

Bylaws
of
Tribal Emergency Management Association
dba
iTEMA

As amended by the Board of Directors
January 9, 2014

Tribal Emergency Management Association (iTEMA)

BYLAWS

Table of Contents

Article 1 NAME 1
 1.1 Name..... 1
 1.2 Trade Name(s) 1
Article 2 OFFICES 1
 2.1 Location of Principal Office 1
 2.2 Branch Offices 1
Article 3 PURPOSES and tax-exempt status..... 1
 3.1 Purposes..... 1
 3.2 Limitation on Purposes and Activities..... 1
Article 4 MEMBERS 3
 4.1 Classes and Qualifications of Members 3
 4.2 Admission of Members 4
 4.3 Liability of Members 6
 4.4 iTEMA Council..... 6
Article 5 Board of Directors 8
 5.1 Election of Directors 8
 5.2 Structure of Board 8
 5.3 Meetings of the Board of Directors 10
Article 6 Committees and Advisory Boards 11
 6.1 Committees..... 11
 6.2 Advisory Boards 12
Article 7 Officers, Agents and Employees 12
 7.1 Officers 13
 7.2 Term of Office 13
 7.3 Vacancies..... 13
 7.4 Powers and Duties of Officers 13
 7.5 Agents and Employees..... 14
 7.6 Compensation of Officers, Agents and Employees..... 14
Article 8 DIVISIONS AND WORKING GROUPS 14
 8.1 Divisions 14
 8.2 Working Groups..... 14
Article 9 Conflicts of Interest Policy..... 14
 9.1 Purpose 14
 9.2 Definitions..... 15
 9.3 Procedures..... 15

9.4	Violations of the Conflicts of Interest Policy.....	16
9.5	Records of Proceedings	16
9.6	Compensation.....	17
9.7	Annual Statements.....	17
9.8	Periodic Reviews	17
9.9	Use of Outside Experts	18
9.10	Restrictions on Transactions Involving Interested Persons	18
Article 10	Miscellaneous	19
10.1	Fiscal Year	19
10.2	Checks, Notes, and Contracts	19
10.3	Books and Records to be Kept.....	19
10.4	Amendments	19
10.5	Indemnification and Insurance.....	19
10.6	Loans to Directors and Officers	21
10.7	Exempt Status.....	21
APPENDIX A	REGIONS	22
APPENDIX B	DIVISIONS.....	23

**Bylaws
of
Tribal Emergency Management Association
dba iTEMA
(formed under the State of Nevada Nonprofit Corporations Act)**

Article 1
NAME

- 1.1 Name. The name of this corporation is the Tribal Emergency Management Association (the "Corporation").
- 1.2 Trade Name(s). The Corporation shall also operate under the trade name iTEMA, and such other trade names as the Board of Directors may from time to time designate.

Article 2
OFFICES

- 2.1 Location of Principal Office. The principal office of the Corporation shall be located within or without the State of Nevada, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such places as the Board of Directors may designate. The Corporation shall continuously maintain within the State of Nevada a registered office at such place as may be designed by the Board of Directors.
- 2.2 Branch Offices. The Corporation may establish branch or subordinate offices at any place or places as the Board of Directors may designate.

Article 3
PURPOSES AND TAX-EXEMPT STATUS

- 3.1 Purposes. The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"), and specifically for those purposes set forth in the Corporation's Articles of Incorporation, as from time to time may be amended.
- 3.2 Limitation on Purposes and Activities. These Bylaws, the powers of the Corporation and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to such provisions as apply to organizations described in Section 501(c)(3) of the Code, including such provisions as may be set forth in the Corporation's Articles of Incorporation, as from time to time may be amended. If any provision in the Articles relating to the Corporation's 501(c)(3) tax-exempt status is amended, added, or deleted, these Bylaws shall be deemed automatically amended to include such amendment, addition, or deletion, by reference thereto. If any discrepancy or inconsistency exists between the Articles and these Bylaws, the provisions of the Articles shall prevail. Notwithstanding any provision of these

Bylaws or the Articles of Incorporation to the contrary, the Corporation shall at all times comply with the provisions in the Articles of Incorporation relating to the Corporation's status as a 501(c)(3) tax-exempt organization, which are included below:

