

IAEM-USA BYLAWS

ARTICLE I – ORGANIZATION

Section 1. Incorporation

The International Association of Emergency Managers – United States Council (referred to herein as “Association” or “IAEM-USA”) is a Virginia non-stock corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Members

The Association shall be a membership organization comprised of individuals residing in the United States, or its territories and protectorates,¹ or serving its interests from outside the United States, who are professionally engaged or interested in the promotion of emergency management and allied fields.

Section 3. Geographical Regions

IAEM-USA shall be divided into geographic regions as determined by the Association’s Board of Directors from time to time and as described more fully in administrative policies and procedures adopted by the Board.

Section 4. Operation

IAEM-USA will operate in a manner consistent with its tax-exempt purposes and mission as set forth in Article II below and in compliance with these Bylaws and Articles of Incorporation.

Section 5. Budget

The Association, by its Executive Director and the IAEM-USA Treasurer, shall create a proposed budget consistent with the Association’s strategic plan as developed and revised from time to time by the Association’s Board of Directors. The Treasurer shall submit the proposed budget to the Board of Directors for review and approval. The Executive Director, in conjunction with the Treasurer of IAEM-USA, shall make periodic reports to the Board comparing actual revenue and expenses to the projected IAEM-USA budget.

Section 6. Controlling Documents

In all cases, the IAEM-USA Articles of Incorporation and these IAEM-USA Bylaws shall be the controlling documents. All other IAEM-USA policies, procedures, and related documents shall be in compliance. Any conflicting provisions found within said documents are declared null and void.

¹ “United States” or “USA” is intended to refer to U.S. states as well as territories and protectorates throughout this document.

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ARTICLE II – VISION AND MISSION

Section 1. Vision

IAEM-USA’s vision is to inspire and advance the emergency management community.

Section 2. Mission

IAEM-USA’s mission is to foster resilience by engaging the diverse emergency management community through professional development, networking, information exchange, and advocacy.

Section 3. Activities

IAEM-USA will also carry on such other activities consistent with the Association’s 501(c)(3) non-profit purposes and as conferred on non-profit organizations by the laws of the Commonwealth of Virginia.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

Any individual or organization residing in the United States, or serving its interests from outside the United States, who is professionally engaged or interested in the promotion of emergency management and allied fields shall be eligible for membership in IAEM-USA.

Section 2. Definition and Rights of Members in Good Standing

A. Members are considered to be “in good standing” if all applicable dues, fees, and other amounts owed are paid in full. Members in good standing are expected to abide by the IAEM-USA’s Bylaws and the Code of Ethics as set forth in the administrative policies and procedures as adopted by the IAEM-USA Board of Directors.

B. In accordance with the processes approved by the Board of Directors and set forth in the administrative policies and procedures, members in good standing shall have the right to:

- a. Vote on any matters presented to the membership by the Board including Amendments to the Bylaws and other matters of business arising at any meeting of the membership.
- b. Vote in the annual election of officers and directors.
- c. Hold any office or leadership position, subject to the qualification requirements set forth in Article IV, Section 8, below.

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Section 3. Classification of Membership

A. The Association shall have the following membership classifications:

a. Individual Member

Individual membership in the Association is available to any person professionally engaged or interested in the promotion of emergency management and its allied fields.

b. Affiliate Member

Affiliate membership is available to any organization or party that provides products, services, or other resources that support IAEM-USA and its members. The key representative of each Affiliate member may cast one (1) vote.

c. Honorary Member

Honorary membership may be awarded annually by a majority vote of the IAEM-USA Board of Directors to two (2) persons for outstanding contributions toward the advancement of emergency management. Honorary membership lasts for the lifetime of the person so awarded.

