a vote of the General Membership. The Executive Board may decide to hold non-urgent policy positions for discussion and vote at an upcoming conference or special meeting, or to utilize General Membership emails to seek adoption of positions on time sensitive issues.

### *Section 3 – Proposal adoption*

If a policy position adoption is considered urgent by the Executive Board, within seven days of voting to recommend the policy position to the membership, a ballot with the proposal will be emailed to all members in good standing for return to the Executive Board within seven (7) days of the original email date; the proposal will also be posted on the website. A majority of the total number of returned ballots at the end of the seven (7) days will be required to adopt the proposal; the Executive Board will then within seven (7) days take such action as necessary to forward the adopted position to the appropriate parties.

If a policy position adoption is not considered to be urgent or time sensitive, the policy position will be considered for adoption at the next conference or special meeting, with a majority vote of those present required for adoption.

## ARTICLE VIII – REVIEW, AMENDMENTS AND ADOPTION OF BYLAWS

### *Section 1 – Review:*

The AESA Bylaws shall be reviewed by the Executive Board and provided to all general association members at least annually or as-needed. A Bylaws Sub-Committee may be formed by the President to review and update the bylaws.

### *Section 3 – Revisions:*

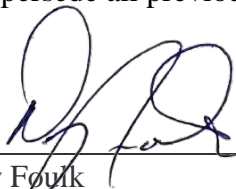
Bylaws may be repealed, revised or amended; or substitute bylaws may be adopted by a majority vote of the General Membership present at the Annual Meeting, Mid-Year Meeting, or a special meeting called for this purpose. Proposed amendments and revisions must be submitted to the Secretary to be sent out with Board announcements at least 21 days prior to a meeting.


### *Section 2 – Adoption:*

Any changes to the bylaws shall be reviewed by the Executive Board, and with a simple majority vote of the Board, will be presented to the general membership for adoption. Draft bylaws may be presented by email or in person at an Annual, Mid-Year or special meeting. If emailed, approval of the draft bylaws shall require a majority of email replies from the all of the General Membership with voting rights. If in person, approval of the draft bylaws shall require a simple majority of General Members present with voting rights.

## APPROVAL OF BYLAWS

These bylaws were approved by the Executive Board and a majority of the General Membership of the Arizona Emergency Services Association and were adopted this 23<sup>rd</sup> day of August 2018 and supersede all previous bylaws and amendments.

  
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Denny Fouk  
President

  
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Eliza Coll  
Secretary