



BYLAWS

**Approved and Passed
August 5, 2009**

ARTICLE I DEFINITIONS

“Act” – means the Canada Corporations Act R.S.C. 1970 c. C-32, as amended by the Canadian Business Corporations Act R.S.C. 1985 c. C-44.

“Ad Hoc Work Group” – means a temporary committee appointed by the President of IAEM-Canada to further the mission of IAEM-Canada.

“Annual General Meeting” – means an Annual General Meeting of all members of IAEM-Canada, as provided for in Article VI, Section 1(A) of these Bylaws.

“Community” – means groups of individuals or organizations that come together for the purpose of Emergency Management.

“Emergency Management” – means the managerial function charged with creating the framework within which communities reduce vulnerability to hazards and cope with disasters.

“IAEM-Canada” – means “IAEM (International Association of Emergency Managers) Canada”, a not-for-profit corporation incorporated under the laws of Canada.

“IAEM-Global” – means “The International Association of Emergency Managers”, a non-profit organization incorporated under the laws of Ohio, with which IAEM-Canada is affiliated.

“Special Meeting” – means a meeting of the members of IAEM-Canada called in accordance with Article VI, Section 1(B) of these Bylaws.

“Voting Members” – means all Individual Members, Life Members, and Affiliate Members, as defined in Article IV, Section 2 of these Bylaws.

“Working Group” – means a Standing Committee appointed by the President of IAEM-Canada to further the mission of IAEM-Canada.

ARTICLE II VISION AND MISSION

Section 1 Vision

IAEM-Global shall be known as the premier international organization for excellence in Emergency Management globally. IAEM-Canada will represent this vision in all its activities.

Section 2 Mission

To serve the Emergency Management community by:

- A. Encouraging the development of resilience of communities to mitigate the impact of disaster.
- B. Acting as the clearinghouse for information on comprehensive Emergency Management issues.

- C. Providing a forum for creative and innovative problem-solving on Emergency Management issues.
- D. Maintaining and expanding standards for Emergency Management programs and professionals.
- E. Fostering informed decision-making on public policy in the Emergency Management arena at the local, provincial/territorial, aboriginal and national levels.

ARTICLE III CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of IAEM-Canada.

ARTICLE IV STRUCTURE

Section 1 IAEM –Canada

IAEM-Canada will represent all Canadian members of IAEM-Global.

Section 2 Regional Chapters

Individual provinces or territories, or groups of provinces or territories, may form Regional Chapters.

- A. The purpose of Regional Chapters is to reduce the span of information flow across the country and represent regional emergency preparedness considerations at the national level.
- B. Regional Chapters shall be formed by members of IAEM-Canada, under the authority of IAEM-Canada. Members wishing to organize themselves into Regional Chapters shall make application to IAEM-Canada.
- C. As a minimum, Regional Chapters must have at least seven (7) members and will fill the following positions:
 - Regional Chapter President
 - Regional Chapter Vice-President
 - Regional Chapter Secretary
- D. The officers of Regional Chapters will be selected informally by the members of that Chapter. Should a conflict arise in selecting the officers of a Regional Chapter, the Board of Directors of IAEM-Canada will appoint the officers of that Regional Chapter. All officers of a Regional Chapter hold their positions at the will of the Board of Directors.
- E. Regional Chapters operate with the approval of the Board of Directors.

- F. Regional Chapters which represent multiple provinces or territories may wish to form provincial or territorial divisions. This will be done on an informal basis, with the focus on reducing span of information flow and to ensure that provincial and territorial concerns are addressed.

Section 3 Student Chapters

Student Chapters may be formed by student members under the authority of IAEM-Canada in accordance with these Bylaws:

- A. The purpose of Student Chapters is to:
- Provide a unified voice to Emergency Management students at the local, national and international levels,
 - Gain attention to increase the awareness of the needs of Emergency Management students,
 - Promote better resources and tools to existing educational and training programs,
 - Create career opportunities for students in all areas of the world, increase worldwide networking with other student networks,
 - Develop a worldwide job database through networking with other student chapters and,
 - Widen the spectrum of community education and preparedness.
- B. Student Chapters shall be operated by the members of that Student Chapter on an informal basis to fulfill the purpose stated in Article IV, Section 3(A), and will operate with the approval of the Board of Directors.

ARTICLE V MEMBERSHIP

Section 1 General Eligibility

Any person supportive of IAEM-Global's mission, whose application for admission as a member is accepted by the Board of Directors of IAEM-Canada, is eligible for membership.