d. Life Member

Individual members who have been members in good standing for fifteen (15) years as provided in the administrative policies and procedures adopted by the Board of Directors and who have likewise retired from the field of emergency management are eligible to have lifetime membership conferred by vote of the Board of Directors. Such members shall enjoy the same rights and responsibilities as an Individual member but will no longer be required to pay dues. Past Presidents automatically become Life Members upon completion of their term of office as President of IAEM-USA and are not subject to conditions.

e. Student Member

Student membership is intended to support future emergency management professionals. It is available to students enrolled in an emergency management-related program at a regionally accredited university at least half time, as defined by the university. Current and previous Individual Members and those who hold a CEM® certification are not eligible for Student Membership. Student membership is available for up to six (6) continuous years.

f. Emerging Professional Member

The Emerging Professional membership will support new and early-career emergency management professionals who have been employed less than twelve (12) months and who are starting out in the field or in a related position, and for IAEM-USA student members who are new graduates (employed or not). Those who hold a CEM® certification are not eligible for Emerging Professional membership. Emerging Professional membership is only available for two (2) consecutive years.

B. New Membership Classifications

The Association's Board of Directors may establish such additional membership categories and qualifications therefore as it may deem appropriate and beneficial to the Association.

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Section 4. Annual Meeting of the Membership

There shall be an Annual Meeting of the Association's membership at such time and place and/or by such means as the Board of Directors shall reasonably determine, for the receipt of annual reports of officers and for the transaction of any other business as determined by the Board of Directors and set forth on the meeting agenda. The Annual Meeting of the Association's membership may be conducted by means of the Internet or other electronic communications technology pursuant to which members have the opportunity to hear or read and participate in the proceedings. Notice of the meeting shall be sent to each member by mail, facsimile, or electronic communication not less than thirty (30) days before the time appointed for the meeting.

Section 5. Special Meetings of the Membership

Special meetings of the membership may be called by the IAEM-USA President, or by a majority of the voting members of the Board of Directors, or written petition signed, manually or electronically, by not less than twenty percent (20%) of the IAEM-USA membership in good standing and authorized to vote on a specific subject or issue. Notice of special meetings of the membership shall be sent to each Association member by mail, facsimile, or electronic communication not less than ten (10) days before the time appointed for the special meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the membership.

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Section 6. Proxy Voting

Proxy voting by members is prohibited.

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Section 7. Quorum

A quorum for the purpose of conducting business at a meeting of the Association's membership shall be not less than twenty (20) IAEM-USA members in good standing. Where less than a quorum is present the meeting may be adjourned.

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Section 8. Resignation

A member may resign from the Association at any time. Such resignation shall be in writing, addressed to the Executive Director of IAEM-USA and shall be effective upon receipt by the Executive Director without further action on the part of the Board. The resignation of a member shall not relieve the member of the obligation to pay any dues, assessments, or other charges accruing and unpaid prior to submission of the resignation.

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Section 9. Termination of Membership

A. Any member ceasing to qualify for the membership eligibility set forth in Article III, including any additional criteria that may be established by the IAEM-USA Board of Directors, shall cease to be a member of the Association.

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B. Any member who fails to pay dues, fines, fees, or assessments, or other financial obligations within thirty (30) days of receipt of the invoice shall be deemed delinquent and to have forfeited IAEM-USA membership, with a loss of all rights and privileges granted by the Association, including if applicable, the delinquent member's position on the Board of Directors and other IAEM groups. Such forfeitures of membership shall not relieve the delinquent member of the duty and obligation to pay all unpaid and delinquent dues, assessments, or other financial obligations to the Association.

C. The IAEM-USA Board of Directors may suspend or terminate the Association membership of any member for cause, including, but not limited to: acts, errors, or omissions on the part of the member that violate the IAEM-USA Articles of Incorporation, these Bylaws, or approved policies and procedures adopted by the IAEM-USA Board of Directors, or the Code of Professional Conduct; or whose conduct is deemed by the Board to be contrary to the best interests of IAEM-USA, its mission, activities, or its tax-exempt purposes, only after providing the member with reasonable written notice of the "for cause" charges, and the opportunity to respond to the charges in writing sent to the Executive Director or their authorized designee within thirty (30) days of the date of the written notice. A vote of the IAEM-USA Board of Directors to suspend or terminate IAEM-USA membership for cause shall require a vote of two-thirds (2/3) of the acting at a meeting where a quorum is present.

