

## **CALIFORNIA EMERGENCY SERVICES ASSOCIATION CONSTITUTION**

### **PURPOSE**

The California Emergency Services Association is a non-profit 501(c)(3) organization dedicated to the promotion of mutual support and cooperation among government, private sector, non-governmental organizations and the public in preparing for natural and human caused disasters and public emergencies; to minimize loss of life and property, as a result of these disasters and emergencies; and to coordinate adequate measures for rehabilitation and reconstruction in the aftermath of disasters and public emergencies.

The California Emergency Services Association shall promote these purposes by:

Serving as a clearing house for emergency management best practices, ideas, suggestions and courses of action; evaluating, developing, recommending, and implementing administrative and operational plans, courses of action and procedures; fostering and supporting training programs; evaluating, developing, and recommending public policies and legislation; disseminating information to the government, private sector, non-governmental organizations and the public, and promoting common interests with associations, clubs, groups, organizations, agencies and governmental bodies.

The express purpose of this instrument and of the California Emergency Services Association is to form a confederation of emergency services organizations for mutual support, and common action, while maintaining the autonomy of each. The individual organizations represent the emergency service officials in all levels of government, private sector, non-governmental organizations and the public that share the organization's goals within their chapters. This Association will represent those members on a statewide basis.

The mission of this Association shall be to support and coordinate the efforts of its members concerning Federal, State and local emergency service policies; improve the professional status of its members; and represent the views of the members concerning legislative and technical matters.

## **ARTICLE I**

### **Name and Territorial Limits**

SECTION 1. NAME. The name of this Association shall be the CALIFORNIA EMERGENCY SERVICES ASSOCIATION, hereinafter referred to as the Association.

SECTION 2. SERVICE TERRITORY. The territorial limits of the Association shall be confined to the geographic boundaries of the State of California.

## **ARTICLE II**

### **Chapters**

SECTION 1. CHAPTERS. At the outset there shall be three (3) chapters in the CALIFORNIA EMERGENCY SERVICES ASSOCIATION: the Inland Chapter, the Southern Chapter and the Coastal Chapter. Chapter boundaries are defined by State OES Administrative Regions. Additional chapters may be formed, as required, and shall be accepted into the Association by referendum.

SECTION 2. CHAPTER BY-LAWS. Each chapter shall adopt a constitution and/or by-laws that support and are in conformance with the Constitution of the Association.

## **ARTICLE III**

### **Membership**

SECTION 1. GENERAL MEMBER. A member in good standing is one who has paid chapter dues for the current year.

SECTION 2. MEMBERSHIP. Members may join as an individual or as part of a group. Persons wishing to join the Association, and its affiliated chapters, will be first directed to the chapter nearest their listed address. The member may join any one of the chapters. Membership in one chapter entitles members to information regarding activities in other chapters and discounts for training/workshops sponsored by other chapters.

SECTION 3. TRANSFER OF CHAPTER MEMBERSHIP. Individuals may transfer their membership between chapters in accordance with procedures developed by the CESA Board of Directors.

SECTION 4. VOTING RIGHT. ***Individual members have one vote and group members have one vote, per group,*** on Association business. Voting by proxy is not allowed.

## ARTICLE IV

### State Board of Directors

SECTION 1. BOARD MEMBERS. The Association Board of Directors, hereafter referred to as the Board, shall consist of seven (7) members. The Board includes the Immediate Past President of the Association, the presiding President of each chapter (3) and a Vice-President of each chapter (3).

A.) IMMEDIATE PAST PRESIDENT. The Immediate Past President resides on the Board to provide continuity between boards, as authority is passed between chapters and the newly installed Association President.

SECTION 2. VOTING. The Board shall have seven (7) voting members. Each chapter shall have two (2) votes. One (1) vote shall be assigned to each chapter's President and one (1) vote assigned to the Vice-President. The Immediate Past President of the Association shall have one (1) vote.