Section 2 Classification of Membership

- A. Individual Member
Individual membership is defined as an individual professionally engaged or interested in the promotion of Emergency Management and allied fields. Individual members are entitled to vote at all meetings of the members.
- B. Affiliate Member
Affiliate membership is available to any organization/party which provides products, services or other resources which support IAEM-Global or IAEM-Canada and its members. Affiliate members are entitled to vote at all meetings of the members.

C. Honorary Member

Honorary membership may be awarded annually by a majority vote of the Board of Directors to two persons for outstanding contributions towards the advancement of Emergency Management. Honorary members shall not be entitled to vote at any meetings of the members.

D. Life Member

Life membership shall be accorded each individual member who has been a member in good standing as defined in the Bylaws, Article V, Section 6, for 15 years;

- Providing that the Individual Member is no longer associated with an Emergency Management function in a capacity which would make them eligible for Individual membership; or
- Those who are Past Presidents, having served their term of office, shall by virtue of their accomplishments be known as Past President – Life Members.

Life members are entitled to vote at all meetings of the members.

E. Student Member

Student membership shall be accorded to any individual attending school full-time, who is supportive of IAEM-Canada's mission, and whose application for admission as a member has received the approval of the Board of Directors of IAEM-Canada. Student members shall not be entitled to vote at any meetings of the members.

F. Membership fees are paid through IAEM-Global. Dues are dispersed on an agreed upon arrangement with IAEM-Global and IAEM-Canada. Any changes in the due structure will be communicated to membership thirty (30) days prior.

Section 3 Withdrawal

Any member may withdraw from IAEM-Canada by delivering to IAEM-Canada a written resignation and lodging a copy of the same with the secretary of IAEM-Canada.

Section 4 Dues and Fees

Dues and fees shall be paid by all members, regardless of membership classification, as follows:

- A. The term of membership for which dues are paid is October 1 through September 30.
- B. Dues shall be established annually by IAEM-Global and once established shall be approved by the Board of Directors of IAEM-Canada. The Board of Directors may also assess an additional fee to cover the cost of IAEM-Canada's business.
- C. Dues and fees shall be paid by September 30 and thereafter will be considered delinquent. Members whose dues are delinquent for a period of thirty (30) days, who have not made arrangements to extend the payment deadline, shall forfeit membership.

- D. Past Presidents must pay their dues while still employed in Emergency Management. Thereafter, Past Presidents are accorded Life Membership.
- E. Dues are paid to IAEM-Global as per the declared Membership Dues; however, additional dues may be requested to support IAEM-Canada activities and will be paid directly to IAEM-Canada's account.

Section 5 Fiscal Year

The Fiscal year is June 1 to May 31, or such other period as may be established by the Board of Directors.

Section 6 Members in Good Standing

Members are considered to be "members in good standing" if all applicable dues, fees, and other amounts, as defined under Article V, Section 4, are paid in full.

Members in good standing are expected to abide by these Bylaws and the Code of Ethics of IAEM-Global, a copy of which is attached to these Bylaws as "Appendix A".

Section 7 Rights of Members

All members in good standing, as defined by Article IV, Section 6 of these Bylaws, have the right to:

- A. In the case of Individual Members, hold office according to the guidelines established in these Bylaws, and
- B. In the case of Voting Members, vote, according to the process established in these Bylaws, on the following:
- Amendments to the Bylaws, as described in Article IX
 - Election of Officers and Directors, as described in Article VII, Section 9, and
 - Matters of Business arising at the Annual General Meeting.

ARTICLE VI MEETINGS

Section 1 Meetings of the Members

A. Annual General Meetings

An Annual General Meeting of the membership shall be held each year, and shall occur at a time and place designated by the Board of Directors. Attendance is mandatory for the Board of Directors and shall be accomplished by in person, teleconference, or web conference, unless a satisfactory reason for not attending is given to the Board.

All members of the association are encouraged to attend by in person, teleconference, or web conference.

B. Special Meetings

With the majority approval of the Board of Directors, a Special Meeting of the membership may be called by the IAEM-Canada President to address urgent matters that require the consideration of the full membership of IAEM-Canada. Attendance can take the form of physical presence, teleconference, or web conference.

