

# Natural Hazard Mitigation Association

## Administrative Policies and Procedures

Approved by the Board of Directors, Natural Hazard Mitigation Association, Nov. 3, 2010.

**Amended Dec. 10, 2011.**

References: NHMA Articles of Incorporation, Bylaws.  
Attachments: NHMA Organization Chart and Annual Calendar

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## **I. INTRODUCTION**

This document contains Administrative Policies and Procedures for the Natural Hazard Mitigation Association (NHMA). The Procedures expand on guidance in NHMA Bylaws and provide more detailed guidance for governing and managing NHMA. The Procedures were adopted by the NHMA Board of Directors on December 12, 2011.

## **II. GOVERNANCE STRUCTURE**

### **A. Board of Directors**

NHMA is governed by a Board of Directors. The Board is composed of 15 voting members, including the officers (the Immediate Past President, President, Vice President, Treasurer, and Secretary); and 10 other elected board members.

The Board of Directors shall consist of fifteen (15) voting members, each elected by NHMA membership for a three (3) year term. The initial membership of the Board of Directors shall serve one (1), two (2), and three (3) year terms, determined in a random fashion, so that no more than one third of the Board shall be up for reelection in any given year.

A quorum shall consist of a simple majority, present in person, by phone or by proxy to another Board Member. The Board may amend Bylaws by a three-fifth vote of all Directors, provided that the proposed change is circulated to the Board of Directors 14 days before the Board meeting where the vote for the change is to take place.

#### **1. Powers of NHMA Board of Directors**

NHMA government and direction, and the control of its property, shall be vested in a Board of Directors. The Board of Directors shall have and shall exercise all powers of a not-for-profit corporation under the law of Louisiana, including but not limited to the power to:

- a. Contract for all necessary things and services in connection with the management of NHMA;
- b. Issue and distribute NHMA's journal (when established) and other publications;
- c. Establish, oversee, and disestablish councils, chapters and sections (when established);
- d. Establish, oversee, and disestablish committees and other bodies for various purposes;
- e. Appoint and remove any Executive Director; and
- f. Adopt, amend, and repeal Bylaws of NHMA.

#### **2. Job Duties of Board Members**

- a. Establish NHMA policy to include strategic guidance and oversee NHMA programs and activities as a member of the Board.
- b. Represent and serve members within respective constituencies. This includes participation in NHMA Board calls and in-person meetings.
- c. Facilitate NHMA programs and priorities.
- d. Actively work to retain current members by reinforcing NHMA benefits, and recruit new members.
- e. Appoint and support board, committees, and membership to help carry out duties.
- f. Comply with NHMA guiding documents and Code of Ethics.

If it is determined that a director is unable to fulfill job duties, the NHMA president will declare the vacancy and will ensure that it is filled in accordance with NHMA Bylaws. Two unexcused absences constitute an inability to participate. An absence may be excused by communicating with the Executive Director or the President.

## **B. Officers**

The officers of NHMA shall be the President, the Past President, the Vice President, the Secretary and the Treasurer. Each officer supports the President and the Executive Director in the performance of the executive responsibilities of the office. The Vice President shall be empowered to serve in the role of the President should the President be unable to fulfill his or her duties. NHMA also has the option of adding a second vice president if needed. The Executive Director and Secretary shall keep the records of the organization and keep the minutes of the meetings. The Executive Director and Treasurer shall update the Budget yearly.

At the Annual Business meeting, the Board of Directors will elect officers (President, Vice President, Secretary, and Treasurer) from the Board membership for one-year terms. The person holding the office of President of the Board at the election of a new President of the Board shall be designated the Immediate Past President for the ensuing year.

## **C. Executive Committee**

NHMA officers and the Executive Director comprise the Executive Committee. The Executive Committee may exercise the powers of the Board of Directors when the Board is not in session and shall report actions to the Board of Directors at or before the next Board meeting. The Executive Committee is vested with the responsibility of administering routine Association business economically and efficiently, including making budget variance decisions and reallocation of resources. The Executive Committee may also manage NHMA affairs, to the extent that it is authorized by the Board of Directors. Minutes of Executive Committee meetings will be provided to the NHMA Board.

The Executive Committee does not have power to act in a manner contrary to the directives of the Board of Directors and may not take any action in conflict with the Bylaws or Administrative Policies and Procedures.