SECTION 3. TERM. The term of a Board member remains as long as they are an elected board member of their respective chapter.

SECTION 4. DUTIES. It shall be the duty of the Board to develop by-laws, policies and procedures, which will advance and protect the purposes of this Constitution and the Association.

SECTION 5. REPRESENTATION. The Board represents the membership when engaged in meetings, discussions, and consultations with other associations, state and local agencies. The Board will represent all chapters of the Association and vote on matters related to the Association.

SECTION 6. ADDITIONAL SERVICES. The Board may employ or contract for help deemed necessary to conduct Association business.

SECTION 7. BOARD MEETINGS. Board meetings shall occur at least quarterly and be scheduled by the President or called by two (2) or more members of the Board. When a meeting is called by two (2) or more members of the Board, written notice shall be given to all members of the Board fifteen (15) days in advance of said meeting, designating the date, time, place and purpose of said meeting.

SECTION 8. BOARD QUORUM. A Board meeting quorum shall consist of four (4) members from two (2) or more member chapters. Voting by proxy is not allowed.

SECTION 9. BOARD MEMBER VACANCY. In the event of incapacity of, or vacancy in, the office of President, Vice President/Executive Secretary, Treasurer, or other Board members, except the Past President, the replacement shall be selected, within 45 days, by the chapter board from which the officer came, to serve for the period of the incapacity or for the remainder of the term.

SECTION 10. MISCONDUCT. Members of the Board shall not carry out, or engage in, any conduct and/or activity which impairs or undermines the legitimate purpose and objectives of the Association.

SECTION 11. MISCONDUCT REVIEW. When allegations of misconduct are made against any member of the Board, the remaining Board members will review the allegations. Allegations must be made, in writing, to the Board.

SECTION 12. DISCIPLINE. Upon determining that misconduct has occurred, the Board may impose such sanctions, as it deems appropriate, up to and including removal from office. Decision to discipline Board members shall be made by two-thirds (2/3) vote of the remaining Board. The general membership will be notified of Board decisions.

SECTION 13. REMOVAL & REPLACEMENT. If a member of the Board is removed, the chapter that they represent may replace them or lose that representation on the Board.

## **ARTICLE V**

### **Officers of the Association**

SECTION 1. OFFICERS. The Officers of the Association shall consist of a President, Vice-President/Executive Secretary, and Treasurer. The President of each chapter shall be the officers of the Association.

SECTION 2. TERM. Chapter presidents shall hold the Association offices of President, Vice-President/Executive Secretary, and Treasurer for one year. At the end of the annual Association meeting, the chapter presidents rotate into new Association offices in the following order.

<b>Officer</b>	<b>Year 1</b>	<b>Year 2</b>	<b>Year 3</b>	<b>Following Yr.</b>
President	Coastal	Southern	Inland	Return to Yr. 1
Vice President	Southern	Inland	Coastal	Return to Yr. 1
Treasurer	Inland	Coastal	Southern	Return to Yr. 1

SECTION 3. INSTALLATION OF NEW OFFICERS. New officers shall take office at the end of the annual meeting.

SECTION 4. VACANCY OF THE OFFICE OF PRESIDENT. In the event of incapacity or vacancy of the office of President, the Vice President does not succeed the Association President if a term remains incomplete. (See Article IV, Section 9 for replacement)

## **ARTICLE VI**

### **Duties of Association Officers**

SECTION 1. PRESIDENT.

The President shall:

- A.) Be the executive officer of the Association and shall represent, and act for and in behalf of, the Association in all matters except as otherwise provided for in the Constitution.
  
- B.) Preside at all duly constituted meetings of the membership.

- C.) Be Chairperson on the Board and an ex officio member of all standing committees.
- D.) Shall authorize expenditures, within budget appropriations approved by the Board, and perform all duties usually performed by Presidents of like organizations.
- E.) The President shall develop the quarterly Board meeting agenda.

