

Mississippi Civil Defense / Emergency Management Association

Established 1962

Constitution and By-Laws



MCDEMA

May 2016

**Constitution and By-Laws
For The Mississippi
Civil Defense/Emergency Management
Association**

ARTICLE I

Name of the Organization

Section 1.

The name of the Association shall be
"The Mississippi Civil Defense/Emergency Management Association."

Abbreviated as: **MCDEMA**

ARTICLE II

Purpose

Section 1.

The purpose of the Association is to advance and improve the profession of emergency management through education, increased public awareness, and professional development in the state of Mississippi; to promote the interchange of programs, ideas and best practices in the profession in the state; and to create and promote a feeling of fellowship and understanding among and between county governments, municipal governments, state government and the emergency managers/civil defense directors and staff in each of the aforementioned governments and the citizens they represent. The Association shall be non-political.

ARTICLE III

Membership

SECTION 1. There shall be the following classes of membership:

(1) Active, (2) Associate, (3) Corporate, (4) Non-Profit/Volunteer Group, (5) Honorary, and (6) Lifetime.

SECTION 2. Active members shall be those persons who have been legally appointed by the respective local governments as the Civil Defense or Emergency Management Director, Coordinator or other title given to the head of the Civil Defense, Emergency Management or other agency charged with Emergency Management for that jurisdiction and members of his or her paid or volunteer professional staff. Active membership with full voting privileges is also available to the Director of the Mississippi Emergency Management Agency – and, his or her staff members, the Mississippi Public Safety Commissioner, and the Director of Homeland Security for the State of Mississippi. Dues for Active membership shall be paid in full at least one month prior to the Annual Business Meeting to ensure full voting privileges.

SECTION 3. Associate membership shall be made available to County Supervisors, Chancery Clerks, County Administrators, Board Attorneys, County Engineers, Circuit Clerks, Tax Assessors and Tax Collectors, Purchase Clerks, Inventory Clerks, Receiving Clerks, Comptrollers, Sheriffs, Deputy Sheriffs, Constables, Coroners, County Fire Coordinators, County Fire Chiefs, 911 Coordinators, 911 Directors, 911 Dispatchers, Mayors, Aldermen, Councilmen, City Managers,

Chief Administrative Officers, Municipal Clerks, Deputy Municipal Clerks, Municipal Police Chiefs and their deputy chiefs, Municipal Fire Chiefs and their deputy chiefs, Public Safety Officers, and Communication personnel. Associate membership shall also be available to those persons and educational organizations having an on-going interest in the Emergency Management program. Associate memberships shall entitle recipients to attend meetings of the Mississippi Civil Defense/Emergency Management Association, but no voting rights or service in an elected position of the Association. Associate members may participate in the education programs of the Association, serve on committees of the Association, receive newsletters, and submit articles for consideration by the editor for publication. Dues for Associate membership shall be paid at least one month prior to the Annual Business Meeting to receive the benefits of associate membership.

SECTION 4. Corporate membership shall be bestowed on any Business or Corporation, whether a resident of the State of Mississippi or not, provided such persons support the cause of Emergency Management in Mississippi, or in the nation. Corporate membership is a non-voting membership. Corporate members may not hold elected positions in the Association. Corporate membership dues shall be paid at least one month prior to the Annual Business Meeting to receive the benefits of corporate membership.

SECTION 5. Non-Profit/Volunteer/Emergency Response Group membership shall be bestowed on any Non-profit/Volunteer/Emergency Response group that supports the cause of Emergency Management in Mississippi. This group membership is a non-voting membership and those considered in this membership category are not eligible to hold elected office in the Association.

SECTION 6. Honorary membership shall be bestowed on any person, whether a resident of the State of Mississippi or not, provided such person has rendered outstanding service to the cause of Emergency Management in Mississippi, or in the nation, and has been proposed as a honorary member by at least three active members of the Association and receives a majority vote of the active membership present at an Annual Business Meeting. This is a non-voting membership and those in this classification are not eligible to hold elected office in the Association.

SECTION 7. Lifetime membership may be bestowed upon any member of the Association who has supported the organization. Any membership afforded this honor must be recommended by the Awards Committee and receive a majority vote by the Board of Directors at the meeting prior to the Annual Business Meeting. Lifetime membership enjoys all the privileges of membership in the association except for the privilege of holding elected office.