## **D. Management**

The corporate powers of NHMA shall be vested in the Board of Directors, which is authorized to select an Executive Director who shall be directly responsible to the Executive Committee and, thereby, NHMA membership as a whole. The Executive Director is responsible for the detailed management of NHMA's affairs as delegated and permitted under applicable laws and the corporation's governing documents. With Board authorization, the Executive Director may engage staff or contract assistance to help provide daily administrative functions of the organization, fiduciary accountability, coordination of meetings and exhibits, government relations services, membership promotion, membership services, public relations communications, financial auditing, legal counsel, legislative assistance and other tasks as required.

# **III. ADMINISTRATION**

## **A. Fiscal Procedures**

It is the policy of NHMA to adhere to sound fiscal practices and to administer its affairs in such a manner as to ensure fiscal solvency.

The Executive Director administers the fiscal policies as set by the Board of Directors and is responsible for the maintenance of adequate and appropriate records for the receipt and expenditure of all funds.

The Treasurer is responsible to the members for verifying that the financial records of the Association are maintained and that fiscal guidelines are followed. Specific tasks include an Annual Report to the membership on the general fiscal condition of the Association and finance reports to the Board of Directors at least quarterly.

All Association funds shall be disbursed on officially printed Association checks from approved bank accounts.

Officers and agents of the Association are entitled to reimbursement for expenses incurred on behalf of the Association only under the following conditions: 1) the person is authorized to make the expenditure by the president; 2) the expenditure is within annual budgeted levels for the applicable line item, such as postage and travel; 3) the request is eligible under the administrative guidelines of the Association; and 4) there are sufficient funds to cover the expense. Requests for reimbursement should be submitted to the Executive Director, together with appropriate documentation, within 30 days of the expenditure. Requests for reimbursement of travel expenses shall be accompanied by a trip report.

### **1. Budget**

The Association shall develop, approve and adhere to a reasonable budget that shall be adopted annually by the Board of Directors. The Executive Committee has the authority to re-program funds within the budget. The draft budget shall indicate all major categories and subordinate line items of anticipated revenues and expenses such as membership dues, publications, conference fees, contract revenue and expenses. A description of reserve funds and forecast of changes in financial position shall also be provided annually.

The proposed budget for each fiscal year shall be developed and disseminated to the Board of Directors before the Annual Business Meeting (November). Final approval of the budget by the Board of Directors shall take place prior to the commencement of the new fiscal year (January 1).

### **2. Funding**

Funding for the administration and operation of the Association may come from a variety of sources. These may include receipts from donations, memberships, subscriptions to publications, advertising revenue, proceeds from conferences and exhibits, and interest on savings.

In addition, the Association may prepare formal proposals to agencies involved in mitigation projects that could be benefited by the expertise of Association members. The Board of Directors shall propose and approve as to concept the Association's submission for specific projects. At the direction of the Board of Directors, the Executive Director may be responsible for the preparation of the proposals. These must be approved by the Executive Committee.

The Executive Director, in close coordination with the President, may be authorized to act on behalf of the Association in negotiating and executing such contracts.

With the consent of the Board, the President shall appoint Association members to assist in the development of the proposal and staff projects. Consideration will be given to the appointment of the member initiating the funding proposal, as appropriate.

Due to the nature of the negotiating process, the Board of Directors must maintain confidentiality related to the purpose, scope, and financial requirements of a proposal until it has been finalized by the authorized agents.

### **3. Travel**

Authorized expenses reimbursable for approved travel for Association business include:

- a. The amount of the least expensive or most appropriate mode of travel. Use of a privately owned vehicle may be authorized for official travel and is reimbursable at the rate quoted in the current Federal Travel Regulations, not to exceed the cost of a common carrier.
- b. Lodging costs shall be reimbursed at the actual amount. Travelers shall use the minimum rate available or minimum conference rate. Receipts are required.
- c. Food and other appropriate out-of-pocket travel expenses are reimbursable. Or, the traveler may request the daily federal per diem rate for the locality. Note that reimbursement may not be requested for meals included in programmed events, and the amounts of these meals are deducted from the per diem rate.
- d. In general, expenses over \$25 require receipts.

- e. Cab fares up to \$25 are reimbursable without a receipt. Amounts over \$25 require a receipt. Parking expenses shall be reimbursed at the actual cost with a receipt. A receipt is not required for parking meter expenses. Parking violation citations will not be reimbursed.
- f. Baggage transfers will be reimbursed at the rate of \$3 for check-in and \$3 for check-out of hotels.
- g. Laundry service is reimbursable on an emergency basis only when the travel period is extended beyond the expected period. Receipt and a justification statement must be provided.
- h. Items not specifically listed above shall be reimbursed in accordance with existing federal travel regulations.

