



## NATIONAL HAZARD MITIGATION ASSOCIATION BYLAWS

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## Version History

Date	Version	Summary of Changes
November 30, 2022	Version 3	Revisited organization of bylaws and policies based on Governance Committee recommendations

## ARTICLE I – NAME AND ORGANIZATION

### Section 1. Incorporation

The National Hazard Mitigation Association (“NHMA” or the “Association”) is a non-profit organization incorporated by and under the laws of the State of Louisiana, USA.

### Section 2. Members

The Association shall consist of individuals professionally engaged or interested in the promotion of hazard mitigation and its allied fields.

### Section 3. Organization

The Association shall be the governing body of regional Councils (once established) pursuant to these Bylaws and shall provide the leadership, organizational structure, and administrative management of all facets of the national hazard mitigation and risk reduction profession.

### Section 4. Fiscal Year

The Fiscal Year of the Association is January 1 to December 31.

## ARTICLE II - VISION AND MISSION

### Section 1. Vision

That NHMA be recognized as the premier national organization of hazard mitigation and risk reduction professionals.

### Section 2. Mission

To serve its members by providing information, networking and professional development opportunities; and to advance the hazard mitigation profession.

## ARTICLE III – MEMBERSHIP AND DUES

### Section 1. Eligibility

Any person who meets the criteria of a membership class under Section 2 and who is supportive of the Association purposes is eligible for membership,

### Section 2. Classification of Membership

#### A. Individual Member

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

#### B. Institutional Member

Institutional membership applies to local and regional government, educational institutions, and non-profits



C. Corporate Member

Corporate membership applies to for-profit firms.

C. Affiliate Member

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

D. 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.

E. Life Member

Life membership shall be accorded each Individual member who has been a member in good standing as for 15 years;

1. Providing that the Individual Member is no longer associated with a hazard mitigation function in a capacity which would make them eligible for Individual membership; or

2. Those who are past presidents, having served their term of office, shall by virtue of their accomplishments be known as Past President - Life Members, in accordance with Section 3.F.

F. Retiree Member

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

G. 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 through procedures established under the Administrative Policies and Procedures.

**Section 3. Dues and Fees**

A. Dues shall be established by the Board of Directors and identified on the NHMA website.

B. Association membership dues, including membership dues in excess of the Association's dues that have been established by the Association's Councils under paragraph D below, are to be paid to the Association. The Association will distribute that portion of membership dues representing the Councils' dues directly to the Councils.

C. Dues are due each year.

D. Councils may set the level of dues above that required to cover the Association's operating and administrative costs to cover the costs of their own activities on their members' behalf.

E. 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.



## ARTICLE IV – OFFICERS

### Section 1. Officers

The officers of the Association shall be individual members of the Association and shall be the President of the Board, Vice President of the Board, Board Secretary and Board Treasurer.

### Section 2. Duties

A. The President of the Board shall represent the Association in a leadership capacity that best advances the interest of NHMA and its membership. Among the President of the Board's duties are: representing the Association at various functions and to other organizations; presiding at meetings of the Board of Directors and the Executive Committee; authorizing expenditures within budget appropriations approved by the Board of Directors; and serving as liaison point of contact for the Advisory Committee.

B. The Vice President of the Board shall assist the President of the Board. The Vice President of the Board shall perform the duties of the President of the Board in the absence or disability of that officer and perform other duties as required by the Administrative Policies and Procedures. Duties include reporting to the Board's President; working closely with the President and other staff; serving in cooperation with the President as an ambassador for the Association; participating closely with the President to develop and implement officer transition plans; performing other responsibilities as assigned by the Board.

C. The Immediate Past President of the Board shall assist in the transition to the incoming President of the Board. The Immediate Past President of the Board, Past Board Members, and others shall assist the President of the Board and assist in representing the Association.

D. The Secretary shall maintain accurate records of the proceedings of all meetings of the Board of Directors and the Executive Committee; and perform such other duties as required by the Administrative Policies and Procedures.

E. The Treasurer shall maintain accurate up-to-date records of all monies and securities belonging to the Association in accordance with the Administrative Policies and Procedures. They shall work with the Executive Committee to develop the annual budget and have authority to write checks on behalf of NHMA.