- a) Limitation on Activities. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on by (i) a Corporation exempt from federal income tax under § 501(c)(3) of the Code or the corresponding provision of any future federal tax code, or (ii) a Corporation, contributions to which are deductible under §§ 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code or the corresponding provision of any future federal tax code.
- b) Limitation on Lobbying; Prohibition on Political Campaign Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code and in any corresponding laws of the State of Nevada). The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.
- c) Prohibition on Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable expenses and reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Incorporation.
- d) Applicable Provisions If Corporation is Classified as Private Foundation. During any period, or periods, of time as the Corporation may be treated as a private foundation pursuant to § 509(a) of the Code, the Corporation shall distribute its income at such time and in such manner so as not to become subject to the tax on undistributed income imposed by § 4942 of the Code, or the corresponding provision of any future federal tax code. The Corporation also shall not (i) engage in any act of self-dealing, as defined in § 4941 of the Code or the corresponding provision of any future federal tax code; (ii) retain any excess business holdings, as defined in § 4943(c) of the Code or the corresponding provision of any future federal tax code; (iii) make any investments, or otherwise acquire assets, in such manner so as to subject the Corporation to tax under § 4944 of the Code or the corresponding provision of any future federal tax code; and (iv) make any taxable expenditures, as defined in § 4945(d) of the Code or the corresponding provision of any future federal tax code.

- e) Devolution of Assets on Dissolution. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, shall be distributed to such organization or organizations as the Board of Directors shall determine, which are organized and operated exclusively for charitable, scientific, or educational purposes and which qualify as exempt from taxation under § 501(c)(3) of the Code or the corresponding provision of any future federal tax code. In no event shall any of such assets or property be distributed to any Director or officer of the Corporation, or to any private individual.
- f) Amendments. Any amendments to the Articles of Incorporation or these Bylaws shall be consistent with the requirements of Code § 501(c)(3).

Article 4 MEMBERS

4.1 Classes and Qualifications of Members

- 4.1.1. Classes of Membership. The Corporation shall have four (4) classes of membership: Voting Members, Non-Voting Partner Members, Non-Voting Individual Members, and Non-Voting Associate Members. The qualifications and rights of each membership class are set forth below.
- 4.1.2. Voting Members. Any *Federally-recognized Tribe, Pueblo, Rancheria, Nation, Village, or Community* (hereinafter referred to as an “Indian Tribe” or “Tribe”) is eligible for admission as a Voting Member of the Corporation. To qualify, a Tribe must be included on the list of federally-recognized Indian Tribes published and updated from time to time by the United States Department of Interior.
- 4.1.3. Partner Members. Any *organization, company, or association* that demonstrates a commitment to the mission and purposes of the Corporation is eligible for admission as a Partner Member. To qualify, the organization, company, or association must establish such other requirements for Membership as set forth in these Bylaws. To be admitted as a Partner Member, an organization must submit a Membership Application on such form or forms as may be approved by the Board of Directors, and include a resolution formally adopted by the organization’s governing board approving the Membership Application and appointing a contact person, either by name or by position.
- 4.1.4. Individual Members. Any *individual* who supports the Corporation’s mission and commits to advance the purposes of the Corporation may apply for admission as an Individual Member. To qualify, the individual must be at

least 18 years of age and must establish such other requirements for Membership as set forth in these Bylaws and as may be established by the Board of Directors. To be admitted, an individual must submit a Membership Application on such form or forms as may be approved by the Board of Directors.

- 4.1.5. Associate Members. Any *Indian Tribe (regardless of status as a federally-recognized Tribe), company, organization or individual* who supports the mission and purposes of the Corporation may be eligible for admission as an Associate Member. To qualify, an Associate Member must establish such requirements for Membership as set forth in these Bylaws and as may be established by the Board of Directors. To be admitted, an individual must submit a Membership Application on such form or forms as may be approved by the Board of Directors.

4.2 Admission of Members

4.2.1. Minimum Requirements for Admission of Members

- a) Minimum Requirements for Admission of Voting Members. In addition to other such admission requirements as may be established or approved by the Board of Directors, Voting Members must, at a minimum, include a resolution formally adopted by the Tribe's governing council or governing board approving the Membership Application and appointing a Voting Member Representative who has the authority to vote on behalf of the Tribe on any matter submitted to the Voting Members. Each Voting Member Tribe may also appoint an Alternate Representative who has the authority to vote on behalf of the Member Tribe if the Voting Member Representative is not present or available.
- b) Minimum Requirements for Admission of Non-Voting Members. In addition to other such admission requirements as may be established or approved by the Board of Directors, Non-Voting Members, other than Individual Members, must, at a minimum, include (1) a resolution formally adopted by the organization's governing board or council approving the Membership Application, or (2) a signed statement by a senior officer of the organization affirming that such officer has the authority to act on the organization's behalf in submitting the Membership Application. Individual members must, at a minimum, sign a statement affirming that the individual satisfies the requirements for membership and supports the Corporation's mission and purposes.