#### **4. Reimbursement**

All requests for reimbursement, including those incurred while working on a grant or contract, must be submitted to the Executive Director on appropriate forms with proper documentation.

Any request for reimbursement for long distance telephone calls must be accompanied by a log listing each person called and the subject discussed.

### **B. Correspondence & Communications**

#### **1. General**

Only the NHMA officers and authorized agents may communicate on behalf of NHMA. The Association must assure that the concerns of its membership are answered in a timely fashion. The Executive Director will maintain files on official correspondence. Copies of official correspondence shall be provided to the Executive Director.

#### **2. Minutes**

Accurate minutes of all Association meetings, including committee meetings, shall be retained and provided to the Executive Director. These records shall be available to members upon request.

The Association Secretary is responsible for the accuracy of Board and Executive Committee meeting minutes, and the respective Board or Executive Committee shall approve all minutes with corrections. Association minutes shall include attendees at the meeting, major discussion points, action items, motions made, and votes taken.

The Secretary shall assure that the agendas and minutes are forwarded to the Executive Director for official retention. The Secretary shall also assure that all official records are passed to his/her successor upon expiration of his/her term of office.

Board decisions that may change the Administrative Policies and Procedures or affect the Bylaws will be forwarded to the Executive Director to process any needed changes.

Committee chairs or their designees are responsible for maintaining agendas and minutes of all committee meetings and forwarding them to the Executive Director.

### **C. Position Papers**

From time to time, the Association may issue position papers on pertinent public policy issues. The Board of Directors may formally identify issues and adopt a policy, may refer the matter to an existing or special committee for deliberation and investigation, or may vote to not endorse any policy on the issue.

Any member aware of issues affecting the Association and its membership should forward such information to a member of the Board of Directors or the Executive Director. A majority vote of the Board of Directors or Executive Committee is required for the dissemination of an official position paper. The Executive Director will maintain a log for tracking and locating such papers, which will be listed on the website. When the Board of Directors adopts a position, the Executive Director, the President, or their designees may respond to official inquiries.

## D. Standards of Behavior

The Board of Directors shall respond to any and all questions or claims of violations of Standards of Behavior, including conflicts of interest. Any member with questions regarding a violation of the NHMA Code of Ethics or Conflict of Interest Policy may submit the inquiry in writing to any member of the Board of Directors. This inquiry should include specific details.

The President shall determine the appropriate schedule for review of the matter, whether at the next scheduled Board meeting or a special meeting called to address the inquiry. If the inquiry involves a member of the Board, the involved party's official capacity will be suspended pending the outcome of the investigation.

If the Board of Directors finds validity in the claim, the Board may appoint a person to investigate.

Before a final determination is made, due process requires that the individual(s) against whom the claim has been lodged shall be notified in writing by registered mail of the allegation. Such individual(s) shall be afforded not less than 15 days after the receipt of notification an opportunity to reply to the allegation either in writing or by appearing before the Board of Directors.

If the Board of Directors determines by a two-thirds majority that a violation of the Code of Ethics or Conflict of Interest Policy has occurred, disciplinary actions that may be taken include, but are not limited to: 1) verbal or written warning, 2) written censure, 3) demand for restitution, 4) suspension of membership.

A determination shall be made by the Board and a response signed by the Executive Director as soon as possible. The decision of the Board of Directors is final.

In cases where criminal activity is suspected, the matter will be turned over to the proper civil authority and the procedures outlined above may not apply.

### 1. Code of Ethics

The following Code of Ethics was adopted by the NHMA Board of Directors on \_\_\_\_\_.

#### Natural Hazards Mitigation Association - Code of Ethics\*

##### October 1, 2010 Code of Ethics

Maintenance of public trust and confidence is central to the stated objectives and overall effectiveness of the Natural Hazards Mitigation Association (NHMA). This Code of Ethics for NHMA members reflects the spirit and proper conduct dictated by the conscience of society and commitment to the well-being of all. The members of NHMA are expected to adhere to the highest standards of ethical and professional conduct. NHMA members conduct themselves in accordance with the basic principles of respect, commitment, and professionalism.

