

# BYLAWS



**OCTOBER 24, 2022**

# The Bylaws of KEMA

This copy of the Keystone Emergency Management Association, Inc. Bylaws was printed under the supervision of the Executive Board of the Keystone Emergency Management Association.

Voted and approved the Executive Board on September 26, 2019.




Ratified by the membership at the Annual Meeting on October 28, 2019.

**THE BYLAWS CONTAINED HEREIN SUPERSEDE ANY  
AND ALL PREVIOUS VERSIONS AND THEREFORE ALL  
PREVIOUS VERSIONS ARE DECLARED NULL AND VOID.**

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# Record of Changes

Date	Description	Entered by
10/28/2019	Origination Date	Robert Gerlach 
10/12/2020	Recorded Amendments (See Appendix)	Robert Gerlach 
10/23/2022	Recorded Amendments (See Appendix)	Robert Gerlach 

# **Bylaws of the Keystone Emergency Management Association, Inc.**

## **ARTICLE I Name & Territorial Limits**

SECTION 1. The legal name of this organization is the Keystone Emergency Management Association, hereinafter referred to as the Association.

SECTION 2. The territorial limits of the Association shall coincide with the territorial limits of the Commonwealth of Pennsylvania.

## **ARTICLE II Mission and Vision**

SECTION 1. The MISSION of the Association is to promote, support, and advocate comprehensive emergency management at all levels of Pennsylvania's public and sectors.

SECTION 2. The VISION of the Association is that KEMA shall be recognized by the Pennsylvania emergency management community as a results-driven organization of emergency management professionals dedicated to protecting lives and property from both human-caused and natural disasters.

## **ARTICLE III Purpose**

The purpose of this Association shall be:

1. To provide a commonwealth wide forum for the exchange of ideas, techniques, and best practices among municipal, county, regional task forces, state, and federal government organizations, agencies, and associations and the private sector with the goal of enhancing the overall emergency management program in the Commonwealth of Pennsylvania.
2. To support and assist the Pennsylvania Emergency Management Agency (PEMA), the Federal Emergency Management Agency (FEMA), and the International Association of Emergency Managers (IAEM).
3. To assist any emergency management coordinator or political subdivision in the Commonwealth in establishing or improving its emergency management program.
4. To act in a professional advisor capacity to other organizations supporting emergency management in the Commonwealth of Pennsylvania.

5. To encourage, support and assist private industry, custodial care institutions, and educational institutions in the Commonwealth of Pennsylvania to continuously improve their emergency plans and procedures.
6. To coordinate efforts of its members in a common cause to protect the lives and property of all persons against all hazards and to help preserve our homeland security.

## **ARTICLE IV Offices**

The registered office shall be designated by the Executive Board of this Association and filed with the Department of State of Pennsylvania. The Association may establish and maintain an office or offices at such other places, either within or without the state of incorporation, as the Executive Board may from time to time determine.

## **ARTICLE V Membership**

SECTION 1. An association's performance is driven by the quality of its membership. The Keystone Emergency Management Association strives to serve the needs of all its members in the interest of improving the field of emergency management in Pennsylvania. Membership in this Association is available to any person whose responsibilities relate to emergency management with any government agency, public or private non- or not-for profit organization, or private for profit organization. Categories of membership are:

1. **Regular** - Regular membership is accorded to an individual in good standing who meets eligibility criteria. Regular members may hold office, are entitled to one vote, and are subject to dues of \$30.00 per membership year.
2. **Honorary** - Honorary membership shall be accorded to those individuals so recognized by a majority vote of the Executive Board in recognition of outstanding contributions to the Association. Honorary members may hold office and are entitled to one vote; they are not subject to the requirement of annual dues.
3. **Student** - Student membership is available to any full-time student enrolled in an accredited emergency management degree program. Student members may not hold office, are entitled to one vote, and are subject to dues of \$15.00 per membership year.
4. **Organizational** - Organizational membership is open to any organization of the Commonwealth (public, quasi-public, private) at the cost of \$120 per membership year; and shall permit the organizational member to name up to 5 individuals who shall have the rights of a regular member for the period of the organization's membership. If an organization wishes to add members in

addition to the 5 individuals in the \$120 per year, the cost will be \$24 per additional individual. The organization may, in writing, replace individuals during the membership year period. Section 2. All applications for membership shall be submitted in writing to the Treasurer or online at [www.kema-pa.org](http://www.kema-pa.org).