4.2.2. General Procedures

- a) Membership Application. To be admitted as a Member, an eligible Tribe, individual, organization, company, or association must submit a Membership

Application, on such form or forms as may be approved by the Board of Directors, and include such information as may be required by such Membership Application, consistent with any minimum requirements set forth in these Bylaws.

- b) Approval of Application and Payment of Dues. Each Membership Application shall be reviewed by the Board of Directors, or a board-appointed committee, to ensure that it complies with the applicable membership requirements. No membership interest and no membership rights accrue until the Board of Directors, or a board-appointed committee, approves the application and confirms in writing that the applicable dues have been paid.
- c) Members in Good Standing. Once a membership application has been approved, a Member remains in good standing for such time that the Member continues to satisfy the applicable membership requirements. The Board of Directors shall, from time to time, publish or cause to be published a listing of the Members in good standing.
- d) Certificates of Membership. The Board of Directors may authorize the issuance of certificates showing membership in the Corporation.
- e) No Transfer of Membership Interests. No Member of the Corporation may transfer its membership interest or any right arising from it.

4.2.3. Privileges

- a) Attendance at Annual Meeting. All members in good standing shall be entitled to attend the annual meeting and present documents and resolutions relevant to the mission and purposes of the Corporation.
- b) Eligibility to Serve on Board of Directors. Any Individual Member, and any appointed representative of a Voting Member or Partner Member, may be elected to the Board of Directors.
- c) Voting Rights. Only those Voting Members in good standing shall be entitled to vote for the election of directors and on other matters presented to the iTEMA Council.
- d) Other Rights and Privileges; Limitation on Benefits Conferred on Non-Voting Members. Other rights and privileges of Members may be established by the Board of Directors, provided, however, that any activity of the Corporation that confers a benefit on any non-voting member that is not itself a 501(c)(3) organization or a governmental unit or wholly-owned government instrumentality (including Tribal governments) must be in furtherance of, or incidental to, the exempt purposes set forth in the Corporation's Articles of Incorporation, and must not comprise more than an insubstantial part of the Corporation's activities.

4.3 Liability of Members

- 4.3.1. Members are Not Personally Liable for Corporation's Liabilities. Members of the Corporation are not, by virtue of being a Member, personally liable for the acts, debts, liabilities or obligations of the Corporation.
- 4.3.2. Liability for Dues and Assessments. Members are liable to the Corporation for assessments of dues and fees. The cancellation or withdrawal of membership does not relieve a Member of liability to the Corporation for the payment of an assessment of dues or fees.

4.4 iTEMA Council

- 4.4.1. Composition of iTEMA Council. The iTEMA Council is made up of one representative from each of the Voting Member Tribes. The representative from each Voting Member must be the Tribe's designated representative or alternate representative. The iTEMA Council shall meet in ordinary session at the Annual Meeting.
- 4.4.2. Voting. Only designated representatives for Voting Member Tribes in good standing shall have the authority to vote on matters submitted to the iTEMA Council. No one person may have the authority to represent or vote on behalf of more than one Voting Member.
- 4.4.3. iTEMA Council Meetings
- a) Annual Meetings. The annual meeting of the iTEMA Council may be held on any date and at such location as may be designated by the Board of Directors. At the annual meeting, Voting Members in good standing, through their designated representatives, shall elect directors, consistent with these Bylaws, and may transact any other business properly brought before the meeting.
 - b) Special Meetings. The Board of Directors, with prior approval of a majority of iTEMA Council members, may call a special meeting of the iTEMA Council for any purpose or purposes. The written request and notice of special meeting must state the purpose(s) of the meeting.
 - c) Location of Meetings. iTEMA Council meetings, whether annual or special, may be held at any location established by the Board of Directors. Such location may be within or without the State of Nevada.
 - d) Notice of Meetings. The Corporation must provide written notice of annual and special meetings, stating the place, date, hour, and, in the case of special meetings, the purpose(s) of the meeting, to each Voting Member entitled to vote at the meeting, not less than ten nor more than sixty days before the

meeting. The Corporation may also provide notice of iTEMA Council meetings to non-voting Members.