*Respect* -- Respect for supervising officials, colleagues, associates, and most importantly, for the people we serve is the standard for NHMA members. We comply with all local, state, and federal laws and regulations applicable to our purpose and position, and responsibly and impartially apply them to all concerned regardless of race, ethnicity, nationality, religion, gender, or other group membership. We respect fiscal resources by evaluating organizational decisions to provide the best service or product at a minimal cost without sacrificing quality.

*Commitment* -- NHMA members commit themselves to promoting decisions that engender trust among 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 communities we serve. The commitment to mitigate losses from future hazards and disasters is at the center of our commitment to professional and public service.

*Professionalism* -- NHMA is an organization that actively promotes professionalism to ensure public confidence. Our reputations as individual mitigation practitioners and as an organization are built on the faithful discharge of our duties. Our professionalism is founded on a commitment to lifelong education, safety, and protection of life and property.

##### Conflict of Interest

NHMA members, officers, and agents shall act in the best interest of the Association at all times and shall avoid activities resulting in actual or implied personal gain in keeping with the highest standards of ethics and professionalism.

\*Note: This Code of Ethics draws heavily upon, and is adapted from, the International Association of Emergency Managers (IAEM) Code of Ethics.

## 2. Conflict of Interest

NHMA members, officers and agents shall act in the best interest of the Association at all times and shall avoid activities resulting in actual or implied personal gain in keeping with the highest standards of ethics and professionalism. Toward that end, NHMA in December 2009 adopted the following Conflict of Interest Policy

### **NHMA Conflict of Interest Policy**

#### **Article I**

##### **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (NHMA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Article II**

##### **Definitions**

##### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Article III**

##### **Procedures**

##### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

##### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

##### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

##### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV**

##### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V**

##### **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI**

**Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII**

**Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII**

**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**E. Strategic Plan Management**

NHMA will prepare, adopt, and periodically update an NHMA strategic plan.

**1. Strategic Planning Roles and Responsibilities**

The NHMA Board of Directors is responsible for 1) developing, as needed, a list of fundamental organizational assumptions and key issues; 2) adopting the plan; 3) conducting oversight for implementation; and 4) updating the strategic plan.

The Executive Committee is responsible for developing and annually updating the strategic plan at the instruction of the Board; incorporating committee goals and objectives into the strategic plan; providing feedback to the Board on the implementation of the strategic plan; and conducting as needed a competitive analysis, SWOT (Strengths, Weaknesses, Opportunities, and Threats) analysis, and additional research at the instruction of the Board.

To complete these tasks, the President may choose to appoint a Strategic Plan Committee that reports to the Board of Directors through the Executive Committee. The President, in collaboration with the Executive Committee, is responsible for aligning the strategic plan with management and work plans and budget.

Committee Chairs will annually provide updated goals and objectives to the President and Executive Committee.

**2. Strategic Plan Implementation and Update Process**

The Executive Committee will submit the completed strategic plan to the Board for approval. The approved strategic plan will be used to create the annual work plan and budget. The approved strategic plan (excluding competitive information) will be disseminated to association members at the annual meeting and posted on the NHMA website.

The Executive Committee will accept data provided by the Board and staff for the purposes of reviewing and updating, if needed, the strategic plan. The strategic plan will be reviewed annually and updated, as needed, by the Executive Committee or its designees.

**3. Strategic Planning Performance Measures**

The strategic planning process is considered successful when:

- a. The fundamental organizational assumptions, key issues, competitive analysis, and SWOT analysis are updated for accuracy as needed.
- b. The Executive Committee reviews the strategic plan each year and updates it if needed.
- c. The President and Executive Director, in collaboration with the Executive Committee, annually aligns the strategic plan with budget and management / work plans.
- d. The Board approves the updated strategic plan before the start of each fiscal year, notifies standing committee chairs and membership, and posts to website.

#### **IV. COMMITTEES**

##### **A. General**

NHMA has standing committees and special committees. Standing committees are bodies with an ongoing, operational function. Special (ad hoc) committees are formed to complete a specific assignment of limited duration.

The President can designate new committees with concurrence of the NHMA Executive Committee. New groups can also be formed with the approval of the President and Executive Committee after any member presents an issue paper identifying the group purpose, tasks, and composition. The President may assign members of the Board of Directors to serve as liaison to specific committees to mentor and monitor the committee's progress throughout the year and report to the Board of Directors.