## **ARTICLE VI**

### **Dues**

SECTION 1. All dues shall become payable sixty (60) days from the date of the invoice.

SECTION 2. All dues are paid to the Treasurer.

## **ARTICLE VII**

### **Meetings**

SECTION 1. The revised latest edition of Robert's Rules of Order shall apply to all matters of procedure not specifically covered by the by-laws.

SECTION 2. The Association shall meet annually.

1. The time of the Annual Meeting shall be called by the President or by a two-third majority vote of the Executive Board.
2. Special meetings of the Association may be called by the President or by a written petition of fifteen (15) members. Petitions shall be directed to the Secretary who shall notify members of the time, place and date of the special meeting.
3. All members shall receive thirty (30) days' notice of annual and special meetings.
4. Fifteen (15) members of the Association must be in attendance to constitute a quorum.

SECTION 3. The order of Business for all Annual Meetings shall include:

1. Call to Order
2. Roll call of members present
3. Reading of minutes of previous meeting
4. Reports of Officers and Committees
5. Stakeholder Reports
6. Unfinished Business
7. New Business
8. Elections

9. Installation of Officers and Directors
10. Good of the Association
11. Adjournment

SECTION 4. The Executive Board shall meet at least quarterly and/or at the call of the President and shall act on behalf of the Association when it is not possible or practical to call a meeting of the Association.

SECTION 5. A quorum of the meetings of the Executive Board shall total 50% of the Executive Board members as noted in Article VIII, Section 1. Any position that is vacant will not be counted for establishment of the quorum..

SECTION 6. The order of Business for all Executive Board Meetings shall include:

1. Call to Order
2. Roll call of members present
3. Reading of minutes of previous meeting
4. Reports of Officers and Committees
5. Unfinished Business
6. New Business
7. Good of the Association
8. Adjournment

SECTION 7. Area meetings are encouraged and may be held in conjunction with PEMA Area training events by the Area President and/or Area Director.

SECTION 8. The Association may conduct meetings in-person or remotely.

## **ARTICLE VIII**

### **Executive Board**

SECTION 1. The affairs of the Association shall be managed by the Executive Board consisting of the President, the Vice President, three (3) Area Presidents, the Secretary, the Treasurer, the immediate Past President and three (3) Area Directors who shall be nominated and elected by the membership.

SECTION 2. The Executive Board shall fill, by appointment, all vacancies of office or directorship except as provided by Article X, Section 2.

SECTION 3. Any member of the Association, who shall become an elected officer of the International Association of Emergency Managers (IAEM) or shall be appointed as a State Representative of Pennsylvania to IAEM, shall be considered an ex-officio member of the Executive Board.

SECTION 4: One PEMA staff member shall serve as an ex-officio member on the Executive Board as liaison between the agency and the Association but may not hold an



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elected office of the Association. The PEMA staff member shall be appointed by the PEMA Director.