F. In addition to the primary assigned duties, the Director of Operations shall assure capability is maintained to monitor/maintain NHMA email, send updates to the membership and the Board, aggressively recruit new members and market the organization, monitor/maintain website with assistance from a web developer, and work toward the goals of the organization in conjunction with the Board.

G. The four Elected Officers (as outlined in Section 3) and the Director of Operations comprise the Executive Committee for NHMA, empowered as prescribed in the current bylaws.

### Section 3. Selection of Officers

The officers shall be selected as follows:

A. The Board of Directors will elect from the members of the Board President, Vice President, Secretary and Treasurer.

B. 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.

### Section 4. Term



- A. The election of officers, except the Office of the President, shall be by a majority of all votes cast by members attending the annual business meeting. To provide continuity in leadership, the previous year's Vice-President shall become President and assume the duties of the President immediately upon the official closing of the annual business meeting (unless circumstances prohibit such action). The past President shall remain on the Board for one year. The current Board of Directors shall present a proposed slate of officers for the upcoming year. The term shall commence immediately following the installation of officers or until their successors take office.

### **Section 5. Officer Vacancy**

- A. If a vacancy occurs in the office of President of the Board, then the Vice President shall automatically assume the office of President of the Board.
- B. If a vacancy occurs in the office of the Vice President, the President of the Board will direct the Board of Directors to elect a new Vice President from among themselves.
- C. If a vacancy occurs simultaneously in the office of the President of the Board and Vice President of the Board, a majority of the Board of Directors shall elect new officers to those positions from among themselves.
- D. If a vacancy occurs in either the office of Secretary and/or Treasurer, the President of the Board shall, with the Board of Directors' confirmation, appoint a qualified replacement to fill the vacancy for the remainder of the term.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1. Board of Directors**

The Board of Directors (BOD) shall consist of fifteen (15) voting members each elected for a three (3) year term. The membership of the Board of Directors shall serve three (3) year terms. The Board of Directors is structured into staggered terms with one third completing a term each year. Those currently serving can be eligible for an additional three year term. All names nominated are eligible to serve, are members and representatives in good standing and have agreed to accept the responsibilities and requirements to serve.

### **Section 2. Duties**

Governing and direction of NHMA, 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: (1) contract for all necessary things and services in connection with the management of NHMA; (2) issue and distribute NHMA's journal (once established) and other publications; (3) establish, oversee, and disestablish chapters and sections; (4) establish, oversee, and disestablish committees and other bodies for various purposes; (5) appoint and remove any Executive Director; and (6) Adopt, amend, and repeal bylaws of NHMA.

### **Section 3. Qualifications of Directors**

A director shall be a member in good standing on NHMA and supportive of NHMA goals.



#### **Section 4. Meetings**

NHMA shall hold at least one business meeting annually, to coincide with a yearly practitioner conference, and may hold additional meetings as necessary. Meetings of the Board of Directors shall be determined by that Board, with a minimum of two (2) meetings annually.

A. The Board of Directors shall meet to conduct business at such times as the President of the Board may direct, provided that the Board shall conduct a minimum of two (2) meetings each fiscal year; when possible it will be held in conjunction with a yearly practitioner conference. The members of the Board shall be notified in writing at least fourteen (14) days in advance of each meeting.

B. The President of the Board may call a Special Board meeting when deemed necessary or at the written request of a majority of the Board of Directors with three (3) days notice. At such special board meetings, only the business that necessitated the meeting shall be acted upon.

C. Meetings of the Board of Directors may take place in person or via teleconference, videoconference, or other electronic means.

#### **Section 5. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum. Members can designate another member to serve as their proxy and vote on their behalf during meetings.

#### **Section 6. Code of Ethics and Conflict of Interest**

The Board of Directors shall adopt and enforce a Code of Ethics and Conflict of Interest policy that will govern the activities of the organization.