The NHMA President will nominate chairs for each group. Nominations will be made from members in good standing and will be approved by the Executive Committee. Recommendations for appointment for any committee chair may result from a consideration of the following factors:

1. The appointed party must be a member in good standing;
2. Capability to weigh and consider issues in an objective manner;
3. Capability to communicate with other committee members in an open and direct manner.
4. Capability to devote eight or more hours a month to NHMA business, as may be required;
5. Capability to attend the annual and mid-year meetings;
6. Capability to attend additional meetings during the year, if funded by the Association.

Committees will abide by the following guidelines:

1. Each standing committee will establish goals and priorities, with a published meeting schedule (at least quarterly) to facilitate attainment of these goals. Such meetings may be via internet, teleconference or other meeting arrangements conducive to the advancement of committee goals. Goals and objectives will be updated annually as part of NHMA's strategic planning process.
2. All standing committees will provide quarterly written progress reports to the Executive Committee via the President and Executive Director.
3. If a standing committee lacks goals and active meeting schedules or is inactive for a 6-month period, the President has the responsibility to re-assign the chair or co-chair duties.
4. Chairs of standing committees will serve 2-year terms. The terms of service for chairs and co-chairs should be staggered.

5. At the discretion of the Board of Directors, the chairs for special committees may serve for the duration of their assignments.
6. Each committee may appoint its chair, vice chair or other designee to serve on a Strategic Plan Committee, if one is established.
7. Within 30 days of appointment the committee chair shall determine the committee's membership. Sources of membership may include individuals from a NHMA volunteer database.

## **B. Standing Committees**

The following are current NHMA standing committees:

### **1. Advisory Committee**

Mission: This blue-ribbon expert panel is responsible for offering NHMA and the Board advice on ways to develop and improve the program and organization, providing a knowledge base in members' respective fields of expertise, and serving as NHMA ambassadors at various events and functions.

### **2. Conference Committee**

Mission: Responsible for reaching out to existing conferences to see if NHMA can be included as presenters and participants, and for planning/management of major NHMA meetings and conferences.

### **3. Education Committee**

Mission: Responsible for spearheading hazard-mitigation education and training, developing best practice documentation, offering continuing education credits, and working with academia.

### **4. Executive Committee**

Mission: The NHMA officers and the Executive Director comprise the Executive Committee. The Executive Committee is vested with the responsibility of administering routine Association business economically and efficiently, including making budget variance decisions and reallocation of resources. The Executive Committee may also manage NHMA affairs, to the extent that it is authorized by the Board of Directors. Minutes of Executive Committee meetings will be provided to the NHMA Board.

### **5. Hazard Mitigation Plan Committee**

Mission: To work on policy recommendations for improving the quality of local hazard mitigation plans and allowing practitioners to voice their concerns and share best practices.

### **6. Legislative Policy Committee**

Mission: Responsible for tracking and publishing periodic reports about legislation pertinent to hazard mitigation, as well as commenting on pending bills.

### **7. Membership and Marketing Committee**

Mission: Responsible for increasing the membership and visibility of NHMA. Includes managing NHMA website, Facebook and Linked-in systems.

### **8. Public-Private Partnerships Committee**

Mission: Responsible for identifying and linking together supporters of public-private partnerships and disaster-resistant community programs, with a goal of increasing such partnerships and programs.

## **9. Governance Committee**

Mission: The President may also designate a standing Governance Committee that would be responsible for specific internal management, including board development, nominations, awards, and similar issues.

### **C. Special Committees**

The following are major special committees that serve from time to time to help manage NHMA affairs, as needed:

#### **1. Nominations and Awards Committee**

Mission: Responsible for presenting a slate of candidates for the annual business meeting and conducting the election of new Board members and officers. May also nominate new officers and, when established, NHMA recognition awards.

#### **2. Strategic Plan Committee**

Mission: The President and Executive Committee may organize a special Strategic Plan Committee to assist with the annual planning process.

#### **3. Internal Affairs Task Force**

Mission: Responsible for addressing internal policy issues and developing a Code of Ethics, Policies and Procedures, and any updates to Bylaws, Articles of Incorporation, or other legal documents.

## **V. CONFERENCES AND MEETINGS**

### **A. General**

The Association will schedule and conduct a variety of conferences, meetings, seminars and workshops that are designed to meet the professional needs of Association members, provide for an exchange of information, establish a positive image reflecting the Association's goals and objectives, and conduct the official business of the Association.

Another purpose of these meetings is to provide a working environment and facilities for the Board and committees to meet and conduct business, as needed.