Section 10. Membership Term

The term of membership in the Association is twelve (12) months and is based on the date on which new members join IAEM-USA.

Section 11. Dues

Dues shall be established by the Board of Directors at a level sufficient to cover IAEM-USA's administrative costs and effectively carry out the policies and programs of the Association.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Duties and Responsibilities

The business and affairs of the IAEM-USA shall be managed by and under the direction of its Board of Directors. The duties and responsibilities of the IAEM-USA Board of Directors shall include but are not limited to the following:

- A. Establishing the overall direction, mission, strategic plan, annual plan, and annual budget for the Association;
- B. Establishing policies and procedures for the regular operation, administration, and financial affairs of IAEM-USA consistent with its best interests;
- C. Studying issues and needs of the Association as identified by the Board of Directors;

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- D. Providing oversight of IAEM-USA's programs, activities, and performance in achieving its non-profit goals and objectives;
- E. Ensuring sufficient financial and human capital for the operation of the IAEM-USA and the achievement of its mission and vision, including approving the annual IAEM-USA budget as presented by the Treasurer and Executive Director;
- F. Participating in Board of Directors meetings as called by the President;
- G. Recruitment and development of qualified Board members;
- H. Serving as a Board Liaison to at least one (1) IAEM-USA group; and
- I. In the execution of the powers granted, appointing such agents as it may consider necessary to achieve the non-profit objectives and mission of IAEM-USA effectively and efficiently.

Section 2. Board Composition

- A. The Board of Directors shall be comprised of its Officers, its ex officio members, and the Regional Presidents, who are representatives of each of the properly constituted Regions of IAEM-USA. The number of Directors may be increased or decreased from time to time by amendments of these Bylaws and the Association's Articles of Incorporation, subject to the applicable provisions of these Bylaws and the Virginia Nonstock Corporation Act.
- B. Ex officio, non-voting members of the Board of Directors shall include the Executive Director, and any other ex officio members approved by the Board of Directors.

Section 3. Executive Committee

- A. There shall be an Executive Committee of the Board of Directors comprised of the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, and a Member-at-Large (who shall be a Regional President, elected by a majority of the Regional Presidents). This election shall take place pursuant to administrative policies and procedures adopted by the Board of Directors. The Executive Director and any other ex officio (non-voting) members may also attend.
- B. The Executive Committee's role is to help the Board of Directors to accomplish its work in the most efficient way possible and to facilitate decision-making between Board meetings in the event of an urgent or crisis situation. The Executive Committee shall be subject to the limitations imposed upon them pursuant to the policies and procedures established by the Board of Directors.
- C. The Executive Committee shall meet at the call of the President.
- D. A majority of the Executive Committee shall constitute a quorum.
- E. The Executive Committee shall provide minutes of its meetings to the Board of Directors.
- F. The Executive Committee shall not have the power to:
 - a. Change directives issued by the Board of Directors, or
 - b. Take any action in conflict with these Bylaws or policies or procedures approved by the Board of Directors.

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Section 4. Regional Presidents

Regional Presidents are elected representatives from each of the properly constituted Regions of IAEM-USA as defined in administrative policies and procedures adopted by the Board of Directors.

Section 5. Duties of Regional Presidents

Each Regional President is charged with the following duties and responsibilities:

- A. Acting as liaisons between IAEM-USA and members.
- B. Serving as the representative of IAEM-USA in the Region in all matters pertaining to IAEM-USA.
- C. Ensuring their region elects a vice president and has other officers as needed, whether (elected or appointed).
- D. Facilitating IAEM-USA programs and priorities through routine two-way regional communications.