- e) Waiver of Notice. Attendance of a Voting Member Representative at a meeting constitutes waiver of notice unless the Voting Member Representative objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any Voting Member Representative may waive notice of a meeting of the iTEMA Council by executing a written waiver of notice.
- f) List of Members and Member Representatives. The Secretary is responsible for preparing an alphabetical list of Voting Members entitled to vote at each iTEMA Council meeting, showing the name and affiliation of each Member and the designated Voting Member Representatives entitled to vote. The list must be made available at each meeting and may then be inspected by any Voting Member. The list of Voting Members entitled to vote for the election of directors shall be determined 15 days before the Annual Conference of the iTEMA Council.
- g) Quorum and Adjournment for Lack of Quorum. The presence, in person or by proxy, of designated representatives of at least 30 percent of Voting Members eligible to vote at a iTEMA Council meeting constitutes a quorum for the transaction of business. If a quorum is not present at any meeting, the Voting Member representatives present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At an adjourned meeting, when a quorum is present, the Voting Members, through their designated representatives, may transact any business they might have transacted at the meeting as originally noticed. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, the Corporation must give a notice of the adjourned meeting to each Voting Member entitled to vote at the meeting.
- h) Alternative Means for Participating at Meeting. The designated representatives of Voting Members may participate in a meeting through electronic communications, videoconferencing, teleconferencing or other available technology which allows the members to communicate simultaneously or sequentially. Participating in a meeting pursuant to this subsection constitutes presence in person at the meeting.
- i) Majority Required. When a quorum is present at any meeting, the any matter brought before the meeting may be decided by a vote of a majority of the Voting Members present and voting, through their designated representatives, unless an express provision of a statute or of the Articles of Incorporation or these Bylaws requires a different vote.

- j) Consent of Members in Lieu of Meeting. Subject to any limitation on written consents contained in the Corporation's Articles of Incorporation or the Nevada Nonprofit Corporations Act, any action which may be taken by a vote of the Voting Members at a meeting of the iTEMA Council may be taken without a meeting, if authorized by written consent signed by the designated representatives of at least a majority of eligible Voting Members, except that if any greater proportion of voting power is required for such an action at a meeting, then the greater proportion of written consents is required. In no instance where action is authorized by written consent need a meeting of members be called or notice given.

Article 5 BOARD OF DIRECTORS

5.1 Election of Directors

- 5.1.1. Initial Directors. The initial directors of the Corporation shall serve until such time as the iTEMA Council comprises at least one Voting Member from each of the iTEMA Regions (set forth in Appendix A). Thereafter, directors shall be elected by the Voting Members as set forth below. If, prior to the initial election of directors by the Voting Members, there is a vacancy on the Board of Directors, whether by reason of death, resignation, disqualification, removal, or an amendment to these Bylaws increasing the number of directors, such vacancy may be filled by a vote of the majority of directors then in office.
- 5.1.2. Election of Directors at Annual Meeting. Except for the initial directors, the directors shall be elected at the Annual Conference of the iTEMA Council.
- 5.1.3. Election of Directors if Not Elected at Annual Conference. If for any reason directors are not elected at the Annual Conference of the iTEMA Council, they may be elected at any special meeting of the iTEMA Council which is called and held for that purpose, or by action without a meeting consistent with the requirements of these Bylaws.

5.2 Structure of Board

- 5.2.1. Power and Qualification of the Board of Directors. The Board of Directors is responsible for managing the business of the Corporation, and may exercise all powers of the Corporation and may do all lawful acts and things permitted by statute or by the Articles of Incorporation. Directors need not be residents of the State of Nevada.
- 5.2.2. Number of Directors. The Board of Directors of the Corporation consists of twelve (12) directors. The number of Directors may be increased or decreased from time to time by a vote of the iTEMA Council. The term of any

incumbent Director may not be shortened as the result of a decrease in the number of Directors, unless the Members vote to remove one or more Directors in connection with a vote to decrease the number of Directors.