All types of official assembly of the Association are subject to accepted open meeting practices upon payment of applicable membership dues and/or fees. Exceptions to this policy may exist in Executive Committee or Board of Directors meetings where issues of a sensitive, confidential, or contractual nature are to be discussed. No person shall be allowed to disrupt any official assembly of the Association in the conduct of its business.

### **B. News media coverage**

News media attendance at NHMA events is welcomed and encouraged. A special press rate may be extended to media representatives; the fees cover costs associated with such participation.

### **C. Conferences**

The NHMA Executive Director is responsible for recommending annual conference sites, based on the best business interests of the organization. Staff, under the President's supervision, initiates all proposal solicitations, contract negotiations and facility arrangements. The Executive Director keeps the interested host informed. Attractive location, geographic rotation, low attendee cost, attractive facilities, room rates, facility service record, airfare and travel accessibility, low cost to NHMA, and other criteria will be considered. The final selection of the conference site rests with the Board.

The Conference Committee is responsible for the program, including identification of session content and speakers. The Conference schedule is coordinated with the NHMA staff. NHMA staff performs all associated administrative

tasks including speaker coordination, facility arrangements, preparation of conference materials, promotion, and exhibit production. The Board of Directors is apprised of conference preparations.

Staff works with the NHMA Treasurer to determine conference and meeting fees to meet financial goals. Annual conference and annual business meeting registration fees are waived for NHMA Past Presidents.

## **D. Meetings**

### **1. Annual Business Meeting**

The NHMA Board conducts an Annual Business Meeting each year. This annual meeting of the Board of Directors is also open to NHMA members. The principle purpose of this meeting, held in the fall, is to organize the new Board and organization for a new fiscal year that begins January 1. Based on recommendations from the Nominating Committee, new Board members will be elected by the membership, via email balloting conducted the Nominating Committee before the Annual meeting. The Board will elect its officers for the ensuing year. The Nominating Committee chair will declare the winners, who will be seated at the meeting. New Board members will serve 3-year staggered terms, so that approximately one-third of the Board will be elected in any given year.

### **2. Board of Directors Meetings**

For the purpose of conducting the business of the Association, a majority of the members of the Board of Directors shall constitute a quorum. Records shall be maintained documenting attempts to notify all members of the Board of Directors of the meeting times and locations. Agendas and minutes will be maintained for all meetings and are available to any NHMA member upon request.

Board meetings may be conducted via conference call. A conference call may serve as a Board meeting when intentionally scheduled and conducted to take action on Association business. Confirmation of a regularly scheduled conference call Board meeting should be given at least 24 hours before the special meeting. Meetings held through conference calls shall be conducted similar to face-to-face meetings; motions for action may be voted on and shall be clearly stated twice in order to decrease the possibility of misunderstanding, and votes shall be roll-call recorded unless declared unanimous by the President.

The President or his/her designee will conduct an orientation for newly elected Board members at the Annual Meeting, in conjunction with their first Board meeting. The orientation will include information on director and officer duties, Bylaws, Administrative Policies and Procedures, Association finances, committees, and current NHMA projects and activities.

General members of the Association are welcome at all meetings as observers and may provide input when invited to do so. The President has the prerogative to call the Board into executive session which shall be open only to Board members.

#### **a. Regular Board meetings**

Meetings of the NHMA Board of Directors shall be held, at a minimum, at the following times:

- First meeting of the term – held in the fall, immediately following the Annual Meeting. Incoming and outgoing board members will meet together to ensure a smooth transition in the conduct of the business of the Association.
- Additional meetings occur as deemed necessary by the NHMA President, including one in conjunction with the Mid Year Meeting. Bylaws require at least two Board meetings a year.
- Last meeting of the term – if needed, held immediately prior to the Annual Business Meeting.

As needed, Board meetings may be held bi-monthly or monthly, at the discretion of the President or his/her designee. An annual schedule of regular Board meetings will be posted to the NHMA website before the beginning of the fiscal year.

#### **b. Special Board meetings**

Special meetings of the Board of Directors may be called by the President at any time for the purpose of conducting specific business of the Association, provided that only the business that necessitated the meeting shall be acted upon at such special meetings.

The President shall call a special meeting upon the request of a majority of the Board of Directors.

If a special meeting requires travel, a seven-day notice is required but may be waived by a two-thirds vote of the Board of Directors.