#### **Section 7. Removal of Directors**

A director may be suspended or removed from the Board of Directors for good cause upon a two-thirds vote of the Board of Directors. Good cause shall include but is not limited to a violation of the Association's Code of Ethics or absence, unexcused by the President of the Board, from two consecutive meetings of the Board of Directors. Prior to such suspension or removal, the director is to be provided twenty (20) days' written notice of the proposed Board action and an opportunity for a hearing before the Executive Committee.

### **ARTICLE VI – COMMITTEES**

#### **Section 1. Executive Committee**

A. There shall exist an Executive Committee comprised of the officers of the Association that may exercise the powers of the Board of Directors when the Board of Directors is not in session, and shall report any action taken to the Board of Directors at the next meeting of the Board of Directors

B. The Executive Committee shall meet at the call of the President of the Board.

C. A majority of the Executive Committee shall constitute a quorum.

D. The Executive Committee shall provide minutes of its meetings and periodic reports of its activities to the Board of Directors.

E. The Executive Committee shall not have the power to:

1. Act in a manner contrary to the directives issued by the Board of Directors.
2. Take any action in conflict with the Bylaws and the Administrative Policies and Procedures.

#### **Section 2. Special Committees**



The President of the Board may appoint Special Committees as deemed essential to the business and well-being of the Association. Such committees shall cease to function when their specific task has been completed.

### **Section 3. Standing Committees**

The President of the Board may appoint Board members or NHMA members to serve as annual chairs and co-chairs of Standing Committees, such as Public Policy Advocacy & Education, Partnerships & Communications, Young Leaders. Committee chairs will select standing committee members from among NHMA members. Composition of Committee should be balanced between types of members, e.g. public sector, academic, private sector, tribal, diverse geographic representation, range of experience, etc.

### **Section 4. Internal-facing Committees**

The President of the Board may appoint Board members or NHMA members to serve in chairperson roles and form committees to address the operational activities of the organization, such as Membership, Nominating, Planning, Advisory.

## **ARTICLE VII – RIGHTS OF MEMBERS**

### **Section 1. Members in Good Standing**

- A. Members are considered to be "in good standing" with the Association if all applicable dues, fees and other amounts owed are paid in full.
- B. Members in good standing are expected to abide by the Bylaws and the Association's Code of Ethics.
- C. Members in good standing may run for the Board of Directors and associated officer positions and may vote.
- D. Members in good standing may participate in committees.

## **ARTICLE IX – OWNERSHIP OF INTELLECTUAL PROPERTY**

**Section 1.** The trademarks and logos of the Association, as well as other intellectual property created by and used by the Association, are the property of the Association and shall not be used by any person or entity without the express written permission of the Association's President of the Board or Executive Director.

**Section 2.** The President of the Board and Executive Committee, after consultation with the Board of Directors, are authorized to grant authority to persons or entities to use the Association's intellectual property, either through a limited license or other contractual agreement, provided that such license or contractual agreement specify that ownership of the intellectual property is retained by the Association.

**Section 3.** The President of the Board and Executive Committee are authorized to enforce the Association's ownership interests in the Association's intellectual property through all lawful means open to the Association including, but not limited to, enforcement of rights through litigation.

## **ARTICLE X – COMPENSATION**

The Board President and Board Treasurer will follow the conflict of interest policy in approving compensation agreements. All votes and decisions regarding compensation agreements will be documented. All compensation agreements in advance of paying compensation and will document in writing the date and terms of approved compensation agreements will be approved. Compensation will be



considered paid by similarly situated taxable or tax-exempt organizations for similar services in approving compensation arrangements and record this information in writing.

#### ARTICLE XI – AMENDMENT OF BYLAWS

These Bylaws may be amended by a three-fifths vote of all members of the Board of Directors.

The proposed changes to the Bylaws must be circulated to the Board of Directors 14 days prior to the point at which the vote for the adoption of the changes will be taken.

#### ARTICLE XII – PARLIAMENTARY AUTHORITY

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

#### ARTICLE XIII – DISCLAIMER OF ENDORSEMENT

No individual member or group of members representing the Association 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 in writing by the Board of Directors.

#### ARTICLE XIV – DISSOLUTION

Upon dissolution of the Association, any funds remaining after payment of the Association debts and liabilities as required by law shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.