SECTION 8. Anyone wishing to become a MCDEMA member, at any class of membership, must be at least 21 years of age.

ARTICLE IV

Board of Directors

SECTION 1. The general management and control of the corporation shall be under the direction of the President acting under policies, guidelines, and budgets set by the Board of Directors. The policies issued by the Board of Directors shall provide for conducting the affairs of the corporation in such manner as to accomplish the objectives and purposes for which the corporation was organized.

SECTION 2. The Board of Directors shall consist of nine (9) active members of the Association, i.e., one member from each of the numbered Mississippi Emergency Management Agency/Mississippi State Health Department Districts in order to have equal representation from throughout the State. Each member of the Board of Directors elected from the Mississippi Emergency Management Agency/Mississippi State Department of Health Districts shall be persons who have been members of the Association for a period of three (3) years or longer and is enrolled in the Mississippi Certified Emergency Manager continuing education program or has earned the designation as a Certified Emergency Manager by the Association, unless no one from the district meets this requirement. Regardless, the Board of Directors shall be limited to active members who are local Emergency Management Directors or their paid or volunteer Staff.

SECTION 3. The Board of Directors shall meet within a reasonable length of time after installation and select a Chairman and Vice-Chairman from the members of the Board other than the elected officers as defined in Article V, Section 2. The Chairman shall be responsible for convening the Board of Directors upon request of the Association President, or seven (7) members of the Board of Directors,

excluding ex-officio members, to consider Association business and reach decisions on matters affecting the Association in accordance with provisions of the by-laws. The Chairman shall preside over all meetings of the Board of Directors and in the Chairman's absence the Vice-Chairman shall preside.

SECTION 4. The term of the members of the Board of Directors shall be for two (2) years or until their successors are elected and installed. Each member will be elected by a majority of the active membership of his/her district present at the Annual Business Meeting. These terms will run from the closing of the Annual Business Meeting through the closing of the Annual Business Meeting two years from election. To equally distribute the initial seating of the Association's Directors, Districts comprised of counties adjacent to the eastern boundary of the state, including the Gulf Coast District, will elect directors in the Annual Business Meeting in 2010. All others will be elected for one-year terms. Districts comprised of counties adjacent to the western boundary of the state will elect Directors for two-year terms in the Annual Business Meeting in 2011. In the calendar year 2012, the eastern districts will stand for election, and in subsequent calendar years that end in even numbers. The western districts directors will be elected in the calendar year 2013, and in subsequent years that end in an odd number. Active members may serve consecutive, two-year terms of service for a total of four consecutive years.

SECTION 5. In the event of a vacancy on the Board of Directors between Annual Business Meetings, such vacancy shall be filled by the MCDEMA Chairman of the Board of Directors by appointment and the newly appointed member of the Board shall hold office until the next Annual Business Meeting. They may seek election and re-election without impairment.

ARTICLE V

Association Officers

SECTION 1. All officers of the corporation shall serve for a period of one (1) year or until their successors are elected and installed, with a maximum of two (2) consecutive years in any one office with the exception of the Secretary-Treasurer, who may serve indefinitely, upon annual re-election.

SECTION 2. The officers of the association shall consist of the President, Vice-President and the Secretary-Treasurer. Each of these officers must be an active member of the Association for a period of at least three (3) years and must be either the local Emergency Management Director or a member of his or her paid or volunteer staff and is enrolled in the Mississippi Certified Emergency Manager continuing education program or has earned the designation as a Certified Emergency Manager by the Association, unless no one desiring that position meets this requirement. Regardless, Officers shall be limited to active members who are local Emergency Management Directors or their paid or volunteer Staff.

SECTION 3. The term of office held by the officers of the Association, shall run from the closing of the Annual Business Meeting through the closing of the Annual Business Meeting the following year.

SECTION 4. The President shall be executive head of the corporation and show powers and perform duties that are ordinarily possessed and performed by presidents of corporations. The President shall chair all Membership and Annual Business Meetings. He or she shall have the power to appoint or employ a Parliamentarian to assist in conducting such meetings and conferences. He or she shall be responsible for the execution of policies and programs established

and approved by the Board of Directors and shall possess such additional powers and perform such additional duties as may be conferred by the Board of Directors.

SECTION

5. The Vice-President shall perform all the duties of the President in the event of his or her absence or unavailability to perform such duties of office. The Vice-President shall also perform such powers and duties as may be conferred by the President or Board of Directors. The Vice-President will assume the Presidency if that position becomes vacant.

