

# **Foundation of Higher Education for Disaster/Emergency Management/Homeland Security**

**Foundation By-Laws**

**Adopted: January 29, 2006**

**Last Revision:**

## **BYLAWS OF THE FOUNDATION**

### **ARTICLE I**

#### **NAME, STATUS, MEMBERS, AGENT AND PRINCIPAL OFFICE**

##### **Section 1. Incorporation**

The Foundation of Higher Education for Disaster/Emergency Management/Homeland Security is incorporated under the laws of the State of North Carolina. This organization shall also be known by the initials "FoHE" (Foundation of Higher Education).

##### **Section 2. Status**

This foundation is a charitable, non-profit, educational association as defined in Section 501(c)(3) of the Internal Revenue Code and N.C. General Statute 55A-2-02(a)(2).

##### **Section 3. Members**

The Foundation shall consist of individuals and institutions professionally engaged or interested in the promotion of post-secondary education in the fields of Disaster and Emergency Management, Homeland Security, and related disciplines.

##### **Section 4. Registered Agent and Principal Office:**

The Registered Agent is: Craig A. Marks

The Official address of the Agent and the Foundation is:

263 Spence Road  
Lillington, NC 27546  
Harnett County

## **ARTICLE II PURPOSE, VISION AND MISSION**

### **Section 1. Purpose:**

To facilitate and support the efforts of students, researchers, academicians, administrators and practitioners to develop standards that will strengthen the disaster/emergency management and homeland security profession.

### **Section 2. Vision**

FoHE is dedicated to excellence in teaching; research and public outreach in disciplines contributing to the disaster phases and the security of the homeland; and will be the premier organization promoting collaborative opportunities between the public, private and academic communities.

### **Section 3. Mission**

To serve the disaster, emergency management and homeland security educational communities by:

- A. Developing post-secondary coursework and programs, including those for use in Associates, Baccalaureate and Graduate programs.
- B. Facilitating and encouraging scholarly research leading to the development of up-to-date textbooks and course materials for the use in post-secondary programs.
- C. Facilitating and encouraging scholarly research in all sciences and disciplines surrounding all hazards for disaster and homeland security.
- D. Acting as a clearinghouse for information on education in disaster, emergency management and homeland security issues.
- E. Providing a forum for creative and innovative problem solving for issues in education in disaster, emergency management and homeland security issues.
- F. Maintaining and expanding educational standards for disaster, emergency management and homeland security programs to build the profession.
- G. Fostering informed decision-making on public policy in the emergency management and homeland security arena.
- H. Being the recognized leaders in development of policy, field research coordination, and integration among the academic, public, private sectors and non-governmental organizations (NGO).
- I. Promoting the highest academic standards for programs, credentialing and

certifications in education for disaster, emergency management and homeland security programs.

- J. Promoting new technologies that benefit the disaster, emergency management and homeland security sectors.

### **ARTICLE III MEMBERSHIP**

#### **Section 1. Eligibility**

Any person or institution supportive of the Foundation purposes is eligible for membership.

#### **Section 2. Classification of Membership**

##### **A. Individual Member**

Individual membership is defined as any teacher, professor, researcher, administrator or other interested professional with an interest in homeland security or disaster/emergency management issues and who agrees to support the mission of the Foundation.

##### **B. Affiliate Member**

Affiliate member is defined as any person, not involved in education, with an interest in homeland security or disaster/emergency management issues and who agrees to support the mission of the Foundation.

##### **C. Institutional Member**

Any university, college, corporation, company, NGO, other organization or political jurisdiction having an interest in disaster, emergency management and homeland security issues and such group agrees to support the mission of the Foundation.

##### **D. Honorary Member**

Honorary membership may be awarded annually by a majority vote of the Board of Directors for outstanding contributions towards the advancement of disaster research, emergency management or homeland security.

##### **E. Life Member**

There shall be two types of Life membership which are further defined in the administrative policies and procedures (APP):

1. An individual may pay a sum, the equivalent of 12 annual membership payments, to receive lifetime membership benefits
2. An individual who, having been a dues paying member for not less than five years, and, who is retired from the profession and/or teaching; and who is no longer working full-time in the field.