## SECTION 2. VICE-PRESIDENT/EXECUTIVE SECRETARY.

The Vice-President/Executive Secretary shall:

- A.) Preside as President, in the temporary absence of the President, at duly constituted meetings or events.
- B.) Perform duties assigned by the President or by the Board.
- C.) Make or cause to be made, a record of the proceedings at all meetings of the Association and at all meetings of the Board.
- D.) Under the direction of the President and the Board, conduct the general business of the Association, edit and publish any official administrative publications for the Association, and perform such other administrative duties usually performed by executive secretaries of like organizations.
- E.) Maintain a repository of all minutes and make available to the general membership.
- F.) Receive and maintain a file of notes and records from Association officers and committees.
- G.) Collect and maintain documents, during the term, and transfer to the newly identified Vice-President/Executive Secretary at the annual conference, or within 30 days of the new term.

## SECTION 3. TREASURER.

The Treasurer shall:

- A.) Perform such duties assigned by the President or by the Board, as performed by treasurers of like organizations.
- B.) Have charge of all monies and securities belonging to the Association, and, according to policies and practices established by the Board, shall disburse all Association funds.

- C.) Keep accurate accounts of all monies received and disbursed by the Association and shall perform such duties as may be required by the Board.
- D.) Upon leaving office, turn over to the successor, or to the Board, an account of the Treasurer's stewardship and all monies and property of the Association. This account shall be distributed to the Board, and information made available to the membership at the annual meeting. The Treasurer's report shall include the status of all monies received and disbursed by the Association.
- E.) As required, a team comprised of the treasurers of each chapter shall review all financial records of the previous term.

## **ARTICLE VII**

### **Committees**

SECTION 1. TYPES. There may be three types of committees in the Association as follows:

- A.) STANDING COMMITTEES. The Board is authorized to establish specific standing committees, focused on administrative needs, which benefit the Association. These committees are continuous and not confined by a time limit or membership on the Board.
- B.) SPECIAL COMMITTEES. The Board has the authority to establish committees that are concerned with various aspects of the Association's programs rather than the administrative affairs of the Association.
- C.) AD HOC COMMITTEES. The Board may form special ad hoc committees, at any time, for special purposes or assignments. They will cease to function when their specific task is completed.

SECTION 2. CHAIRPERSON. A chairperson for each standing committee shall be appointed by the President and shall be selected from the Board of the Association. The President, with approval of the Board, shall appoint all other committee chairpersons.

SECTION 3. COMMITTEE MEMBERSHIP. Membership on the committees shall consist of general members of the Association, in good standing, appointed by the committee chair, the President or the Board.

SECTION 4. COMMITTEE DUTIES. The committees shall carry out their duties as assigned by the Board.

SECTION 5. COMMITTEE MEETINGS. Meetings may be called by the chairperson, the President, the Board, or by two (2) or more members of the committee. When a meeting is called by two (2) or more members of the committee, written notice shall be given to all committee members, the President and the Board fifteen (15) days in advance of said meeting designating the date, time, place and purpose of said meeting.

SECTION 6. COMMITTEE ATTENDANCE. Committee meetings shall be open to all members of the Association.

SECTION 7. COMMITTEE REPORTS. Each committee chairperson shall keep a record of attendees and produce a report summarizing the discussion and findings. Copies of the report shall be forwarded to the Board.

SECTION 8. COMMITTEE AUTHORITY. Committees shall make recommendations to the Board.

SECTION 9. COMMITTEE CONTINUITY. Chairperson of each committee shall keep a file of the activities of that committee during his/her term. These files shall be turned over to a successor, or Board Vice-President/Secretary, upon termination of the chairperson's term.

## **ARTICLE VIII**

### **General Membership Meetings**

SECTION 1. MEETINGS. Duly constituted meetings shall be the annual meeting of the Association and special meetings.