Section 6. Duties of the Executive Director

The Executive Director is responsible for the daily operations of the Association. In that role, the Executive Director is charged with advising the Board of Directors on administration and management functions required for effective and efficient continued funding and operations of the Association.

Section 7. Elections

- A. Members of IAEM-USA in good standing, who are eligible to vote, shall elect individuals to the Board of Directors.
- B. Regional Presidents shall be elected by members in the applicable region who are eligible to vote in accordance with the region's bylaws, policies, and procedures.
- C. The Association shall conduct the nomination process and elections pursuant to these Bylaws and applicable administrative policies and procedures adopted by the Board of Directors. To be counted, all properly completed ballots must be received by the IAEM-USA Executive Director or their designee by the due date specified on the ballot.

Section 8. Term of Office

- A. The President, First Vice President, Second Vice President, and Immediate Past President shall serve a one (1) year term, or until their successor assumes office. The outgoing President shall immediately assume the office of Immediate Past President upon the First Vice President assuming the office of President.
- B. The term of office for Secretary, and Treasurer shall be for two years, or until their successor assumes office. The Secretary shall be elected in even years, and the Treasurer shall be elected in odd years. The Secretary, and Treasurer are limited to no more than two consecutive terms of office.

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C. Regional President representatives to the Board shall be eligible to serve no more than three (3) consecutive terms on the IAEM-USA Board. Regional bylaws can be more restrictive.

D. The terms of office shall commence immediately following the installation of officers that shall be conducted at the Annual Conference President's Banquet.

Section 9. Qualifications of Officers and Regional Presidents.

A. To be elected or appointed as a national officer, a member shall meet the following requirements:

- a. Have been an Individual member for a minimum of two consecutive years prior to seeking office.
b. Served as a regional officer, committee, commission, or caucus chair, or been an active committee, commission, or caucus member for two consecutive years.
c. Have obtained and will maintain throughout the term an Associate Emergency Manager (AEM) or Certified Emergency Manger (CEM) as conferred by the IAEM Certification Program.
d. In order to be placed on the ballot for election to office, the person must also meet applicable qualifications as established in administrative policies and procedures adopted by the Board of Directors.

B. To be elected or appointed a Regional President, a member shall meet the following requirements:

- a. Have been an Individual Member for a minimum of two consecutive years prior to seeking office.
b. In order to be placed on the ballot for election to office, the person must meet the applicable qualifications as established in administrative policies and procedures adopted by the Board of Directors.

C. No individual may hold more than one (1) Board position at the same time. Furthermore, no individual may run for more than one (1) Board position at the same time.

Section 10. Vacancies

A. If a vacancy occurs in the office of the President, the First Vice President shall automatically assume the office of the President.

B. If a vacancy occurs in the office of the First Vice President, the Second Vice President shall automatically assume the office of the First Vice President.

C. If a vacancy occurs in the office of the Second Vice President, the position will remain vacant until the next election of officers.

D. If a vacancy occurs simultaneously in the offices of the President, First Vice President, and Second Vice President, a majority of the Board of Directors shall elect a President pro tempore from amongst the voting members of the Board of Directors.

E. If a vacancy occurs in the office of the Immediate Past President, the office shall remain open until such time as the then-President assumes the position of the Immediate Past President.

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- F. If a vacancy occurs in the offices of the Secretary or Treasurer, the President shall, with the Board of Directors' confirmation, appoint a qualified member to fill the vacancy for the remainder of the term.
- G. If a vacancy occurs in the office of the Regional President, it shall be filled in accordance with the bylaws of that Region.
- H. When a member of the Board succeeds, is appointed to, or is elected to fill a vacancy, that individual shall serve the unexpired term of the predecessor whose vacancy they are filling and shall continue to serve until a successor is elected and assumes office.