- 5.2.3. Qualifications. Each Director must be a natural person over the age of eighteen years, and must be a designated Voting Member Representative, a Partner Member Representative, or an Individual Member.
- 5.2.4. Term. Directors hold office for terms of three years, staggered such that approximately one-third of the directors' terms of office expire each year. Directors serve until their successors are elected and qualified.
- 5.2.5. Vacancies. Any vacancy in the Board of Directors, occurring either through a newly created directorship or by reason of death, resignation, disqualification, or removal of a Director, shall be filled by election by the Voting Members, consistent with the procedures set forth in these Bylaws.
- 5.2.6. Resignations. A Director may resign at any time, by delivering to the President or Secretary of the Corporation a letter stating that the director is resigning and providing an effective date for such resignation. Such resignation takes effect when the notice is delivered, unless the notice specifies a later effective date. A director's resignation does not relieve the director from any obligations the director may have to the corporation as a result of obligations incurred, commitments made, or actions taken prior to resignation.
- 5.2.7. Removal of Directors. Any director may be removed from office, with or without cause, by the vote of members representing not less than a majority of the voting power of the Voting Members then eligible to vote for the election of directors, at a regular or special meeting or by consent. A vote to remove a director may be presented to the Voting Members upon recommendation by a majority of the iTEMA Council or a majority of the Board of Directors. Directors with two consecutive unexcused meeting absences will be asked to resign from the Board of Directors. Three unexcused absences from a scheduled Board meeting during the Organization year (October 1 – September 30) shall constitute resignation from the Board. An absence shall be considered unexcused unless the absent Director obtains from the President, before or in the case of an emergency, promptly after the missed meeting, a determination that the absence was excused.
- 5.2.8. Compensation of Directors. The directors of the Corporation are to serve without compensation for services rendered by them in their capacity as directors, but may be reimbursed for out-of-pocket expenses incurred in performing their duties as directors.

5.3 Meetings of the Board of Directors

- 5.3.1. Quorum of Directors and Action by the Board. Unless otherwise required by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors then in office constitutes a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present constitutes the action of the Board of directors.
- 5.3.2. Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Nevada, and upon such notice as may be prescribed by resolution of the Board of Directors.
- 5.3.3. Notice of Meetings of Directors.
- a) Regular Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.
 - b) Special Meetings. Written notice of each special meeting of the Board of Directors must state the date, time, and place of the meeting and must be communicated in person or by mail, facsimile transmission, electronic mail, or other form of wire or wireless communication, based on the contact information provided to the Corporation by each director, not less than two (2) days prior to the date of the meeting.
 - c) Waiver of Notice. A director may waive notice of any meeting of the Board of Directors before or after the date and time stated in the notice, provided that any such waiver be in writing and signed by the director entitled to the notice, or by electronic mail and filed with the minutes or corporate records. Notice of a meeting of the Board of Directors need not be given to any director entitled to such notice who submits a signed, written waiver of notice before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of such meeting, unless at the beginning of such meeting or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.
 - d) Content of Notice. Unless otherwise required by law or by these Bylaws, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board of Directors; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the Board of Directors, such notice does not limit the actions the Board of Directors may take at such meeting.

5.3.4. Consent in Lieu of Meeting; Alternative Means for Participating at Meeting.

- a) Action by Written Consent. Unless otherwise provided in the Articles of Incorporation, any action which may be taken by the vote of directors at a meeting may be taken without a meeting if authorized by the written consent of a majority of the directors, except that:
 - 1) If any greater proportion of voting power is required for such an action at a meeting, then the greater proportion of written consents is required; and
 - 2) This general provision for action by written consent does not supersede any specific provision for action by written consent contained in these Bylaws or in the Nevada Nonprofit Corporation Act.
 - 3) In no instance where action is authorized by written consent need a meeting of members be called or notice given.
- b) Effective Date of Action by Consent. Action taken under Section 5.3.4(a) becomes effective when the last director signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided, the consent states the date of execution by each director.
- c) Alternative Means for Participating at Meeting. Unless otherwise restricted by the Articles of Incorporation, members may participate in a meeting through electronic communications, videoconferencing, teleconferencing or other available technology which allows the members to communicate simultaneously or sequentially. Participating in a meeting pursuant to this subsection constitutes presence in person at the meeting.