- SECTION 5. The Executive Board shall determine the number of signatories required for any financial accounts of the Association and may permit any officer listed in Article VIII, Section 1 and Committee Chairpersons to be signatories to the financial accounts of the Association in addition to those mentioned in Article X, Section 1 and 5.
- SECTION 6. The Executive Board shall authorize an audit of the Books of the Treasurer before the close of the Annual Meeting. The Executive Board shall authorize an audit of the Books of the Treasurer before they are surrendered to a newly elected Treasurer.
- SECTION 7. The Executive Board shall meet at least ninety (90) days prior to the Annual Meeting to review the activities of the past year and to establish the program priorities for the coming year.
- SECTION 8. The Executive Board shall have the power to adopt and modify the budget as necessary to meet the needs of the Association.
- SECTION 9. The Executive Board may remove any officer of the Association from office, for cause, by a two-thirds majority vote of the Board.
- SECTION 10. The Executive Board shall have full authority and general supervision of all the affairs of the Association except where limited in Article XVIII (Amendment of Bylaws).
- SECTION 11. Should this organization be dissolved, the Executive Board shall see that any remaining funds be given to the International Association of Emergency Managers (IAEM).

### **ARTICLE IX Officers**

- SECTION 1. The officers of the Association shall consist of a President, Vice President, Eastern Area President, Central Area President, Western Area President, a Secretary, a Treasurer, and the immediate Past President.
- SECTION 2. The Western, Central, and Eastern Areas, as identified by KEMA, are coterminous with the territories delineated as the Western, Central, and Eastern areas by PEMA. If at any time PEMA changes the Area borders, all officers currently elected will retain their office until the end of their term.

**ARTICLE X**  
**Duties of Officers**

- SECTION 1. The President shall preside over all regular and special meetings of the Association and the Executive Board. The President shall call meetings of the Association, the Executive Board, and Committees as required or as provided by these by-laws. The President shall be authorized to sign, and issue checks to pay the expenses of the Association. The President shall perform such other duties and discharge other such responsibilities as are consistent with the Office or required by the Association. The President shall appoint committees in accordance with the bylaws. The President shall be an ex-officio member of all committees.
- SECTION 2. The Vice President shall perform the duties of the President in his or her absence. The Vice President shall perform such other duties as the President may assign or are required by the Association. The Vice President shall succeed the President for an un-expired term if the office of the President should become vacant. If the Vice-President is unable, or unwilling, to succeed the vacant Presidency, then the Executive Board will appoint the new President.
- SECTION 3. The Secretary shall prepare the agenda for all meetings of the Association and keep the minutes of the meetings of the Association and the Executive Board.
- SECTION 4. The Treasurer shall be custodian of all funds of the Association. He or she shall keep an accurate and detailed report of all monies received and expended by the Association. The Treasurer shall be authorized to sign, and issue checks to pay the expenses of the Association. The Treasurer shall surrender records of the Association to the Executive Board for audit at the conclusion of his or her term of office and annually, in accordance with Article VIII, Section 5. The Treasurer shall surrender the monies of the Association to a newly elected Treasurer at the conclusion of his or her term of Office and shall furnish, at the expense of the Association, such bonds as the Executive Board shall require.
- SECTION 5. The immediate Past President shall act as an advisor to the president. He or she shall perform other duties and responsibilities as required by the Association. If this position becomes vacated, it will remain vacated until a new President is elected.
- SECTION 6. The Area Presidents shall call meetings in accordance with Article VII, Section 7 and act as the liaison between the Association membership and stakeholder organizations within their respective area, and the Executive Board. The Area Presidents will serve as the Legislative Liaison for their respective region.
- SECTION 7. The membership shall elect three (3) Directors to serve as members of the Executive Board to provide a broader scope of input into the Association. The Directors will serve as the Awards Committee.
- SECTION 8. No person may hold two (2) or more offices in this Association at the same time.

**ARTICLE XI**  
**Elections**

SECTION 1. All Officers and Directors shall be elected for a minimum two (2) year term at the Annual Meeting. Vacancies between election years (except for President) will be filled by appointment until the next Annual Meeting whereby an election can be held for that office. Installation of new officers shall take place at the conclusion of the Annual Meeting.

1. The President, Secretary, and Area Directors shall be elected on odd numbered years.
2. The Vice-President, Treasurer, and Area Presidents shall be elected on even numbered years.

SECTION 2. Individuals can only vote for the Area President or Area Director in which the member resides during each election.