Section 11. Resignation

Except as otherwise provided by law, a member of the Board of Directors may resign at any time by giving written notice to the President and the Executive Director. The President may resign by giving written notice to the Secretary and to the Executive Director. Such resignation shall take effect at the time specified in the notice. When no effective date is specified in the notice, the resignation shall take effect upon receipt by the Board President, or the Board Secretary in the case of the President, and the Executive Director.

Section 12. Removal of Directors

- A. **Removal of Officers:** An IAEM-USA Officer may be removed for cause by a two-thirds (2/3) vote of the remaining voting members of the Board of Directors, at any regular or special meetings of the Board where a quorum is present. An officer may only be removed at a meeting for which that meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the officer. The removal must also be placed on the agenda of the meeting.
- B. **Removal of Regional Presidents:** If the Board of Directors votes to remove an IAEM-USA director who is a Regional President, the Association shall submit to the voting members of that region a ballot by which the region's members will be provided the opportunity to vote for or against the Regional Director's removal. The written or electronic ballot must be presented to the region's eligible voting membership only and such member vote completed within 30 days of the Board's initial vote to remove the Regional President. The decision of the region's eligible voting membership on the removal shall be conclusive of the matter. Removal of the Regional Director by vote of the members in their region shall thereafter preclude that Regional Director from serving as a director of the Association.
- C. **Member-Initiated Removal:** Members of the Association may file with the Board of Directors a petition to remove a director for cause. A petition requesting that a vote be held to remove a director must be signed by no less than ten percent (10%) of the members eligible to vote. When a petition meeting this requirement is filed with the Board, the Association shall prepare and present a ballot of its voting membership to cast their votes for or against the officer's removal. The removal ballot must be submitted to the voting membership within thirty (30) days of the date on which the petition is filed with the Board. A two-thirds (2/3) vote of those members casting votes on the removal ballot is required to remove the director. Only members who are eligible to vote on matters properly placed before the

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membership as provided in these Bylaws are authorized to vote on removal. Removal of the officer shall thereafter preclude that individual from serving as an officer or director of the Association.

Section 13. Meetings of the Board

- A. Regular meetings of the Board shall be held at such date, time, and location or by such means as determined by the Board of Directors.
- B. Special meetings of the Board may be called by the President or by written request of a majority of the voting members of the Board.
- C. The Board of Directors shall meet at least once annually.

Section 14. Quorum and Action by the Board

- A. Unless a greater proportion or number is required by applicable Virginia law or these Bylaws, a majority of the voting members of the Board then in office shall constitute a quorum for the transaction of IAEM-USA business at meetings of the Board of Directors. The Executive Director and any other ex officio members shall not be considered in calculating the presence of a quorum of the Board of Directors.
- B. For members of the Board to vote on a matter at a meeting of the Board, a quorum of the members must be present at the time of the vote.
- C. Except as otherwise provided by Virginia law, the Association's Articles of Incorporation, or these Bylaws, the act of a majority of the voting Directors present at a meeting at which a quorum is present shall constitute an act of the Board.

Section 15. Voting by the Board

Except for the Executive Director and any other ex officio members, and subject to the IAEM-USA Conflict of Interest policy, each member of the Board shall be entitled to cast one (1) vote on matters submitted to the Board for a vote except for the President, who shall only vote to break a tie. Proxy voting by members of the Board of Directors is prohibited.

Section 16. Compensation

- A. Voting members of the Board will not receive compensation for their service on the Board.
- B. Reimbursement for expenses incurred by Board members in performing their official responsibilities is authorized pursuant to the policies and procedures adopted by the Board and in effect at the time the expense is incurred.

Section 17. Notice of Board Meetings

Notice of meetings of the Board of Directors shall be given by the Executive Director or Secretary or their designee to each member of the Board in accordance with applicable Virginia law.