SECTION

6. The Secretary-Treasurer shall possess such powers and perform duties as are usually possessed and performed by the Secretary-Treasurer of corporations. He or she shall keep minutes of all meetings of the Membership and the Board of Directors. The Secretary-Treasurer shall issue all notices of Board of Directors, general membership, and special meetings. This officer shall have custody and control of all corporate books, records, papers and the corporate seal. The Secretary-Treasurer shall possess such powers and perform such duties as may be conferred by Association Officers and Board of Directors. The Secretary-Treasurer shall have custody of all funds and securities of the corporation and shall have the power to disburse funds in accordance with procedures, policies, and orders established by the Board of Directors. All monies collected for any reason in the name of the Association shall be turned over to the Secretary-Treasurer for deposit into the Association account. All obligations incurred by the Association will be paid by the Secretary-Treasurer in accordance with policies issued by Board of Directors.

ARTICLE VI

Board of Directors Meetings

SECTION 1. The Board of Directors shall hold quarterly meetings, the last of which is prior to the Association's Annual Business Meeting to receive reports from the officers of the Association and from committees.

SECTION 2. Special meetings of the Board of Directors may be called more frequently than the regularly scheduled quarterly meetings at the request of the Chairman of the Board of Directors, the Association President or by a written request from a majority of the Board of Directors.

SECTION 3. Five days advance notice of the time and place of special meetings shall be given each member of the Board of Directors. The individual(s) calling the meeting will notify the Association Secretary-Treasurer in sufficient time to allow this officer to further notify members of the Board of Directors at least five (5) days before the meeting is scheduled. This notification can be made verbally, by telephone, electronically, or mailing such notice to the last known address of each member of the board.

SECTION 4. Any business, which may be transacted at a regular meeting of the Board of Directors, may be transacted at any special meeting.

SECTION 5. At any of the Board of Directors meetings, a quorum of seven (7) members is needed for the transaction of business, but less than a quorum may recess the meeting. Subsequent meetings may be held at a later time or date designated prior to adjournment, with proper notice as spelled out in Section 3. The actions of a quorum of the Board of Directors present and voting at a meeting shall be sufficient to bind the entire Association's Board.

ARTICLE VII

General Membership Meetings

SECTION 1. There shall be an Annual Business Meeting of the membership of the Association each fiscal year at a conference where all members have been advised of the meeting, at least 30 days in advance. A conference committee appointed by the President of the Association will develop the location and agenda for this meeting. The site and agenda selection will be submitted to the President for his or her approval and final approval of the Board of Directors.

SECTION 2. Special meetings of the membership may be called by the President upon concurrence of the Board of Directors or upon written request of at least ten (10%) percent of the active members of the Association submitted to either the Association President or Chairman of the Board of Directors.

SECTION 3. The Secretary of the Association shall give notice in writing of time and location of Annual Business Meeting and Special Membership Meetings in sufficient time to reach each member at least five (5) days before the meeting is convened.

SECTION 4. There must be at least twenty-five (25%) percent of the active members present at an Annual Business or Special Meeting to constitute a quorum for

transacting Association business, but less than a quorum may recess any meeting. Subsequent meetings may be held at a later time or date designated prior to recess, with proper notice. The action of the majority of the active members present and voting shall be sufficient to bind the membership and the corporation.

SECTION 5. Business transacted at any special meeting is to be only that issue for which the meeting is called.

SECTION 6. The President, or in his/her absence, the Vice-President shall preside at all membership meetings, and the Secretary-Treasurer shall serve as secretary thereof. In the absence of the Secretary-Treasurer, the presiding officer will appoint an Acting Secretary to record the proceedings and furnish the elected Secretary-Treasurer with a written record of the proceedings within fourteen (14) days after adjournment. The Secretary-Treasurer will provide the general membership with a copy of the proceedings of all general meetings prior to adjournment of the next membership meeting.

SECTION 7. All general meetings will be conducted under The Standard Code of Parliamentary Procedure 4th edition, by Alice F. Sturgis, revised by the American Institute of Parliamentarians.

ARTICLE VIII

Voting/Election

SECTION 1. All active members of the Association as defined in Article III, that have paid their current year Association dues and are present at a membership meeting may vote on any issue.