SECTION 3. All Officers and Directors shall hold office until a successor has been elected and installed.

SECTION 4. Election shall be determined by a simple majority of the voting members present.

SECTION 5. No Proxies, Absentee Ballots, or Alternates shall be accepted.

SECTION 6. The Association may conduct elections via in-person, phone conference, video conference, or any combination thereof and use online voting systems as approved by the Executive Board.

SECTION 7. The KEMA Officer Oath of Office will be administered by the current President of the Association, except when the President is elected. If the immediate Past President is unavailable, using the line of succession, any member of the Executive Board who has already taken the Oath may administer the Oath.

Have the officers raise their right hand and ask the following:

“Newly elected officer(s) of the Keystone Emergency Management Association, do you pledge or affirm to accept the responsibilities and faithfully discharge duties of your office, as outlined in the Bylaws of the Association, to the best of your ability? And do you pledge or affirm to diligently endeavor to uphold the Bylaws of the Association and the Constitutions of the Commonwealth of Pennsylvania and the United States of America?”

If so, please answer “I Do.”

**ARTICLE XII**  
**Conflict of Interest**

SECTION 1, **General Policy.** It is the policy of the Association and the Executive Board that the Association’s officers and members carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Association’s officers and members shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Association. This policy shall be further subject to the following principles:

CLAUSE 1. Officers and Directors of the Association shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Association in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Association.

CLAUSE 2. Officers and Directors of the Association shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Association, any gifts, entertainment, or other favors relating to their positions with the Association that exceed common courtesies consistent with ethical and accepted business practices.

CLAUSE 3. If an Officer or Director relative (the term “relative” includes spouses, ancestors, and descendants), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Association, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

CLAUSE 4. Officers and Directors of the Association shall not conduct business on behalf of the Association with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Executive Board of the Association.

SECTION 2. **Effect of Conflict Provisions.** The failure of the Association, its Executive Board, or any or all of its Officers, Directors, or members to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Association that otherwise is valid and enforceable under applicable law.

**ARTICLE XIII**  
**Committees**

- SECTION 1. As deemed necessary the President and Executive Board may create, develop, name, and operate appropriate committees to conduct the business and affairs of the Association.
- SECTION 2. The President of the Association shall be an ex-officio member of all committees of the Association.
- SECTION 3. The President, with the consent of the Executive Board, may grant the necessary powers and authorities to the Chairman of the Committee in order to conduct the affairs of said Committee. The Executive Board may limit, modify, or remove any powers and authorities granted to the members of any Committee.
- SECTION 4. All actions and activities of a Committee created by the President shall remain under the review of the Executive Board. Reports must be generated and submitted to the President and Executive Board upon request. The Chairman of the Committee, or designee, shall report the activities of the Committee at the Annual Meeting of the Association.

**ARTICLE XIV**  
**Standing Committees**

- SECTION 1. There shall be appointed not less than three (3) members to each of the following standing committees:
1. Legislative Liaison
  2. Media
  3. KEMA Annual Meeting/Conference
  4. Membership
- SECTION 2. The duties of standing committees will be established by the Executive Board.

**ARTICLE XV**  
**Nomination Committee**

- SECTION 1. The President shall appoint a Nominating Committee at least 30 days prior to the Annual Meeting. This committee shall consist of one member of the Association representing each Area. The Nominating Committee shall:

- Select its own Chairperson
- Submit a slate of candidates for each office and directorship to the President prior to the Annual Meeting.
- Obtain permission of the candidate before submitting his or her name in nomination

SECTION 2. Additional nominations may be made from the floor by the membership at the Annual Meeting.

SECTION 3. The Association may accept nominations in writing as approved by the Nomination Committee. Electronic submission methods may be used.

## **ARTICLE XVI**

### **Fiscal Year**

The fiscal year of the Association will begin January 1<sup>st</sup> of each year and end December 31<sup>st</sup> of each year.