#### F. Student Member

Student membership shall be accorded to any individual attending a post-secondary program in or related to disaster/emergency management or homeland security.

### **Section 3. Dues and Fees**

- A. The term of membership for which dues are paid is January 1 through December 31.
- B. Dues shall be established in a manner as identified in the Administrative Policies and Procedures and at a level sufficient to cover the Foundation's administrative costs.
- C. Dues and fees shall be paid by December 31, and thereafter will be considered delinquent. Members whose dues are delinquent for a period of 30 days, who have not made arrangements to extend the payment deadline, shall forfeit membership.

### **Section 4. Fiscal Year**

The Fiscal Year is January 1 to December 31.

## **ARTICLE IV OFFICERS**

### **Section 1. Officers**

The officers of the Foundation shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President.

### **Section 2. Presidential Team**

There shall exist a Presidential Team comprised of the elected officers of President, President-Elect and Immediate Past President for the purpose of sharing Presidential workload and duties.

### **Section 3. Past-President's Advisory Council**

There shall be an advisory council that shall include all past-presidents. Upon designation as the "Immediate Past President," they shall qualify for membership in the council. The council serves as an unofficial advisory group and repository of historical knowledge to assist the president and the Foundation.

#### **Section 4. Duties of Officers**

- A. The President shall represent the Foundation in a leadership capacity that best advances the interest of HEA and its membership. Among the President's duties are providing support and direction to committees; representing the Foundation at various functions and with other organizations; presiding at meetings of the Foundation and the Board of Directors; authorizing expenditures within budget appropriations approved by the Board of Directors; and performing such other duties as required and provided for in the Administrative Policies and Procedures.
- B. The President-Elect shall assist the President as a member of the Presidential Team. The President-Elect shall perform the duties of the President in the absence or disability of that officer and perform other duties as required by the Administrative Policies and Procedures.
- C. The Immediate Past President shall assist the President as a member of the Presidential Executive Team. The Immediate Past President shall chair the Past-President's Advisory Council, assist in representing the Foundation as needed, and perform other duties as required by the Administrative Policies and Procedures.
- D. The Secretary shall maintain accurate records of the proceedings of all meetings of the membership, the Board of Directors, 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 Foundation in accordance with the Administrative Policies and Procedures.

#### **Section 5. Directors**

The directors of the Foundation shall be:

- A. The officers;
- B. A representative of each of the paying categories of membership.

#### **Section 6. Duties of Directors**

Each shall act as liaisons between the Foundation, members and constituents. Each shall serve as the representative of the Foundation in the Region in all matters

pertaining to the Foundation. Subject to the approval of the President, each shall act on behalf of the President in accordance with the Administrative Policies and Procedures.

### **Section 7. Qualifications of Officers and Directors**

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

- A. Have been an Individual member for a minimum of three consecutive years prior to seeking office.
- B. Served as an officer, committee chair, or been an active committee member for two consecutive years.
- C. In order to be placed on the ballot for election to office, the person must meet the qualifications as established in the Administrative Policies and Procedures.

### **Section 8. Method of Selection**

The officers shall be selected as follows:

- A. The President-Elect shall succeed to the office of President when the President's term ends or if the President terminates that involvement for any reason. The President-Elect is elected at the end of the first year of the President's term.
- B. President-Elect, Secretary and Treasurer shall be elected at the Annual General Meeting of the membership, in accordance with the Administrative Policies and Procedures.
- C. Other directors are elected annually in accordance with the administrative policies and procedures.
- D. The person holding the office of President at the time of the election of officers shall be designated the Immediate Past President for the ensuing year.

### **Section 9. Term of Office**

- A. The term of office for elected positions shall be for two years. The expiration of the Secretary and Treasurer shall not occur in the same year. The term shall commence immediately following the installation of officers that shall be conducted at the Annual General Meeting.
- B. The President and President-Elect shall not succeed themselves in their respective offices.