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Section 18. Telephone or Electronic Meetings

Except where otherwise prohibited by law or these Bylaws, members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone call or similar electronic or video communications equipment that provides members a reasonable opportunity to participate in the meeting and vote on matters submitted to the Board members, including the opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings. Participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Section 19. Action by Unanimous Consent

Except where otherwise prohibited by law or these Bylaws, or except to the extent that the Article of Incorporation or these Bylaws require that action by the Board of Directors be taken at a meeting, action required or permitted by the Virginia Nonstock Corporation Act to be taken by the Board of Directors may be taken without a meeting if each voting member of the Board signs a written consent in the form of a record describing the action to be taken and delivers it to the Association's Executive Director. Action taken by the Board under this section shall constitute an act of the Board of Directors when one (1) or more consents signed by all the voting members of the Board of Directors is delivered to the Association's Executive Director.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of IAEM-USA shall be the President, First Vice President, Second Vice President, Immediate Past President, Secretary, and Treasurer.

Section 2. Duties of Officers

- A. The President shall represent IAEM-USA in a leadership capacity that best advances the interests of IAEM and its membership, shall preside at meetings and shall perform the duties outlined in policies or procedures outlined by the Board of Directors.
- B. The First Vice President shall perform the duties of the President in the absence or disability of the President and shall perform such other duties as assigned by the Board of Directors.
- C. The Second Vice President shall perform the duties of the President in the absence or disability of both the President and First Vice President and shall perform such other duties as directed by the Board of Directors.
- D. The Immediate Past President shall assist the President in representing IAEM-USA as needed and shall perform other duties as assigned by the Board of Directors.
- E. The Secretary shall ensure the maintenance of accurate records of the proceedings of all meetings of the membership, the Board of Directors, and the

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Deleted: , elected by a majority of the Regional Presidents). This election shall take place pursuant to ...shall represent IAEM-USA in a leadership capacity that best advances the interests of IAEM and its membership, shall preside at meetings and shall perform the duties outlined in policies or procedures established in the Administrative Policies and Procedures. The Executive Director and the Diversity, Equity, and Inclusion Advisor (non-voting members) will also attend ... [118]

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Executive Committee; and shall perform such other duties as assigned by the Board of Directors.

F. The Treasurer shall ensure the maintenance of accurate up-to-date records of all monies and securities belonging to IAEM-USA and shall perform such other duties as assigned by the Board of Directors.

ARTICLE VI - IAEM-USA GROUPS

Section 1. Groups

IAEM-USA is supported by numerous groups to address ongoing operational functions, specific assignments of limited duration, and discipline-specific issues.

Section 2. Group Leadership Appointments

The President shall present to the Board of Directors for its approval a slate of nominations for chairs and vice-chairs of all the IAEM-USA groups.

Section 3. IAEM-USA Representatives to IAEM Global

The IAEM-USA Council representatives to the IAEM Global Board will be appointed by the IAEM-USA President with the approval of the IAEM-USA Board, in compliance with Global Bylaws qualifications.

ARTICLE VII - REGIONS AND CHAPTERS

Section 1. Regions

- A. Regions are sub-units of IAEM-USA. Each region shall adopt bylaws that comply with the Bylaws of IAEM-USA.
B. The process and procedures for the formation and identification of regions is set forth in administrative policies and procedures as adopted by the IAEM-USA Board of Directors.

Section 2. Chapters

- A. Regions may establish non-student chapters within their geographic area to localize activities of their membership. Chapters shall not be established for geopolitical areas smaller than a State or territory. Non-student chapters shall report to and be subject to the authority of the region establishing the chapter.
B. Student chapters may be established by an institution of higher education according to the processes and procedures set forth in administrative policies and procedures as adopted by the IAEM-USA Board of Directors.

Section 3. Meetings

Regions and chapters are encouraged to hold meetings, in accordance with regional bylaws.