SECTION 2. Associate, Honorary, Corporate and Non-Profit/Volunteer Group members of the Association do not have voting privileges.

SECTION 3. The Association Officers and members of the Board of Directors will be elected at the Annual General Membership Meeting at the Association's Annual Business Meeting.

SECTION 4. The nominating committee must submit to the active membership a complete recommended slate of officers and board of directors during the Mid-Winter Education Conference. All individuals selected for placement on this slate must have paid their current year's dues and met criteria outlined in other articles of these by-laws, and be willing to serve in the positions proposed by the nominating committee. Active members can only be nominated to seek one office during each business year of the Association. Nominations will be conducted in the following order: District Director, Secretary-Treasurer, Vice President, and President.

SECTION 5. The floor of the Annual Business Meeting shall be opened for additional nominations for any position to be filled with the same restrictions and by the same order as mentioned in Section 4. All nominees shall be placed on a ballot and elected by secret ballot at the Annual Business Meeting. All election activities will be conducted by an Elections Committee, comprised of an Active Association Member representing each of the nine districts, appointed by the

President at the opening of the Annual Business Meeting, except during any election for which the President stands for re-election. In that case, the Vice President shall conduct the Presidential elections with the assistance of the Elections Committee.

SECTION

6. Voting to suspend the provisions of the Association By-Laws is not authorized.

SECTION

7. Candidates standing for election must be present or follow the guidelines as applied to proxy voting.

“Proxy ballots may only be cast by active members who have a sworn affidavit from the County Administrator, President of the County Board of Supervisors, Mayor, Agency Director or Commanding Officer, as the situation may warrant, stating the following:

_____, is unable to attend said business meeting on _____ at which time an election is taking place, due to performance of work for the County/City of _____, which requires his/her presence due to the nature of the emergency and/or work involving the entity for who he/she serves.”

_____ County Administrator

President of the _____ Board of Supervisors

Mayor of _____

Agency Director/Commanding Officer

SECTION

8. Paid active members unable to attend the Annual Business Meeting may vote by certified absentee ballot. A MCDEMA active member shall send a request for absentee ballot to the Association Secretary-Treasurer. The "signed and certified" ballot must be returned to the Association Secretary-Treasurer in a sealed envelope clearly marked "Official Ballot" on the front at least ten (10) working days prior to the Annual Business Meeting. Ballots will be opened by the Elections Committee appointed by the Association President at the beginning of each Annual Business Meeting to count votes.

ARTICLE IX

BY-LAWS AMENDMENTS

SECTION

1. These by-laws may be repealed or amended and additional by-laws enacted by a majority of the voting members present at any Annual Business Meeting, provided thirty (30) days advanced written notice is given each active member of the proposed changes. MCDEMA shall conduct two (2) general membership meetings each business year.

SECTION

2. No changes shall be made in these by-laws during any special meeting.

ARTICLE X

ASSOCIATION FISCAL YEAR

SECTION 1. The fiscal year for the Association shall be from May 1st of each calendar year through April 30th of the succeeding calendar year.

ARTICLE XI

DUES AND FEES

SECTION 1. The dues for Active and Associate membership in the Association are established annually by the Board of Directors of the Association at the first meeting of the Board after its election.

SECTION 2. There shall be no annual dues for Honorary or Lifetime members of the Association.

SECTION 3. Prior to the beginning of each Association Annual Business Meeting, the Secretary-Treasurer will notify each political subdivision in the state that membership dues are payable at the beginning of the new fiscal year. Membership dues may also be paid with the conference registration fee for the Annual Business Meeting. The Secretary-Treasurer will provide receipts for all membership dues submitted.

SECTION 4. Any member will be dropped from the membership role if current dues are not paid on or before June 1st of each year (30 days after beginning of fiscal year).

ARTICLE XII

CORPORATE SEAL

SECTION 1. The Corporation shall have a seal which shall consist of a circle and in the center thereof be inscribed "MCDEMA".

ARTICLE XIII

COMMITTEES

SECTION 1. There shall be two (2) types of committees in the Association. The President of the Association is responsible for appointment of members to these committees.

SECTION 2. Standing Committees: There are continuing committees established to advise the Officers and Board of Directors on the administrative and organizational affairs of the Association. Standing committees are: Awards, By-Laws, Annual Business Meeting, Intergovernmental Relations, Nominations, Continuing Education and Professional Development, and Membership.