C. Notice Requirements

At least thirty (30) days' written notice shall be given to each voting member of any meeting of the members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Any business to be introduced at the Annual General Meeting should be in writing and presented to the Board of Directors at least ten (10) days prior to the Annual General Meeting.

D. Other Meetings

Other meetings of IAEM-Canada membership and its subunits to advance the mission of the association are encouraged.

E. Meetings by Alternate Means

- i. Telephone Participation – The members of IAEM-Canada may meet by teleconference provided that either a majority of the members consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the members at a meeting of the members of IAEM-Canada.
- ii. Meetings by Other Electronic Means – The members of IAEM-Canada may meet by other electronic means that permits each member to communicate adequately with each other, provided that:
 - a) The members of IAEM-Canada have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - b) Each member has equal access to the specific means of communication to be used; and
 - c) Each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

F. Auditors and Auditor's Reports

At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.

Section 2 Quorum

Three directors and attending membership provided thirty (30) days due notice has been given. Business requires a majority of the vote unless the Act or these Bylaws otherwise provide.

Section 3 Voting

The right to vote as a member of IAEM-Canada may be exercised only when the appropriate membership fee has been paid for the current membership year (October 1 – September 30).

Voting Members shall have the right to vote on any issue put before the body assembly of at an Annual General Meeting or Special Meeting, provided they are either registered and in attendance at an Annual General Meeting or Special Meeting, or have returned a mail ballot distributed prior to the meeting, unless the Act requires a meeting in person for that issue.

Voting by proxy is not permitted.

ARTICLE VII DIRECTORS AND OFFICERS

Section 1 Board of Directors

The property and business of IAEM-Canada shall be managed by a Board of Directors, comprised of five directors, who shall serve as directors as well as officers of IAEM-Canada.

Section 2 Director's Meetings

Meetings of the Board of Directors shall be held as follows:

- A. Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that at least 48 hours written notice of such meeting shall be given to each director, unless notice is sent by mail. Notice sent by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of IAEM-Canada shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceeding taken or had thereat. Each director is authorized to exercise one (1) vote.
- B. A majority of directors in office, from time to time, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaws of IAEM-Canada.

C. Meetings by Alternate Means

- i. Telephone Participation – The directors of IAEM-Canada may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the directors at a meeting of the directors of IAEM-Canada.
- ii. Meetings by Other Electronic Means – The directors of IAEM-Canada may meet by other electronic means that permits each director to communicate adequately with each other, provided that:
 - a) The Board of Directors of IAEM-Canada has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - b) Each director has equal access to the specific means of communication to be used; and
 - c) Each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Section 3 Indemnities to Directors and Others

Every director or officer of IAEM-Canada who has undertaken or is about to undertake any liability on behalf of IAEM-Canada or any company controlled by it and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of IAEM-Canada, from and against.

- A. All costs, charges and expenses which such directors, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- B. All other costs, charges and expenses which he sustains or incurs in or about of in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Section 4 Powers of Directors

The directors of IAEM-Canada shall have the following powers:

- A. The directors of IAEM-Canada may administer the affairs of IAEM-Canada in all things and make or cause to be made for IAEM-Canada, in its name, any kind of contract which IAEM-Canada may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as IAEM-Canada is by its mission or otherwise authorized to exercise and do.

- B. The directors shall have power to authorize expenditures on behalf of IAEM-Canada from time to time and may delegate by resolution to an officer or officers of IAEM-Canada the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of IAEM-Canada in accordance with such terms as the Board of Directors may prescribe.
- C. The Board of Directors shall take such steps as they may deem requisite to enable IAEM-Canada to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of IAEM-Canada.

Section 5 Officers

The officers of IAEM-Canada shall be the President, Vice Presidents (East) and (West), Secretary, Treasurer and Member-at-Large. All officers except the Member-at-Large will also serve as directors of IAEM-Canada.

An individual can only fill one position at one time.

Section 6 Presidential Team

The President and Vice Presidents will share the Presidential workload and duties, and shall be referred to in these Bylaws as the “Presidential Team”.