- C. The Secretary and Treasurer may seek reelection to their present office not to exceed a maximum of two consecutive terms.

### **Section 10. Vacancy in Elected Offices**

- A. In the first year of the President's term, if the president vacates the office, the Immediate-Past-President shall fill the position until the next Annual General Meeting at which time the elected President-Elect shall move into the position and serve two (2) years.
- B. If a vacancy occurs in the office of the President-Elect, the position will remain vacant until the next election of officers at which time a President will be nominated as a part of the slate of officers.
- C. If a vacancy occurs in either the office of Secretary and/or Treasurer, the President shall, with the Board of Directors' confirmation, appoint a qualified member to fill the vacancy for the remainder of the term.

## **ARTICLE V BOARD OF DIRECTORS MEETINGS**

### **Section 1. Board Meetings**

- A. Immediately following the Annual General Meeting of the membership, the Board of Directors shall meet to determine policy for the ensuing year. The Board of Directors shall meet to conduct business at such other times as the President may direct, provided that the members of the Board shall be notified at least ten (10) days in advance of such meetings.
- B. The President may call a Special Board meeting when deemed necessary or at the written request of a majority of the Board of Directors. At such special board meetings, only the business that necessitated the meeting shall be acted upon.
- C. All meeting shall be as established in the Administrative Policies and Procedures.

### **Section 2. Quorum**

A simple majority of the members of the Board of Directors shall constitute a quorum.

### **Section 3. Designation of Appointed Agents**

- A. The President and Board of Directors shall provide in the Administrative Policies and Procedures for the selection and appointment of any appointed agents, paid or unpaid.

- B. The duties and responsibilities of any appointed agents shall be delineated in the Administrative Policies and Procedures.
- C. Appointed agents shall consist of, but not be limited to:
  - 1. Executive Director
  - 2. Accreditation Commission Chair
  - 3. Credential Commission Chair
  - 4. Academic Commission Chair
  - 5. Communications Commission Chair
  - 6. Mu Epsilon Rhu Honor Society Coordinator

#### **Section 4. Administrative Policies and Procedures**

- A. At the Board meeting immediately following the Annual General Meeting of the membership, the Board of Directors shall ratify and/or amend the Administrative Policies and Procedures which shall set forth the duties and responsibilities of all those who act on behalf of the Foundation.
- B. Amendments to the Administrative Policies and Procedures may be submitted to the Board of Directors by any member of the Foundation. Such amendments shall be considered and acted upon by a roll call vote of the Board of Directors.
- C. Annually, all members shall be informed in writing of any amendments adopted in the Administrative Policies and Procedures.

### **ARTICLE VI MEETINGS OF THE MEMBERSHIP**

#### **Section 1. Meetings**

- A. The Annual General Meeting of the membership shall occur at a time and place designated in accordance with the Administrative Policies and Procedures.
- B. With the majority approval of the Board, a Special General Meeting of the membership may be called by the President to address urgent matters that require the consideration of the full membership of the Foundation. Any member may request the President call such a meeting.
- C. Any new business introduced at the annual business meeting should be in writing and presented to the Board of Directors 30 days prior to the Annual Conference.
- D. Other meetings of the Foundation membership and its subunits to advance the mission of the Foundation are encouraged.

## **Section 2. Quorum**

- A. A simple majority of the voting members who are registered and present at an Annual General Meeting shall constitute a quorum.
- B. Business requires a simple majority of the vote unless otherwise specified in the Bylaws or Administrative Policies and Procedures.

## **Section 3. Voting**

- A. The right to vote as a member of the Foundation may be exercised only when the appropriate membership fee has been paid for the current membership year (January 1 - December 31).
- B. Individual, Affiliate and Life members shall have the right to vote (consistent with Article VIII) on any issue put before the body assembly of the organization provided they are either registered and in attendance at a business meeting of the Foundation or have returned a mail ballot distributed prior to the meeting. Institutional members shall have one vote with the voting member's name on file with the Foundation.
- C. Mail ballots are permitted. If a mail ballot is submitted, a member present at the Annual General Meeting who has already cast the ballot may not re-cast it in person.
- D. Voting by proxy is not permitted.