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ARTICLE VIII – AMENDMENT OF BYLAWS

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Eligible

- A. Except as otherwise required by law, these Bylaws may be amended by a two-thirds (2/3) approval of the votes cast by members of the Association in good standing who are eligible to vote.
- B. The IAEM-USA Board of Directors, by a two-thirds (2/3) vote of the voting members of the Board, may place proposed amendments to these Bylaws on the ballot for a vote by the members of the Association in good standing who are eligible to vote.
- C. Members of the Association who are eligible to vote and are in good standing may petition to place proposed amendments to these Bylaws on the ballot for a vote of the Association’s membership by obtaining the signatures on a petition for that purpose. Such member petition shall be signed by no less than two percent (2%) of IAEM-USA members, or no less than 50 members, who are eligible to vote. The petition must clearly specify the changes proposed to these Bylaws in writing using underline and strikeout text.
- D. The Association shall give voting members no less than thirty (30) days in which to cast their vote on the proposed amendments to these Bylaws. The Association may conduct such member votes at a duly called and noticed meeting of the Association’s membership or without a meeting by electronic or mail ballot distributed to all members of the Association eligible to vote. The ballot submitted to the eligible Association members in good standing, for a vote on a proposed amendment to these Bylaws, must be in writing and clearly specify the changes proposed to these Bylaws using underline and strikeout text.
- E. In order to be counted, completed ballots must be received by the Association’s headquarters within thirty (30) days of issuance of the ballot.
- F. The Association shall share the results of the vote with its membership.

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ARTICLE IX – ADMINISTRATIVE POLICIES AND PROCEDURES

Section 1. Establishment and Purpose

The Board of Directors may establish rules, policies, and procedures setting forth duties and responsibilities of those who act on behalf of IAEM-USA, consistent with applicable law, with these Bylaws, and with the Association’s Articles of Incorporation.

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ARTICLE X – MISCELLANEOUS

Section 1. Designation of Appointed Agents

- A. The President and Board of Directors shall be authorized to select and appoint such agents as are deemed prudent by the Board to the efficient and effective operation and administration of the Association.
- B. The duties and responsibilities of any appointed agents shall be established by the Board of Directors in its reasonable discretion.

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Section 2. Fiscal Year

The fiscal year of the Association shall be June 1 to May 31 of the following year.

Section 3. Insurance

IAEM-USA will carry or be named on such policies of property and liability insurance as are deemed prudent to the sound operation and risk management of the Association and in such limits as may be deemed commercially reasonable given the nature, activities, and assets of the Association.

Section 4. Indemnification

- A. Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (hereinafter referred to as "Proceeding(s)"), by reason of the fact that they are or were a director, officer, or employee of the Association to the fullest extent permitted by the laws of the Commonwealth of Virginia.
- B. Indemnification referenced herein shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of their heirs, executors, assigns, and administrators.
- C. Such indemnification shall be limited to not more than the actual amount of the Association's applicable and available limits of insurance coverage and shall include all costs, charges, expenses, liabilities, and losses (including but not limited to reasonable attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with the same.
- D. Indemnification shall not extend to acts, errors, or omissions constituting gross negligence, malfeasance, misfeasance, nonfeasance, willful or intentional misconduct, or a knowing violation of criminal law.
- E. In the event of a settlement, the indemnification herein shall apply only when the Board of Directors of IAEM-USA has approved such settlement and reimbursement as being in the best interest of IAEM-USA.

Section 5. Dissolution

In the case of dissolution of the IAEM-USA or the winding up of its affairs, the assets of the Association shall be distributed to one (1) or more organizations which themselves are exempt as Associations described in Sections 501(c)(3) and 170(c) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose, provided, however, that in no way shall such distribution inure to the financial benefit of any officer, director, committee member, or any IAEM-USA member or contributor.

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Section 6. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern all proceedings of IAEM-USA.

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Section 7. Disclaimer of Endorsement

No member of IAEM-USA shall have the authority to endorse or recommend any product, service, or organization in the name of IAEM-USA, unless pre-authorized by the IAEM-USA Board of Directors.

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This document shall take effect immediately upon its passage by the membership, and supersede all constitutions and bylaws previously adopted. ¶

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