SECTION 3. Ad Hoc Committees: These committees may be formed for special purposes or assignments. They will cease to function when their respective task has been completed. These are committees that are concerned with various aspects of Emergency Management other than the administrative affairs of the Association.

SECTION

4. The membership of each committee shall in all cases include at least three active members of the Association. The membership may also include associate and honorary members as well as non-members when specific expertise in a given area is needed. To conduct committee business, there shall be at least a majority of the members present. A vote of the majority is binding on the committee. In the event of a lack of a quorum at any meeting, the meeting will be recessed until a quorum is present. If after due efforts a quorum cannot be attained, the President of the Association will be requested to appoint additional active members. The President, at time of appointment of committees, will designate individuals who will serve as Chairman and Vice-Chairman. A written record will be prepared of each committee meeting and will be submitted to the Association Secretary-Treasurer, within fifteen (15) business working days subsequent to adjournment.

SECTION

5. All Standing and Ad Hoc committees will hold meetings as required, but will hold at least one (1) meeting no less than thirty (30) days prior to the Annual Business Meeting. A written report of the actions of these committees will be provided to the Board of Directors within fifteen (15) business working days prior to the Annual Business Meeting.

ARTICLE XIV

ASSOCIATION AWARDS

- SECTION** **1.** There shall be six (6) types of awards:
- a. Awards of Commendation
 - b. Awards of Appreciation
 - c. Award of Honorary Membership
 - d. Award of Lifetime Membership
 - e. Award of Years of Service
 - f. Award of Emergency Manager of the Year
- SECTION** **2.** An Award of Commendation shall be awarded to members of MCDEMA who benefit Emergency Management and the Association, on a statewide, regional, or national basis.
- SECTION** **3.** An Award of Appreciation shall be awarded to non-members of MCDEMA who have through their actions forwarded the aims and purposes of MCDEMA on a state, regional, or national basis.
- SECTION** **4.** An Award of Honorary Membership in MCDEMA shall be awarded as addressed in Article III, Section 6 of the MCDEMA By-Laws.
- SECTION** **5.** An Award of Lifetime Membership in MCDEMA shall be awarded as addressed in Article III, Section 7 of the MCDEMA By-Laws.
- SECTION** **6.** An award for Years of Service shall be awarded to members of MCDEMA. This award shall be given to members for each five (5) years of service to MCDEMA.

SECTION

7. The Award of Emergency Manager of the Year is the highest honor that can be bestowed by the Mississippi Civil Defense Emergency Management Association. It shall be awarded to an Active Member who has been nominated by an Active or Associate Member of the Association. Qualifications for the award must be met before nominee is presented to the general membership for consideration for the award. The Awards Committee will determine if nominees have met the criteria for consideration and if there are no nominees deemed worthy of consideration for the award it will not be awarded during that period of consideration. If more than one nominee meets the criteria then the Awards Committee will review the top nominations and submit to the general membership for their consideration the three most qualified candidates. Majority vote of the general membership will determine Emergency Manager of the Year from those submitted by the Awards Committee.

SECTION

8. These awards shall be presented as decided upon by the Awards Committee. The Awards Committee will study and recommend to the President specific awards derived from nominations submitted to the Awards Committee for consideration. The Awards Committee will also make recommendations as to the material composition of each award.

ARTICLE XV

EFFECTIVE DATE

- SECTION** 1. This Constitution and By-Laws will become effective upon adoption by the majority of the present membership of the Association at the Annual Business Meeting on **May 25, 2016**. All previous By-Laws and amendments thereof are rescinded as of the date of adoption of these By-Laws.
- M.C.D.A.** **BY-Laws - As amended 6-1984.**
- M.C.D.E.M.A.** **BY-Laws - As amended 5-1993.**
- M.C.D.E.M.A.** **BY-Laws - As amended 5-1994.**
- M.C.D.E.M.A.** **BY-Laws - As amended 6-1998.**
- M.C.D.E.M.A.** **BY-Laws - As amended 12-1998.**
- M.C.D.E.M.A.** **BY-Laws – As amended 6-2004.**
- M.C.D.E.M.A.** **By-Laws – As amended 6-2007.**
- M.C.D.E.M.A.** **By-Laws – As amended 4-2009.**
- M.C.D.E.M.A.** **By-Laws – As amended 6-2012.**
- MCDEMA** **By-Laws – As amended 5-2016**