## **ARTICLE XVII**

### **Amendment of Bylaws**

SECTION 1. These Bylaws may be amended, revised, or repealed at any regular or special meeting of the Executive Board by a vote of the majority of the members of the Executive Board, provided that such amendment, repeal, or change shall be submitted for approval and ratified by the voting membership of the Association at the next Annual or Special Meeting by a two-thirds vote.

SECTION 2. A copy of the proposed change in by-laws shall be part of the thirty (30) day notice of that meeting as provided in Article VII Section 1 (3).

SECTION 3: These Bylaws, as approved by the Executive Board on September 26, 2019 and ratified by the membership of the Association at the Annual Meeting on October 28, 2020, shall go into effect on January 1, 2020.

## The Bylaws of KEMA

By authority of the Executive Board and ratified by the membership of the Association, these Bylaws are hereby approved this 28<sup>h</sup> day of October 2019 and supersede any and all other previous versions. These Bylaws will go into effect on January 1, 2020.

## **Amendments to the Bylaws**



**Ratified at the 2020 Annual Meeting**

Approved by the Executive Board of the Association on October 1, 2020

Ratified by the membership of the Association on November 12, 2020

Change #	Amendment
1	<p><b>Article V, Section 1</b></p> <p>Current wording:</p> <p>5. Organizational – Organizational membership is open to any political subdivision of the Commonwealth and shall permit the organizational member to name up to 5 individuals who shall have the rights of a regular member for the period of the organization’s membership. The organization may in writing replace individuals during the membership year period. The cost of Organizational membership is \$120 per membership year.</p> <p>Proposed change:</p> <p>5. Organizational – Organizational membership is open to any organization of the Commonwealth (public, quasi-public, private) at the cost of \$120 per membership year; and shall permit the organizational member to name up to 5 individuals who shall have the rights of a regular member for the period of the organization’s membership. If an organization wishes to add members in addition to the 5 individuals in the \$120 per year, the cost will be \$24 per additional individual. The organization may, in writing, replace individuals during the membership year period.</p>
2	<p><b>Article V, Section 1</b></p> <p>Current Wording:</p> <p>4. Affiliate – Affiliate membership is open to any industry, business firm or organization that provides products, services, or other resources which support the Association and its members. Affiliate membership is accorded to a business or industry in good standing that meets eligibility criteria. Affiliate members are not eligible to vote or hold office. The cost for Affiliate Membership is \$120.00 per membership year.</p> <p>Proposed change:</p> <p>Remove due to change #1 “5. Organizational Membership” above and renumber Section 1, 5 to Section 1, 4.</p>

<p>3</p>	<p><b>Article VII, Section 5</b></p> <p>Current wording:</p> <p style="padding-left: 40px;">A quorum of the meetings of the Executive Board shall total 50% of the Executive Board members. Any position that is vacant will not be counted for establishment of the quorum.</p> <p>Proposed change:</p> <p style="padding-left: 40px;">A quorum of the meetings of the Executive Board shall total 50% of the Executive Board members as noted in Article VIII, Section 1. Any position that is vacant will not be counted for establishment of the quorum.</p>
<p>4</p>	<p><b>Article VII</b></p> <p>New Section:</p> <p style="padding-left: 40px;">SECTION 8: The Association may conduct meetings in-person or remotely.</p>
<p>5</p>	<p><b>Article VIII</b></p> <p>New Section to be added after the Section 5 and move all other Sections up a number:</p> <p style="padding-left: 40px;">The Executive Board shall determine the number of signatories required for any financial accounts of the Association and may permit any officer listed in Article VIII, Section 1 and Committee Chairpersons to be signatories to the financial accounts of the Association in addition to those mentioned in Article X, Section 1 and 5.</p>
<p>6</p>	<p><b>Article IX</b></p> <p>Current wording:</p> <p style="padding-left: 40px;">The officers of the Association shall consist of a President, Vice President, Eastern Area President, Central Area President, Western Area President, a Secretary, a Treasurer, and the immediate Past President.</p> <p>Proposed change:</p> <p style="padding-left: 40px;">Make the above paragraph “Section 1” and add the below as “Section 2”</p> <p style="padding-left: 40px;">The Western, Central, and Eastern Areas, as identified by KEMA, are coterminous with the territories delineated as the Western, Central, and Eastern areas by PEMA.</p> <p style="padding-left: 40px;">If at any time PEMA changes the Area borders, all officers currently elected will retain their office until the end of their term.</p>