#### **3. Executive Committee meetings**

The provisions relating to Board meetings shall apply to Executive Committee meetings, except that regular monthly meetings shall be scheduled, the meeting schedule need not be posted to the website, special meetings may be called on 24-hour notice, and meeting schedules and minutes shall be provided to the Board of Directors.

#### **4. Committee Meetings**

Upon appointment of a Committee Chair and members, the Chair shall review the existing mission and guidelines for the committee, make recommended changes if needed, and provide a scope of work to committee members.

Committees will meet and/or report out at least quarterly. Because of the wide geographical separation among committee members, most committee business may be accomplished by mail or conference calls, in accord with procedures outlined in the section on Board meetings, above. The Committee Chair should work with the Executive Director to schedule any committee meetings that will be held in conjunction with other NHMA meetings or conferences.

Actions requiring a vote of members will be documented in minutes, which will also include a list of those participating and issues considered. Minutes will be provided to the Board via the Executive Director.

### **VI. VOTING**

~~Full voting rights are granted to all categories of members in good standing.~~ Each member in good standing shall be entitled to cast one vote on NHMA membership business, except that institutional members shall be limited to two votes per institutional membership, and student memberships do not include voting privileges. (Amended Dec. 10, 2011.)

Ballots for issues and offices will be made available to members (or Board members, depending on the issue) in good standing prior to and at the meeting where the issue is to be decided. Sufficient lead time must be provided for members to research and consider the officers or issues. The ballots may be returned by email or in person, in accord with the procedures specified on the ballots. In special circumstances where members lack the ability to vote online or in person, issues requiring action of the Association membership may be voted on by mail-in ballot. Such issues and procedures, as proposed, shall be clearly stated as a face of the ballot. Voters may write in candidates for officers and members of the Board. Matters requiring action of the Association membership must pass by a majority of eligible votes cast unless otherwise specified on the ballot. The results of membership votes shall be published on the website.

Elections will be supervised by the Nominations Committee. The original ballots and messages shall be maintained until validated by the Nominations Committee and ordered for destruction. All challenges of elections will be heard by the Board of Directors at a special meeting called by the President.

### **VII. ELECTIONS**

#### **A. Officers**

Officers shall be elected to their terms by a plurality of eligible votes cast. Officers serve one-year terms, beginning with their elections. An officer must be a member in good standing and a member of the Board of Directors. At the

election of a new President of the Board, the person holding the office of President shall be designated the Immediately Past President for the ensuing year.

## **B. Board of Directors**

To be elected, appointed or remain as a Director, the candidate must be a member in good standing.

# **VIII. MEMBERSHIP**

## **A. General**

Membership recruitment campaigns will be coordinated by the Membership Committee chairperson with the Executive Director and the President or his/her designee.

Membership applications shall be screened by the Executive Director to assure placement of members in the proper membership category at the time the application is received. Applicants who have selected an inappropriate category will be contacted by the Executive Director to resolve the issue. Appeals to the decision of the Executive Director regarding membership applications shall be addressed by the Board of Directors.

## **B. Membership Categories**

### **1. Individual Member**

Individual membership is available to any individual professionally engaged or interested in the promotion of hazard mitigation and its allied fields.

### **2. Institutional Member**

Institutional membership applies to private and public entities, local and regional government, educational institutions, etc.

### **3. Affiliate Member**

Affiliate membership is available to any individual whose institution is an Institutional Member

### **4. Honorary Member**

Honorary membership may be awarded annually by a majority vote of the Board of Directors to no more than two persons for outstanding contributions toward the advancement of hazard mitigation.

### **5. Life Member**

Life membership shall be accorded each Individual member who has been a member in good standing for 15 years, provided that the individual member is no longer associated with a hazard mitigation function in a capacity that would make them eligible for Individual membership. Past presidents, having served their terms of office, shall by virtue of their accomplishments be known as Past President - Life Members.

### **6. Retiree Member**

Open to individuals who have successfully retired from a hazard mitigation related position and are no longer able to pay individual dues.

### **7. Student Member**

Student membership is open to any student attending a post-secondary institution in a full-time capacity, as defined by that institution, or attending a post-secondary institution in a part-time capacity and not employed full-time in the hazard mitigation field. Student membership is available for a maximum of three (3) consecutive years, provided the Board of Directors is authorized to develop a policy to grant limited extensions of this membership period.

### **8. Sustaining Member**

In addition to the above categories of membership, the Board may establish additional categories for members who donate to sustain the organization. These categories may include Sustaining Members 1 through 10 or above, depending on the amount of the sustaining donation.

