

To: IAEM-USA Members
From: IAEM-USA Board of Directors
RE: Proposed changes to the IAEM-USA Bylaws
Date: 9/17/24

The IAEM-USA Board of Directors is proposing amendments to the IAEM-USA Bylaws, which will be voted upon by the IAEM-USA Membership. To pass, this proposed amendment must receive support from two-thirds of those members voting.

Background

The Bylaws Committee, with support from IAEM-USA legal counsel, undertook a complete rewrite of the IAEM-USA Bylaws. The IAEM-USA Board of Directors extends our heartfelt thanks to the Committee for their hundreds of hours of work preparing this proposed update, which would serve to update the format, resolve language confusion, and reorganize articles and sections. In addition to these formatting changes, several substantive changes were proposed. These substantive changes are outlined below.

This memo outlines the proposed substantive changes to the Bylaws. It is being provided alongside a redline version of the current Bylaws (with proposed changes) and a clean copy of the proposed updated Bylaws.

The voting period will be from September 23, 2024, to October 22, 2024. All members will receive a unique voting link when the voting period begins. Members are encouraged to review this memo and the bylaws documents posted on the IAEM website. Any feedback can be provided to the IAEM-USA Board via this form.

List of Proposed Substantive Bylaws Changes

Added new: Art. III, Section 2.B. Definition and Rights of Members in Good Standing

All members of IAEM-USA in good standing shall have the right to:

- Vote on matters presented to members by the Board,
- Vote on election of officers and Board members, and
- Hold office or a leadership position, subject to qualification requirements in Article IV, Section 9.

Bottom Line: This would clarify that all members are allowed to vote regardless of membership category.

Added new: Art. III, Section 8. Resignation

- Sets forth the process for members to officially resign from the Association.
- Clarifies that resignation does not relieve a member of the obligation to pay any unpaid dues, assessments, or other charges accrued prior to resignation.

Bottom Line: Our Bylaws currently do not include a process for a member to resign their membership or its implications. This would establish that and was recommended by IAEM-USA Legal Counsel.

Modified Art. IV, Section 7. Elections

Clarifies that:

- IAEM-USA shall conduct the nomination process and elections pursuant to the Bylaws and applicable APPs.
- To be counted, ballots must be received by IAEM-USA by the due date specified on the ballot.

Bottom Line: This is to further clarify the election process for IAEM-USA.

Added new Art. IV, Section 10 H. Vacancies

- Clarifies that when a member of the Board succeeds, is appointed to, or is elected to fill a vacancy, that individual will serve the unexpired term of their predecessor and will continue to serve until a successor is elected and assumes office.

Bottom Line: The effect of this is to clarify further the process of dealing with vacancies in office.

Added new Art. IV, Section 11. Resignation

- Clarifies the process for the resignation of Board members

Bottom Line: This section identifies a process for a Board Member to resign their post.

Added new Art. IV, Section 19. Action by Unanimous Consent

- Allows the Board to take action by unanimous consent without a meeting if each voting member of the Board signs a written consent describing the action to be taken and delivers it to the Executive Director as allowed by the Virginia Non-Stock Corporation Act.

- **Bottom Line: This allows the board to act unanimously as needed, and was recommended by IAEM-USA Legal Counsel.**

Modified new Art. V, Section 2. Duties of Officers

- Duties were simplified with the intention that they would be outlined in the APPs.

Bottom Line: As the roles of IAEM-USA's Officers continue to evolve with the increasing demands of the growing organization, moving these duties to the APPs will allow the Board of Directors to shift them as needed.

Modified new Art. VI, Section 2. Group Leadership Appointments

- Moves details to the APPs

Bottom Line: This allows the Board of Directors, specifically the Presidential Team, to determine the manner in which Group Leaders are appointed.

Old Art. VIII, Section 2. Administrative Policies and Procedures

- Removes this section

Bottom Line: This section is being removed as the process for modifying the APPs is included with the APPs.

Modified new Art. VIII. Amendment of Bylaws

- Substantially incorporates the process for amending Bylaws set forth in the IAEM-USA Administrative Policies and Procedures.

Bottom Line: This clarifies the process for amending the Bylaws.

Added new Art. X Miscellaneous

- Incorporates miscellaneous items currently in Bylaws that do not naturally fit into other articles.

Bottom Line: The items included in this section were previously located elsewhere in the Bylaws.

Art. X, Section 4. Indemnification

- Sets forth details on indemnification of Board members in the event of a lawsuit or threatened lawsuit.

Bottom Line: This section is not in the current Bylaws and is being added at the advice of IAEM-USA Legal Counsel.

Art. X, Section 5. Dissolution

- Sets details on the distribution of IAEM-USA assets in the event of a dissolution.

Bottom Line: This section is not in the current Bylaws and is being added at the advice of IAEM-USA Legal Counsel.