SECTION 2. ANNUAL MEETING. The annual meeting of the Association shall be held at the annual conference/training program:

- A.) The responsibility for planning and conducting the annual conference/training program shall be rotated annually among the three member chapters.
- B.) The presiding President's chapter hosts the annual conference/training program and meeting. The conference may be held anywhere in the state for the benefit of members of the Association.

C.) The date shall fall within the last four months of the calendar year, determined by the chapter hosting the annual meeting , and approved by the Board.

D.) It is customary to sign up new chapter members at the annual conference/training program. As part of the registration, new members designate an affiliation with one of the three chapters. New member registration information, and dues paid with conference registration, must be forwarded to the appropriate chapter within 45 days.

SECTION 3. SPECIAL MEETINGS. Where time is of the essence, emergency meetings of the Board may be called by the Board Chair or any officer of the Association , or any two (2) members of the Board. If a physical meeting is not possible, and action must be taken, the Board shall conduct a vote by telephone. An attempt to reach all Board members must be made and a quorum must be established. The vote of the majority will be the action of the Board. The action will be read into the minutes of the next meeting of the Board.

SECTION 4. EMERGENCY. The Board is empowered to act for the Association in an emergency when it is impractical to call a meeting of the Association.

## **ARTICLE IX**

### **Finances**

SECTION 1. DEPOSITS. The Treasurer, in the name of the Association, shall deposit all funds of the Association in a bank covered by the Federal Deposit Insurance Corporation. Deposits shall be made by check, check card or other approved electronic means, and signed by the Treasurer, and/or designated officers, as approved by the Board.

SECTION 2. BUDGET. Each year the Treasurer shall develop a budget. The Board shall vote to accept, or modify and accept, the budget by a majority vote. Such a vote will approve expenditures within the budgeted limit.

SECTION 3. EXPENDITURES. The Treasurer is authorized to draft funds of up to five hundred dollars (\$500.00) per administrative expense with an accumulation not to exceed \$1,500. Requests for extraordinary expenditures, must receive prior approval by the Board. Funds shall be withdrawn by check, check card or other approved electronic means, and signed by the Treasurer, and/or designated officers, as approved by the Board.

SECTION 4. ACCOUNTABILITY. A financial statement shall be made available, in writing, to all member chapters of the Association at the annual meeting.

## **ARTICLE X**

### **Fiscal Year**

SECTION 1. STATE. The State Association fiscal year shall be January 1 to December 31.

SECTION 2. CHAPTER. Chapter fiscal year shall be January 1 to December 31.

## **ARTICLE XI**

### **Association Funds**

SECTION 1. INCOME. The income of the Association shall include assessments, contributions, loans, interest, grants, awards, dividends, and monies derived from any legitimate business or source.

SECTION 2. CHAPTER DUES. Each chapter shall determine annual membership dues of the individual member to the member chapters. The dues will include an assessment to the Association.

SECTION 3. ASSESSMENTS. Assessments of the member chapters of this Association shall be established, annually, by the Board. The annual assessment of the member chapters shall be based on the anticipated cost of operations of the Association for the ensuing fiscal year. The Board notifies the chapters of the assessment and its due date. The Board shall establish an assessment schedule at the first meeting of each new term.

SECTION 4. OPERATIONAL COSTS. Anticipated costs of operation of the Association for the ensuing fiscal year shall be presented at the annual meeting each year to the Board.

SECTION 5. USE OF FUNDS. All monies collected by this Association shall be used for the general purposes and objectives of the Association, including recognition of achievements at the annual meeting.

SECTION 6. ASSOCIATION DISOLUTION. In the event that this Association is disbanded, all funds remaining in the Association treasury shall revert to the treasuries of the remaining member chapters on a per member basis.

SECTION 7. CHAPTER DISOLUTION. In the event a chapter is disbanded all monies remaining shall revert to the Association.

## **ARTICLE XII**

### **Publications**

SECTION 1. TYPES OF PUBLICATIONS. The Association may publish bulletins, newsletters, pamphlets, journals, newspapers, magazines, periodicals, and general literature, from time to time, and in such manner as may be determined by the Board.