## **C. Membership Dues**

Dues shall be established by the Board of Directors at a level sufficient to cover the Association's operating and administrative costs, at a minimum.

The term of membership for which dues are paid is January 1 through December 31.

Dues and fees shall be paid by January 31 of each year and thereafter will be considered delinquent. Members whose dues are delinquent for a period of 30 days and who have not made arrangements with the Association to extend the payment deadline, for good cause, shall forfeit membership, unless alternative arrangements have been made.

Past Presidents must pay their dues while still employed in the hazard mitigation profession. Thereafter, they are accorded Life Membership.

Annual membership dues are established at the following rates:

- Individual membership, \$50
- Institutional membership, \$100 (includes one full membership plus affiliate memberships at additional \$15 each)
- Affiliate membership, \$15
- Honorary or life membership, No Dues
- Student or retiree membership, \$15

If established by the Board of Directors, additional membership categories may recognize sustaining donations above the minimal dues, in any given year. These categories pertain to the year of the contribution and may include:

- Sustaining member, \$500
- Sustaining member 1 - \$1000
- Sustaining member 2 - \$2000
- Sustaining member 3 - \$3,000
- Etc.

The Board of Directors is empowered to make modest promotional and seasonal adjustments to dues, such as allowing dues paid by new members (defined as those who have not paid dues in three years) in the late fall to count toward the ensuing year's dues. The Executive Director also has discretionary authority to make modest adjustments in dues, such as waiving several months' dues for new members late in the fiscal year.

## **D. Services**

### **1. General**

It is the policy of this Association to provide the following services to its members:

- a. information relating to hazard mitigation
- b. legislative updates;
- c. participation in program design through appointment to committees or work groups;
- d. assistance in program development through information sharing and problem-solving forums.

Institutional and sustaining members may receive special recognitions and privileges.

- Sustaining members will receive a special membership plaque and will be recognized on the website and in publications, when established, and at the awards conference.
- Institutional members may receive special space in an annual directory, opportunity for discounted exhibit fee at annual conference, subscription to publications when established, and a membership plaque.

It shall be the responsibility of the Executive Director to provide membership services.

## **2. Rosters**

At the discretion of the Board of Directors, NHMA may provide its members with rosters of the leadership and membership of the Association. Leadership includes the Board, committee chairs, and staff. If rosters are to be provided, members should be so notified at their time of membership and their applications should include the terms of their release of contact information.

Following the Annual Meeting, leadership contact information may be published on the website.

Annually, the Executive Director or his/her designee may prepare and disseminate to the membership a roster listing all members of the Association. This roster may contain a listing of the name, title, business address, telephone number, and email address of each member. This information may be provided on a password-protected portion of the website.

Association rosters are the exclusive property of the Association and shall not be used for any commercial gain or purpose without the receipt of a signed Memorandum of Understanding indicating the party will not reproduce the list, use of which constitutes a one-time rental agreement.

## **3. Publications**

From time to time, NHMA may produce and distribute publications relating to hazard mitigation, including position papers. The costs of publication and any proceeds will be reflected in the NHMA budget and fiscal accounting. A bibliography of all NHMA publications will be maintained on the website, including information about how to obtain the materials.

## **IX. PARTNERSHIPS**

NHMA operates through a collaborative process and supports partnership activities to achieve mutual goals. Any NHMA member may propose a partnership arrangement with an entity with compatible goals. The proposal should be forwarded to the Executive Director or the President, who will evaluate whether the proposed partnership can help achieve NHMA goals and whether it is free of any conflict of interest complications. Upon recommendation from the Executive Director or the President, the Executive Committee will evaluate the proposal and may recommend that the Board of Directors enter into a partnership arrangement. Depending on the nature of the collaboration opportunity, such partnership arrangement may be informal and of limited duration for a specific project, or it may be formalized through a longer-term Memorandum of Understanding.

## **X. AWARDS AND RECOGNITION**

NHMA may conduct an annual or periodic awards competition and/or provide recognition for professional service and achievements.

If authorized by the Board of Directors, the NHMA Nomination and Awards Committee may establish awards and recognition categories, and the judging criteria and process; assemble a judging panel; conduct the nomination or selection of recipients; and present awards.

## **XI. AMENDMENT OF POLICIES & PROCEDURES**

These policies and Procedures may be amended by a majority vote of the Board of Directors. (Amended Dec. 10, 2011)