7	<p><b>Article X</b></p> <p>Section 2 is missing, renumbering Section 3 to Section 2 and similar for the remainder of the Sections in Article X.</p>
8	<p><b>Article XI</b></p> <p>New Section to be added:</p> <ol style="list-style-type: none"> <li>1. SECTION 5: The Association may conduct elections via in-person, phone conference, video conference, or any combination thereof and use online voting systems as approved by the Executive Board.</li> </ol>
9	<p><b>Article XIII, Section 1</b></p> <p>Current wording:</p> <p>There shall be appointed a Nominating Committee, consisting of one member representing each Area. The Nominating Committee shall:</p> <ol style="list-style-type: none"> <li>1. Select its own Chairperson</li> <li>2. Submit a slate of candidates for each office and directorship to the President prior to the Annual Meeting.</li> <li>3. Obtain permission of the candidate before submitting his or her name in nomination.</li> </ol> <p>Proposed change:</p> <p>The President shall appoint a Nominating Committee at least 30 days prior to the Annual Meeting. This committee shall consist of one member of the Association representing each Area. The Nominating Committee shall:</p> <ol style="list-style-type: none"> <li>1. Select its own Chairperson</li> <li>2. Submit a slate of candidates for each office and directorship to the President prior to the Annual Meeting.</li> <li>3. Obtain permission of the candidate before submitting his or her name in nomination</li> </ol>
10	<p><b>Article XIII</b></p> <p>New Section to be added:</p> <p>SECTION 3: The Association may accept nominations in writing as approved by the Nomination Committee. Electronic submission methods may be used.</p>
11	<p>Renumber Article XIV to XIII</p> <p>Renumber Article XV to XIV</p> <p>Renumber Article XIII to XV</p>

	<p>Changes the current order:</p> <ul style="list-style-type: none"><li>• Nominating Committee</li><li>• Committees</li><li>• Standing Committees</li></ul> <p>To:</p> <ul style="list-style-type: none"><li>• Committees</li><li>• Standing Committees</li><li>• Nominating Committee</li></ul>
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**Ratified at the 2022 Annual Meeting**

Approved by the Executive Board of the Association on March 16, 2022

Ratified by the membership of the Association on October 24, 2022

Change #	Amendment
1	<p><b>Article XI, NEW Section 2</b>                      Proposed change:                      Individuals can only vote for the Area President or Area Director in which the member resides during each election.</p>
2	<p><b>Article XI, NEW Section 7</b>                      The KEMA Officer Oath of Office will be administered by the current President of the Association, except when the President is elected. If the immediate Past President is unavailable, using the line of succession, any member of the Executive Board who has already taken the Oath may administer the Oath.</p> <p>Have the officers raise their right hand and ask the following:</p> <p>“Newly elected officer of the Keystone Emergency Management Association, do you pledge or affirm to accept the responsibilities and faithfully discharge duties of your office, as outlined in the Bylaws of the Association, to the best of your ability? And do you pledge or affirm to diligently endeavor to uphold the Bylaws of the Association and the Constitutions of the Commonwealth of Pennsylvania and the United States of America?”</p> <p>If so, please answer “I Do.”</p>
3	<p><b>Article XI</b>                      Renumbering:                      Current Section 2 to Section 3                      Current Section 3 to Section 5                      Current Section 5 to Section 6</p>
4	<p><b>These amendments will go into effect January 1, 2023</b></p>