## **ARTICLE VII COMMITTEES**

### **Section 1. Standing Committees**

Within thirty (30) days after taking the Oath of Office, the President shall, with the consent of the Board of Directors, make appropriate amendments to the list of Standing Committees in the Administrative Policies and Procedures. The President shall then appoint and give a mandate to each of the Standing Committees. The Nominations shall be a permanent Standing Committee.

### **Section 2. Ad Hoc Committees (Special Committees)**

The President may appoint Ad Hoc (Special) Committees as deemed essential to the business and well-being of the Foundation. Such committees shall cease to function when their specific task has been completed or at the conclusion of the sitting President's term.

## **ARTICLE VIII RIGHTS OF MEMBERS**

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

Members are considered to be "in good standing" if all applicable dues, fees and other amounts owed are paid in full.

Members in good standing are expected to abide by the Bylaws and the Code of Ethics of the Profession

Members in good standing may:

- A. Hold office according to guidelines established in the Administrative Policies and Procedures.
- B. Vote, according to the process established in the Administrative Policies and Procedures on:
  - 1. Amendments to the Bylaws.
  - 2. Election of officers.
  - 3. Matters of business arising at the Annual General Meeting.
- C. Vote on Administrative Policies and Procedures actions of the Board of Directors affecting the rights of members on:
  - 1. Changes in dues.
  - 2. Voting procedures.
- D. Serve on committees and commissions

### **Section 2. Procedures for Administrative Policies and Procedures**

- A. Proposed changes to Administrative Policies and Procedures affecting the rights of members as defined in Article VIII - Section 1-C shall be published in advance of the annual meeting or 90 days prior to the date of implementation.
- B. A minimum of twenty members may petition the President no less than 90 days prior to the annual meeting requesting that the proposed change be placed on the ballot for action at the annual meeting.
- C. Actions of the Board in amending the Administrative Policies and Procedures may be reversed only by a two-third majority of the eligible members who vote.

## **ARTICLE IX OPERATIONS**

### **Section 1. ICS**

The daily operations of the Foundation and the operations of any commission shall be formed around the principles of the Incident Command System (ICS) and Unified Command (UC):

The basic elements of ICS functionality consist of:

Command  
    Safety  
    Public Information  
    Liaison

Administration and Finance

Operations

Logistics

Planning

## **ARTICLE X AMENDMENT OF BYLAWS**

These Bylaws may be amended by a two-thirds (2/3s) majority of the votes cast, pursuant to the procedures established by the Administrative Policies and Procedures.

The proposed changes to the Bylaws must be circulated to the membership 30 days prior to said Annual General Meeting. Any proposed changes that are supported by a 90% vote at the business-meeting can, however, be adopted into the Bylaws without satisfying the 30-day requirement.

## **ARTICLE XI PARLIAMENTARY AUTHORITY**

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

**ARTICLE XIII  
PROVISION FOR DISTRIBUTION OF ASSETS**

In accordance with N.C. General Statute 55A-14-03, in the event of the dissolution of this corporation, after satisfying any debts, all assets of the corporation shall be distributed to a like organization(s) in accordance with the plan for dissolution in the Administrative Policies and Procedures.

**ARTICLE XIII  
DISCLAIMER OF ENDORSEMENT**

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

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

**ARTICLE XIV  
INITIAL DIRECTORS**

The initial directors of the foundation are:

Craig A. Marks, CERP, CEM, CAS, MEP  
263 Spence Road  
Lillington, NC 27546

Kay C. Goss, CEM  
965 Harrison Circle  
Alexandria, VA 22304

Valerie Lucus, CEM, CBCP  
PO Box 180  
Berkley, CA 94701-0180

Daryl Spiewak, CEM, TEM, TCFM  
8213 Woodcreek Drive  
Woodway, TX 76712-3508

Adopted January 29, 2006.

Revision #1:

Revision #2:

Revision #3:

Revision #4: