

Florida Emergency Preparedness Association BYLAWS

April 2024

ARTICLE I

DESCRIPTION

Section 1. Name and Territorial Limits

- (a) The name of this organization shall be the “Florida Emergency Preparedness Association, Incorporated”, hereinafter sometimes referred to as the “Association”.
- (b) The Association shall be a nonprofit organization, incorporated under and operated in compliance with the laws of the State of Florida.

Section 2. Geographical Limits

The Association shall be organized into regional areas established by the Board of Directors.

ARTICLE II

PURPOSE

Section 1. Purpose

The Florida Emergency Preparedness Association (FEPA) is organized exclusively for educational or training purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The purposes of this Association shall include the following:

- (a) To promote a professional emergency management organization comprised of all disciplines of emergency management to further the education of emergency management and response personnel.
- (b) To promote and enhance the effective management and operation of professional emergency management offices and services throughout the State of Florida through educational and training programs.

- (c) To study, research, collect, compile, and disseminate information about effective emergency management and related functions to federal, state and local governments, and other entities throughout the State of Florida.
- (d) To educate the membership on local, state, and federal proposals that impact the effectiveness of emergency management programs
- (e) To develop, promote and conduct educational programs including workshops, seminars, and conferences in the field of emergency management.
- (f) To offer a certification program to the membership and the State of Florida Emergency Management community to raise and maintain professional standards, certifying education, training, experience, achievements, and contributions within the emergency management profession.

Section 2. Mission

The mission of the Florida Emergency Preparedness Association, Incorporated is to provide an educational network between emergency managers and their partners at the federal, state, county, municipal, tribal, volunteer, and private industry level, on critical emergency management issues.

Section 3. Goals and Objectives

The goals and objectives of the Association shall be:

- (a) To advance the professional development and career enhancement of the members through the exchange of ideas, development and provision of training, education, and promotion of professional standards.
- (b) To coordinate the efforts and plans of this Association with other organizations having common goals and objectives.
- (c) To provide educational forums for sharing lessons learned ~~from disasters~~.
- (d) To address planning, training, and procedural issues critical to emergency management, particularly at the local level.
- (e) To assist county, ~~and~~ municipal and state governments, business and non-profit sectors, tribal governments and private citizens in the establishment and maintenance of an effective emergency preparedness, management, and planning program through training, education, and professional development.
- (f) To educate the membership on public policy affecting emergency management at the federal, state, and local levels.

- (g) To promote a strong organizational structure through which our membership can best prepare for natural and technological emergencies and disasters.

ARTICLE III

MEMBERSHIP AND STANDARDS OF CONDUCT

Section 1. General

Membership in the Association shall be available to any person who has an interest in or whose responsibilities relate to emergency management with any governmental agency, tribal government, public or private non-profit organization, or private for-profit organization. An applicant who has filed a completed membership application and paid their dues is deemed to be in good standing.

Annual dues shall be paid no later than December 31 of each calendar year for the subsequent year. Dues shall be reviewed and adjusted as necessary by the Board of Directors; changes in dues must be brought to a vote before the membership. Dues amounts shall be listed in the Administrative Policies and Procedures.

Resignations from the Association shall be in writing or by email and sent to the Executive Director. Members resigning prior to the end of the calendar year shall forfeit dues.

The Executive Committee may deny or revoke membership for violation of the Association's Standards of Conduct according to the process outlined in Section 5(I) below.

Section 2. Regular Membership

Regular membership shall be accorded to any person who has an interest in or whose responsibilities relate to emergency management with any governmental agency, public or private non-profit organization, or private for-profit organization. Regular members may hold office, are entitled to one vote, and are subject to annual dues.

Section 3. Corporate Membership

Corporate membership may be extended to any corporation, business or member of the private sector that provides a service in or product for emergency management. Corporate members are entitled to two regular memberships; each with one vote, which shall be cast by the member's designated representatives. Corporate members shall be subject to annual dues. Corporate members' representatives may serve on committees and working groups.

Section 4. Student Membership

Student membership is accorded to an individual who is attending an accredited post-secondary education institution full time in an emergency management related course of study, is in good academic standing, and is not employed full time in an emergency management related field. Student members are subject to annual dues and may serve on committees and working groups but may neither hold office nor vote.

Section 5. Standards of Conduct

The Association has established Standards of Conduct to preserve the professionalism and integrity of the organization. These Standards guide members and other participants in Association business and events to adhere to the highest standards of ethical and professional conduct.

A. PRINCIPLES

Association members agree to conduct themselves in accordance with the basic principles of respect, commitment, and professionalism.

1. Respect

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

2. Commitment

Members commit their time and dedication to the organization and any committees or working groups they serve to the utmost of their ability. Members commit to continuous improvement by acting fairly and impartially, by fostering honest and trustworthy relationships, and by striving for accuracy and clarity. Members commit to the highest caliber of service delivered, striving to improve the position and reputation of the organization.

3. Professionalism

FEPA actively promotes professionalism to ensure public confidence in Emergency Management and its practitioners.

B. ABUSE OF MEMBERSHIP

Members shall not improperly use their membership with the Association for commercial or personal gain. Members of the Board of Directors (Directors) shall not improperly use their positions with the Association for commercial or personal gain.

C. CONFLICT OF INTEREST

Members and Directors of the Association shall act in the best interest of the Association at all times and shall avoid activities resulting in actual or implied personal gain.

D. MEMBER RELATIONS - GENERAL

Members shall treat each other with respect and fairness and will seek to work in a cooperative and productive way with each other. Directors have a particular responsibility in this regard; to ensure that all members and their views are heard, valued, and respected. Members shall not recklessly or maliciously injure, or attempt to injure, the professional reputation, prospects, or business of another, or of the Association.

E. CODE OF CONDUCT – MEETINGS AND ACTIVITIES

The Association is committed to ensuring a safe and welcoming environment for all members, participants, guests, students, instructors, staff, vendors, and venue employees at Association meetings and activities. We ask all members to embrace the Association's principles of respect, commitment, and professionalism and to conduct themselves at Association meetings and activities in a manner consistent with these principles. All members shall abide by this Code of Conduct during all meetings and activities including trainings, conferences, and other events, whether in-person or virtual, and any other Association-related gatherings.

All members and participants in Association meetings and activities are expected to act in a civil, professional, and respectful manner. Unacceptable conduct by or against members, participants, guests, students, instructors, staff, vendors, and venue employees at Association meetings and activities (including one-on-one communication surrounding the meeting or activity) includes:

- Harmful or offensive verbal or written comments or images, whether oral, written, or electronic, related to race, ethnicity, religion, color, sex, age, national origin, sexual orientation, disability, gender identity or expression, ancestry, pregnancy, or any other characteristic protected by law.
- Real or implied threat of physical harm.
- Real or implied threat of professional, reputational, or financial damage or harm.

- Bullying or intimidating behavior.
- Sustained disruption of the meeting or activity.
- Retaliation or retribution against any member, participant, guest, student, instructor, staff, vendor, or venue employee for making a complaint under this Code of Conduct.
- Unwelcome, uninvited, or inappropriate attention or physical contact including sexual attention or contact.
- Advocating for or encouraging any of the above behaviors or actions.

Other unacceptable conduct at Association meetings and activities includes demeaning, discriminatory, intimidating, abusive, or harassing conduct or speech towards any member, participant, guest, student, instructor, staff, vendor, or venue employee. The Association intends these prohibitions to be viewed broadly, whether the conduct is legally actionable or not. This Code of Conduct is not intended to restrict free and open debate, but rather to deter and address unacceptable conduct.

The Association expects that members and participants in its meetings and activities will act responsibly when using alcohol or other legal substances. No illegal substances are permitted at Association meetings or activities. Members or participants who become impaired and engage in unacceptable conduct may be asked to leave the meeting or activity depending on the severity of the disruption resulting from the individual's impairment.

If you are being harassed, observe someone else being harassed, or have concerns about potential violations of this Code of Conduct, notify a member of the Association's Executive Committee immediately. In the case of an emergency involving your or someone else's personal safety, call 911 or hotel/venue security, whichever feels safest for you. In all other cases, whether virtual or in-person, if an Executive Committee member is not readily available, email CodeConcern@fepa.org, or text that email address, and an Executive Committee representative will acknowledge your report within two (2) business days. The Executive Committee will take all appropriate action to protect anyone affected by violations of this Code and will keep reports confidential to the extent practicable.

The Association takes violations of this Code of Conduct very seriously. Accordingly, members or participants who violate this Code may be subject to sanctions including but not limited to removal or expulsion from an Association meeting or activity without refund if applicable; restriction from participation in future Association meetings or activities; and/or revocation of their Association membership as provided in these By-Laws.

F. FEPA LEADERSHIP AND CONTRACTORS

The Association requires Directors, members serving in appointed positions, and contractors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All representatives of the Association must practice

honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

G. REPORTING RESPONSIBILITY

This Whistleblower Policy is intended to encourage and enable FEPA Leadership and members to raise serious concerns internally so that the Association can address and correct inappropriate conduct and actions. It is the responsibility of FEPA Leadership to report concerns about violations of FEPA's Standards of Conduct or suspected violations of law or regulations that govern the Association's operations.

H. OPEN-DOOR POLICY

The Association has an open-door policy and suggests that members share their questions, concerns, suggestions, or complaints with their Leadership. Members who are not comfortable speaking with Leadership or are not satisfied with Leadership's response are encouraged to speak with the Parliamentarian as the Association Ombudsman.

I. VIOLATIONS

Persons making claims of a violation of the Standards of Conduct will notify the Parliamentarian in writing. An Executive Committee member who receives a direct report of a violation of the Meetings and Activities Code of Conduct (Section E, above) shall immediately notify the Parliamentarian in writing. Any written notification should include specific details. Upon receiving notification, the Parliamentarian shall notify the President of the complaint. The Parliamentarian will investigate and report their findings at the next Executive Committee meeting. If the investigation pertains to a certification designation or misuse thereof, the Parliamentarian will involve the Certification Committee Chair in conducting the investigation.

Note: If the Parliamentarian is the subject of the complaint, the person reporting (or Executive Committee member, in the case of a reported violation of the Meetings and Activities Code of Conduct) shall notify the President instead of the Parliamentarian. The President will then direct the Vice President to investigate. If the Parliamentarian receives a complaint or reported violation naming the President, then the Parliamentarian shall notify the Vice President instead of the President.

If the Executive Committee decides that a violation likely occurred that may warrant further action, the individual(s) against whom the allegation has been made shall be notified in writing by Registered Mail. The notice shall include the specific nature and details of the allegation, as well as the further action being considered by the Executive Committee. The accused individual shall have 15 calendar days after delivery confirmation of this notice to reply to the allegation, such reply being sent directly to the Parliamentarian who will share it with the Executive Committee for

consideration. If the Executive Committee determines that a violation of the Standards of Conduct has occurred, disciplinary actions that may be taken include, but are not limited to:

- 1) Verbal or written warning,
- 2) Demand for restitution,
- 3) Removal from Office, and/or
- 4) Revocation or Suspension of membership.

The Executive Committee shall issue a final determination and recommendation for action (if any). If the Executive Committee recommends action against the member, that recommendation will be submitted to the Board of Directors for ratification at the next Board meeting. A non-scheduled Board of Directors meeting for this purpose may be called by the President at the direction of the Executive Committee if the nature and urgency of the situation warrants. The Board of Directors may uphold the Executive Committee's determination and/or recommendation or recommend an alternate decision or disciplinary action. The subject of the investigation and will be notified in writing of the final action of Board of Directors.

J. "NO RETALIATION" POLICY

It is contrary to the values of FEPA for anyone to retaliate against any member or contractor who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Association. A contractor who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of their contract.

K. PARLIAMENTARIAN AS COMPLIANCE OFFICER

The Parliamentarian is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Parliamentarian will advise the Executive Committee of all complaints and their resolution and will report at least annually to the Treasurer on compliance activity relating to accounting or alleged financial improprieties.

L. ACCOUNTING AND AUDITING MATTERS

The Parliamentarian shall immediately notify the Treasurer of any concerns or complaint regarding corporate accounting practices, internal controls, or auditing and work with the Executive Committee until the matter is resolved.

ARTICLE IV

OFFICERS

The Elected Officers of the Association shall be the:

President
Vice-President
Secretary
Treasurer

All Elected Officers of the Association as defined above shall be members in good standing for three consecutive years prior to running for office, shall hold an Association issued certification, and be able to commit the time necessary to perform the duties assigned. All Officers must submit a letter of support from their supervisors. Elected Officers are expected to be active members of the Association and participate as members of at least one Committee or Working Group.

Section 1. Duties

- (a) The President shall appoint all liaisons. The President shall appoint or confirm committee chairs as designated under Article VII below. The President shall discharge duties as required by the Bylaws and membership of the Association. The President shall chair the meetings of the membership, the Board of Directors and the Executive Committee. The President or designee shall be the Spokesperson for the Association

The Administrative Policies and Procedures outline specific roles and responsibilities of the President.

- (b) The Vice-President shall have and perform all the powers and duties of the President in the President's absence, or if/when the President defers those powers and duties to the Vice-President.

The Administrative Policies and Procedures outline specific roles and responsibilities of the Vice-President.

- (c) The Secretary shall ensure an accurate record of all meetings of the general membership, the Board of Directors and the Executive Committee is kept.

The Administrative Policies and Procedures outline specific roles and responsibilities of the Secretary.

- (d) The Treasurer shall oversee the financial affairs of the Association.

The Administrative Policies and Procedures outline specific roles and responsibilities of the Treasurer.

- (e) All elected officers shall receive a current copy of the Bylaws and Administrative Policies and Procedures, providing signature as to receipt and understanding of their duties. Use of email to accomplish this requirement is acceptable.

Section 2. Election of Officers

The incoming President, Vice-President, Secretary and Treasurer shall be elected by ballot prior to the General Membership Annual Business Meeting, traditionally conducted in conjunction with the Annual Meeting in accordance with procedures listed in these Bylaws.

Section 3. Officers Terms of Office

The terms of office shall commence upon installation following the elections and shall be for a period of one (1) year or until successors are elected. Officers may be elected for multiple terms of office. No member shall hold more than one (1) office at a time.

Section 4. Vacancies

Should a vacancy occur in the office of President, the Vice-President shall automatically become President for the unexpired term. If the Vice-President is unable to fill the full unexpired term as President, or should a vacancy occur in any office, a successor will be appointed by the Board of Directors to fill the vacancy for the unexpired term of the office. Any successor for any Officer is subject to the requirements for that office. Such appointees need not be members of the Board of Directors.

Section 5. Elections

The nominee who receives the highest number of votes for each position will be elected. Specific Elections procedures are enumerated in the Administrative Policies and Procedures.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be comprised of the following thirteen voting members:

the Elected Officers,

the Area Governors or their respective Alternate Governors,

an available and qualified Past President of the Association appointed by the President,

and the Chaplain.

The Executive Committee shall appoint the Parliamentarian and the Chaplain. The Parliamentarian and Chaplain appointments shall be confirmed by the Board of Directors.

The Association's Parliamentarian, Executive Director and the Director of the Florida Division of Emergency Management shall serve as ex-officio members of the Board of Directors. Ex-officio members do not have voting rights.

Section 2. Responsibilities and Duties

The Board of Directors shall have general supervision of the affairs of the Association, adopt an annual budget for the Association, make recommendations to the general membership of the Association, and perform such other duties as specified in these Bylaws, as contained in the Administrative Policies and Procedures, or as directed by majority vote of a quorum of the membership of the Association. The Board of Directors shall develop, maintain and annually evaluate the Strategic Plan of the Association.

Section 3. Area Governors

The voting members in the respective geographic areas of the Association shall ~~select~~elect an Area Governor and an Alternate Area Governor to serve on the Board for a two-year term of office. Alternate Area Governors shall have the same authority, including the ability to vote on actions before the Board, as any Area Governor while acting in the absence of the Area Governor. Refer to Administrative Policies and Procedures for specifics on Area Governor terms of service and duties.

Section 4. Past President

The Past President ensures continuity during governance transitions and organizational change and to help ensure the appropriate succession of Officers and Directors. The Past President supports the President in his/her role and provides continuity to the organization by providing historical context for issues. Refer to Administrative Policies and Procedures for specifics on Past-President terms of service and duties.

Section 5. Parliamentarian

The Parliamentarian ensures that all business conducted by the Association is in accordance with the Bylaws, the Administrative Policies and Procedures manual, and Robert's Rules of Order. The Parliamentarian shall also serve as Ombudsman for the organization, investigating, reporting, and assisting with settling complaints. The Parliamentarian serves as the Association's Compliance Officer for matters pertaining to the FEPA Codes of Conduct. Refer to Administrative Policies and Procedures for specifics on Parliamentarian terms of service and duties.

Section 6. Chaplain

The Chaplain provides counseling and support to the members of the organization. The Chaplain shall provide status reports on specific issues heard from members to the Executive Committee, and on morale to assess organizational strategies, or to determine when additional services may be needed, or if action is required by the Board of Directors or the Executive Committee. Refer to Administrative Policies and Procedures for specifics on Chaplain terms of service and duties.

Section 7. Meetings

Unless otherwise directed by the President, regular board meetings will be conducted quarterly, either in person or virtually. Special meetings may be called by the President or by a written request to the President from at least four (4) Board Members. A simple majority of the Board of Directors shall constitute a quorum.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, Vice-President Secretary, Treasurer, Executive Director and Parliamentarian. The President and Vice-President of the Association shall be the Chair and Vice-Chair of the Executive Committee, respectively. The Parliamentarian and Executive Director shall serve as non-voting ex-officio members of the Executive Committee.

To ensure continuity in the Association from year to year and ensure the Association maintains a steady course toward its goals, the President may appoint an available and qualified Past-President to serve on the Executive Committee. To be considered qualified; this individual must meet all requirements of an Elected Officer. This individual will fulfill this position on the Board of Directors as outlined in Article V, Section 1 above.

Section 2. Duties of the Executive Committee

The Executive Committee shall supervise the activities of the Executive Director, continually assess the long-range and strategic needs and objectives of FEPA, make recommendations to the Board, and perform such other duties as specified by the Board, the Administrative Policies and Procedures, or as directed by majority vote of a quorum of the membership of the Association.

The Executive Committee shall keep abreast of pending policies which may affect the Association; educate and brief the Association membership on matters pertaining to local state and federal policies and legislation affecting emergency management programs; and perform other duties as specified by these Bylaws, the Administrative Policies and Procedures, or as directed by majority vote of the membership.

Section 3. Meetings

The Executive Committee will conduct meetings as directed by the President and as prescribed by the Administrative Policies and Procedures of the Association. The Executive Committee may meet by electronic or virtual methods.

Section 4. Executive Director

- (a) The Executive Director of the Association shall be selected by the Executive Committee subject to confirmation by a two-thirds majority of the Board of Directors. The Executive Director may be employed by means of a contract or other similar agreement.
- (b) The Executive Director shall be the chief executive officer of the Association and, under the direction of the Executive Committee, shall establish and manage the Association's business presence. The Executive Director shall do, or cause to be done, on behalf of the Association, all actions directed by the Executive Committee and Board of Directors. The Executive Director shall have the power to carry on the business of the Association and to do the things necessary to execute the policies, decisions, and instructions of the Executive Committee. The Executive Director or the designee of the Executive Director shall maintain all records of the Association, give notice of such meetings at the direction of the President, receive, and disburse all moneys of the Association and record same in approved depositories, and at the close of each month, render a financial reconciliation to the Treasurer. The Executive Director shall cause a review of the Association's financial records to be performed at the close of each fiscal year and an audit periodically as directed. Specific duties shall be enumerated in the Administrative Policies and Procedures document, as well as a Scope of Services within a "Management Agreement" contract.

ARTICLE VII

COMMITTEES

A majority of the Executive Committee member will serve as an active member of at least one committee or working group. Committees will meet no less than two times per year and are

expected to meet as frequently as necessary to meet the strategies, goals, and objectives set by the Association. If co-chairs, assistant chairs, or secretaries are instituted and selected by the committee, the recommendation must follow the same procedure as established for the Chair of that Committee. Subcommittees may be created by committees as needed to meet specific objectives. Committee members selected for participation on committees must attend meetings to remain on the roster as an active participant.

Any document adopted formally by committees that create or implement policy, process or procedure must be brought before the Board of Directors for review and approval.

Section 1. Annual Meeting Committee

The Annual Meeting Committee Chair shall be appointed by the President. The committee shall be responsible for the planning, development, coordination, promotion, administration, and awards presentation of the Association's Annual Meeting and topical content for other Association work sessions. The Annual Meeting Committee shall coordinate with the Training and Professional Development Committee and the Certification Committee regarding training opportunities presented at the meetings.

Section 2. Certification Committee

The Certification Committee serves as the FEPA Certification Commission and administers the Association's Certification Program. The Chair will be nominated by the Commission and provided to the President for consideration and ratification. The committee shall be responsible for promoting and managing the Association's Certification Program.

Section 3. Membership and Awards Committee

The Membership and Awards Committee Chair shall be appointed by the President. The committee shall solicit new and renewed membership to the Association. The Committee shall be responsible for the development and execution of an organized approach to the solicitation of potential members for the Association. The committee shall be responsible for promoting and managing the Association's Awards Program. At a minimum, the Committee shall consist of the Parliamentarian, the Chaplain, and all Area Governors.