## **ARTICLE XIII**

### **Records**

SECTION 1. TYPES OF RECORDS. The records of the Association shall include, but not be limited to, books of accounts, the Constitution and amendments thereto, minutes of all duly constituted meetings, and minutes of committee meetings. All records shall be maintained by the appropriate Board member designated in Article VI and Article VII.

SECTION 2. MEETING MINUTES. Minutes of all duly constituted meetings shall be presented for acceptance to the voting members of the Association at the next duly constituted meeting. Upon acceptance by a majority vote the Association Vice-President/Executive Secretary shall file the minutes. Such minutes shall constitute conclusive evidence of the proceedings at said meeting.

SECTION 3. RECORDS RETENTION. Annually, the Board shall review the records retention practice and update it as necessary.

## **ARTICLE XIV**

### **Affiliation with Other Organizations**

SECTION 1. OUTREACH. For the same reasons that prompted the establishment of this Association within the State of California, it is considered appropriate that the

California Emergency Services Association, from time to time ,affiliate with other organizations, including national organizations, provided that such affiliation may be accomplished without loss of autonomy and without conflict with the provisions of this Constitution.

SECTION 2. OUTREACH AGREEMENTS. Upon approval by a majority vote of the Board, the President/or designee is authorized to sign such letters of agreement.

## **ARTICLE XV**

### **Parliamentary Authority**

Robert's Rules of Order, latest edition, shall be the parliamentary authority for all matters of procedure not specifically covered by the Constitution of the Association. The President may appoint a parliamentarian to serve during the fiscal year.

## **ARTICLE XVI**

### **Disclaimer of Endorsements**

No individual member, group of members or member chapter shall have the authority to endorse or recommend any product or service in the name of the Association.

## **ARTICLE XVII**

### **Amendments to Constitution**

SECTION 1. SUBMITTAL. Amendments to the Constitution may be submitted to the Board, through chapter officers, at any duly constituted chapter or Association meeting. Amendments shall be in resolution form.

SECTION 2. BOARD REVIEW. The Board shall study the proposed amendment, making a report at a duly constituted meeting, noting any changes, modifications, substitutions or recommendations.

SECTION 3. PRESENTATION TO GENERAL MEMBERS. The Board may elect to accept the changes for general membership vote or refer changes to the respective member chapter boards for input.

SECTION 4. BALLOT. Amendments to the Constitution shall be approved by general ballot of the members. Ballots shall be mailed to all voting members thirty (30) days prior to the date of return. Only those ballots postmarked prior to the return date or collected on the termination date shall be counted.

SECTION 5. BALLOT COMMITTEE. The Board shall select a ballot committee of not less than six (6) voting general members, two from each chapter, not less than thirty (30) days prior to the ballot return date. It shall be the responsibility of the ballot committee to validate and count the vote.

SECTION 6. BALLOT RULES. The Board shall establish rules for handling ballots and for matters relating to voting. Copies of such rules shall be sent to each voting member together with the ballots.

SECTION 7. ADOPTING AMENDMENTS. To adopt amendments, the ballot must receive a two-thirds (2/3) majority vote from the general membership that voted.

## **ARTICLE XVIII**

### **Validity**

If any provision of this Constitution, or the application thereof to any person or circumstance, is held invalid by a court of law, the remainder of this Constitution, and the application of its provision to other persons or circumstances, shall not be affected thereby.

## **ARTICLE XIX**

### **Revocation**

This Constitution revokes all previous constitutions and by-laws of the Association.

## **ARTICLE XX**

### **Effective Date**

SECTION 1. EFFECTIVE DATE. These articles shall take effect, and the Association shall become operative, at such time as the three (3) aforementioned chapters ratify this Constitution.

SECTION 2. TERMINATION. At such time as membership in this Association shall become fewer than two (2) member chapters, the Association shall cease to exist.