Section 7 Duties of Officers

The Officers of IAEM-Canada shall have the following duties, in addition to acting as directors of IAEM-Canada:

- A. The President shall represent IAEM-Canada in a leadership capacity that best advances the interest of IAEM-Canada and its membership. The President of IAEM-Canada will assume an active role on the Global Board of Directors and report back to the membership on global initiatives. Among the President’s duties are providing support and direction to working groups the Board of Directors may establish; representing the Canadian Region at various functions and with other organizations; presiding at Annual General Meetings of IAEM-Canada and meetings of the Board of Directors; authorizing expenditures within budget appropriations approved by the Board of Directors; and performing such other duties as required and provided for in the Act or these Bylaws.
- B. The Vice Presidents of East (ON, QC, NS, NB, PEI, NFLD, Nunavut and First Nations) and West (MB, SK, AB, BC, NWT, YK, and First Nations) will be the conduit for their respective members to bring information, ideas and concerns to the Board. Vice-Presidents are expected to acknowledge the member’s communications and be responsible to respond to the initiator of such communications the Board’s decisions and/or discussion points. The Board will be copied on all final communications.
- C. The Treasurer shall maintain accurate up-to-date records of all monies and securities belonging to IAEM-Canada in accordance with the Act and these Bylaws.

- D. The Secretary shall maintain accurate records of the proceedings of all meetings of the IAEM-Canada's membership and those of its officers and perform such other duties as required by the Act and these Bylaws.
- E. The Member-at-Large will serve as an appointed advisor to the Presidential Team.

Section 8 Qualifications of Officers and Directors

To be elected or appointed to an office, a member shall meet the following requirements:

- A. The member must be an Individual Member of IAEM-Canada in good standing, as defined in Article V, Section 2(A) and Section 6.
- B. In order to be placed on the ballot for election as an officer and director, the person must be an individual, 18 years of age or more, with the ability under law to contract.
- C. In order to be placed on the ballot for a Board Member, the member must be in good standing for three (3) consecutive years as an Individual member.

Section 9 Method of Selection

The officers and directors shall be selected as follows:

- A. IAEM-Canada will hold elections before the Annual General Meeting, during which the Voting Members will elect each individual director and officer by a majority vote. Ballots will describe the officer's position sought as well as "director" (for instance "President and director of IAEM-Canada").
- B. The officers and directors of the IAEM-Canada shall be elected by the membership for a two-year staggered term, and elections will take place as follows:
 - Year 1 – President, Vice-President (East) and Secretary Elected
 - Year 2 – Vice President (West) and Treasurer Elected
- C. The first directors serving as President, Vice President (East) and Secretary will remain directors until the first Annual General Meeting is held, after which the positions will be elected as described above. The first directors serving as Vice President (West) and Treasurer will remain directors until the second general Annual General Meeting is held, after which the positions will be elected as described above.
- D. The Member-at-Large will be appointed by the Presidential Team, and does not act as a director of IAEM-Canada.

Section 10 Term of Office

The term of office for the President, Vice Presidents, Secretary and Treasurer shall be two years. The terms shall commence immediately following the election of the individual as an officer and director at IAEM-Canada's Annual General Meeting. The following specific terms apply:

- A. The President and Vice Presidents may seek reelection to their present office not to exceed a maximum of three consecutive terms.
- B. The Secretary and Treasurer may seek reelection to their present office not to exceed a maximum of three consecutive terms.
- C. The appointment of the Member-at-Large will normally be for two years and may be extended by the Presidential Team.

Section 11 Vacancy in Elected Offices

If a vacancy occurs in an elected office, for whatever reason, the following applies:

- A. If a vacancy occurs in the office of President, the senior Vice President shall automatically assume the office of President. This does not preclude that Vice President from serving the term of office for which elected. Seniority will be based on time served as a Regional Vice President.
- B. If a vacancy occurs in the office of a Vice President, the position will remain vacant until the next election of officers at which time a Vice President will be nominated as part of the slate of officers.
- C. If a vacancy occurs simultaneously in the office of the President and both Vice Presidents, a majority of the Board of Directors shall elect a President Pro-Tempore from within the Board of Directors.
- D. If a vacancy occurs in the office of 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.

Section 12 Removal and Remuneration

The office of director and the corresponding officer's position shall be automatically vacated:

- A. If at a special general meeting of members, a resolution is passed by $\frac{3}{4}$ (three quarters) of votes cast in favour of removing the director;
- B. If a director has resigned his office by delivering a written resignation to the secretary of IAEM-Canada;
- C. If he is found by a court to be of unsound mind;
- D. If he becomes bankrupt or suspends payment or compounds with his creditors;

E. On death.

The officers and directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from the position. Directors or officers may be paid reasonable expenses incurred by the performance of their duties as approved by the Board.

ARTICLE VIII COMMITTEES

Section 1 Working Groups

Within thirty (30) days after taking office the President of the IAEM-Canada shall make appropriate amendments to the list of Working Groups established within Canada, the President shall then appoint and give a mandate to each of the Working Groups, and the Board of Directors may fix any remuneration to be paid. The members of Working Groups hold their offices at the will of the President of the IAEM-Canada.

Activities of Working Groups will be reported monthly to the Board of Directors of the IAEM-Canada.

Section 2 Ad Hoc Work Groups

The President may appoint Ad Hoc Work Groups as deemed essential to the business and well-being of IAEM Canada, whose members will hold their offices at the will of the President. Such committees shall cease to function when their specific task has been completed. The President shall determine the duties of each such Ad Hoc Work Group and the Board of Directors may fix any remuneration to be paid.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds (2/3's) majority of the votes cast, after which the approval of the Minister of Industry shall be sought and the amendments submitted for registration. Amendments to these Bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

The proposed changes to the Bylaws must be circulated to the membership thirty (30) days prior to the Annual General Meeting. However, any proposed changes which are supported by a 90% vote at the Annual General Meeting can be adopted into the Bylaws without satisfying the thirty (30) day notice requirement.

The Bylaw will be sent out for review by the members every five years. This however does not restrict members from suggesting amendments within that five year time frame with notice of motion at the Annual General Meeting.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order, Newly Revised shall govern the proceedings of the Region in all cases not provided for in these Bylaws or in the Administrative Policies and Procedures.

ARTICLE XI DISCLAIMER OF ENDORSEMENT

No individual member or group of members representing the IAEM-Global or IAEM-Canada shall have authority to endorse or recommend any product, service, or organization in the name of the Association, or by elected or appointed title unless so authorized by the Board of Directors.

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

ARTICLE XII EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of IAEM-Canada, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon IAEM-Canada without any further authorization or formality. The directors may give IAEM-Canada's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of IAEM-Canada. The seal of IAEM-Canada when required may be affixed to contracts, documents and instruments in writing and signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

DATED this 5th day of August, 2009

Catherine Blair, President

Eric A. Bone, VP West

Lisa Dormuth, Secretary

Katherine Branton, Treasurer

John Saunders, VP East

Appendix A

IAEM CODE OF ETHICS AND PROFESSIONAL CONDUCT

IAEM CODE OF ETHICS AND PROFESSIONAL CONDUCT

The International Association of Emergency Managers (IAEM) is an international organization dedicated to promoting the goals of saving lives and protecting property by mitigating, preparing for, responding to, and recovering from disasters/emergencies. IAEM sponsors the Certified Emergency Manager® (CEM®) and Associate Emergency Manager (AEM) Program to maintain professionalism through the certification process.

The Code of **Ethics** and Professional Conduct must be embraced and upheld by all individuals who are awarded the CEM®/AEM designation. The promise to uphold the Code signifies the assumption that the emergency manager will act prudently and responsibly beyond the requirements of law and codes.

The Code of **Ethics** and Professional Conduct embodies the certification program philosophy and objectives. Each CEM®/AEM promises to adhere to the Code.

Preamble

Maintenance of public trust and confidence is central to the effectiveness of the emergency management profession. The members of the International Association of Emergency Managers (IAEM) adhere to the highest standards of ethical and professional conduct. This Code of **Ethics** and Professional Conduct for IAEM members reflects the spirit and proper conduct dictated by the conscience of society and commitment to the well-being of all. The members abide by the association's core values of respect, commitment, and professionalism.

Values

▣ **Respect:** Respect for supervising officials, colleagues, associates, and most importantly, for the people we serve is the standard for IAEM members. We comply with all laws and regulations applicable to our purpose and position, and responsibly and impartially apply them to all concerned. We respect fiscal resources by evaluating organizational decisions to provide the best service or product at a minimal cost without sacrificing quality.

▣ **Commitment:** IAEM members commit themselves to promoting decisions that engender trust and those we serve. We commit to continuous improvement by fairly administering the affairs of our positions, by fostering honest and trustworthy relationships, and by striving for impeccable accuracy and clarity in what we say or write. We commit to enhancing stewardship of resources and the caliber of service we deliver while striving to improve the quality of life in the community we serve.

▣ **Professionalism:** IAEM is an organization that actively promotes professionalism to ensure public confidence in emergency management. Our reputations are built on the faithful discharge of our duties. Our professionalism is founded on education, safety, and protection of life and property.