Section 4. Nominating Committee

The Parliamentarian of the Association shall serve as Chair of the Nominating Committee. The Nominating Committee shall solicit nominees from the membership, confirm interest and qualifications of candidates, and notify the membership of nominees who are eligible to serve as officers of the Association. If the Parliamentarian chooses to be a candidate for an office, the President with the concurrence of the Executive Committee, shall appoint a Parliamentarian Pro Tempore at the time of submission of the candidate qualification documentation solely for the purpose of conducting the election and fulfilling those responsibilities set forth in this Section and in Section III(B) of the Association's Administrative Policies and Procedures.

Section 5. Governance Committee

The Parliamentarian shall serve as Chair of the Governance Committee. The committee shall be responsible for receiving, discussing, evaluating, and recommending action on all proposed resolution, bylaws, and administrative policies/procedures changes and additions submitted to the Association.

Section 6. Training and Professional Development Committee

The Chair of the Training and Professional Development Committee shall be appointed by the President. The committee shall be responsible for the training and development programs and initiatives of the Association.

Section 7. President

The President shall be an ex-officio member of all committees except the Nominating Committee. The President may appoint other committees as deemed necessary and approved by the Board of Directors.

Section 8. Working Groups

The President, in consultation with the Executive Committee, may establish working groups to address a specific issue or topic; implement a specific program or project or provide information and education for the membership in a specific focus area. Appointment of working group chairs and members shall be consistent with the procedures used to appoint chairs and members to standing committees. Working groups may include non-FEPA members as needed and appropriate to complete their mission or assignment. Non-FEPA members may not serve in leadership roles on working groups and may not vote on topics before the groups. Working groups will be established for a specific time frame for action and may be terminated or re-instated using the same procedure outlined for their creation.

Any document adopted formally by working groups that creates or implements policy, process or procedure must be brought before the Board of Directors for review and approval.

ARTICLE VIII

MEETINGS

Section 1. Meetings of the Association

Regular membership meetings will be held at least two times each calendar year unless otherwise directed by the Board of Directors. All meetings shall require at least fourteen (14) days' notice; however, the Executive Committee may waive this requirement.

Meetings of the Executive Committee, Board of Directors, or any committee may be held in person, through conference call, webinar, or other electronic or virtual means.

Section 2. General Membership Annual Business Meeting

The regular meeting conducted in conjunction with the Florida Emergency Preparedness Association Annual Meeting shall be known as the General Membership Annual Business Meeting. When a FEPA Annual Meeting is not held, the Association's General Membership Annual Business Meeting will be conducted at a date and time determined by the Executive Committee and may be conducted virtually. Additional meetings can be held in conjunction with any meetings or gatherings attracting a broad section of the membership.

Section 3. Virtual Meetings

Virtual platforms may be used as an acceptable form of a meeting of a Committee or Working Group, provided minutes or a meeting summary are kept by the Chair of the Committee or Working Group.

Section 4. Quorum

A quorum during regular business meetings shall be the number of members in attendance.

ARTICLE IX

GENERAL POWERS

The Association shall have the power to rent, purchase or otherwise own or hold property, including beneficial interests therein, either solely or jointly with other organizations; to solicit and receive contributions; to assess and collect dues; to contract with governmental units, persons, firms or other organizations to procure or provide services or to perform functions by either contracting partly or jointly and to pay or receive money therefore; and to do all such other things as are incidental and proper or reasonable and desirable to carry into effect the purposes of the Association.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the Association in all cases which are applicable, and which are not inconsistent with these Bylaws or the Administrative Policies and Procedures of the Association.

ARTICLE XI

AMENDMENT OF BYLAWS

The bylaws may be amended by the members of the Association by a two-thirds vote of Association members participating and qualified to vote provided that the amendments have been circulated to the membership at least thirty (30) days prior to a meeting. To maximize participation, the use of virtual voting prior to the meeting is authorized.

ARTICLE XII

AMENDMENT OF ADMINISTRATIVE POLICIES AND PROCEDURES

The Administrative Policies and Procedures of the Association shall be consistent with these Bylaws and may be amended by a two-thirds majority vote of the Board of Directors. All revisions to the Administrative Policies and Procedures shall be circulated to the membership within thirty (30) days after being adopted by the Board of Directors.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Florida Emergency Preparedness Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by a court of competent jurisdiction in the county in which the in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved by the Membership April 19, 2024