Article 6

COMMITTEES AND ADVISORY BOARDS

6.1 Committees

- 6.1.1. Committees Authority of Board. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which must consist of at least two directors, and which committees, to the extent provided in the resolution, have and exercise the authority of the Board of Directors.
- 6.1.2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the

directors present at a meeting at which a quorum is present. Each such committee must have at least one director. The Board of Directors may appoint natural persons who are not directors to serve on committees.

- 6.1.3. Effect of Appointment. The designation and appointment of any such committee and the delegation of authority to a committee does not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.
- 6.1.4. Committee Names. Each committee may have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.
- 6.1.5. Limitations on Actions by Committees. No committee may:
- a) Amend, alter or repeal these Bylaws;
 - b) Elect, appoint or remove any member of any committee or any director of the Corporation;
 - c) Amend or repeal the Articles of Incorporation, or adopt a plan of merger or a plan of consolidation with another corporation;
 - d) Authorize the sale, lease or exchange of all of the property and assets of the Corporation;
 - e) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
 - f) Adopt a plan for the distribution of the assets of the Corporation; or
 - g) Amend, alter or repeal any resolution of the Board of Directors unless it provides by its terms that it may be amended, altered or repealed by a committee.
- 6.2 Advisory Boards. The Board may also, by resolution, create one or more advisory boards (or some other such name as may be selected by the Board), and may specify the qualifications for membership on such advisory boards(s) and the purposes and functions of such advisory board(s), but such purposes and functions may not include having or exercising any authority or duty to take official actions for or on behalf of the Board of Directors or to legally bind or act on behalf of the Corporation in an official capacity.

- 7.1 Officers. The Board of Directors shall elect or appoint a President, a Vice-President, a Secretary, and a Treasurer, and may appoint or elect one or more vice presidents, assistant secretaries and assistant treasurers, and such other officers and agents as may be deemed necessary. All officers must be natural persons. Any natural person may hold two or more offices.
- 7.2 Term of Office. Unless otherwise provided by resolution of the Board of Directors, officers shall be elected or appointed at each annual conference. An officer holds office after the expiration of his or her term until a successor is chosen or until the officer's resignation or removal before the expiration of his or her term. Any officer may be removed by the Board of Directors when, in their judgment, the best interest of the Corporation will be served thereby. Removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not itself create contract rights. A failure to elect officers does not require the Corporation to be dissolved.
- 7.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term at any meeting of the Board of Directors.
- 7.4 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.
- 7.4.1. President. Subject to the supervision of the Board of Directors, the President shall perform all duties customary to that office and shall manage the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.
- 7.4.2. Secretary. The Secretary shall be responsible for preparing and maintaining custody of the minutes of the meetings of the Board of Directors and for authenticating records of the Corporation, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary or as may be determined from time to time by the Board of Directors.
- 7.4.3. Treasurer. The Treasurer, as the chief financial officer of the Corporation, shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may

designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall, at all reasonable times, exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the officer of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

7.5 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

7.6 Compensation of Officers, Agents and Employees.

7.6.1. The officers of the Corporation shall serve without compensation for services rendered by them in their capacity as officers.

7.6.2. The Corporation may pay compensation to agents and employees for services rendered, and may reimburse agents and employees for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts, such amounts to be fixed by the Board of Directors.

Article 8

DIVISIONS AND WORKING GROUPS

8.1 Divisions. In an effort to facilitate and support emergency management and services through a collaborative, multi-disciplinary approach, the Board may form divisions of the Corporation to facilitate specific purposes and operations. Such divisions shall initially consist of those divisions specified in *Appendix B* attached hereto and incorporated herein, and which may be amended from time to time by the Board of Directors.

8.2 Working Groups. The Board may also set up working groups to study, develop, provide training and technical assistance, and otherwise attend to a given topic or concern, or to help coordinate or facilitate the implementation of activities of the Corporation.

Article 9

CONFLICTS OF INTEREST POLICY

9.1 Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the

Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

9.2 Definitions.

9.2.1. Interested Person. Any director, officer, or member of a committee with board delegated powers who has a direct or indirect Financial Interest, as defined below, is an Interested Person. If a person is an Interested Person with respect to any entity with which the Corporation is affiliated, he or she is an Interested Person with respect to all the Corporation.

9.2.2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family --

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a conflict of interest. Under Section 9.3, a person who has a Financial Interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

9.3 Procedures.

9.3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her Financial Interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

9.3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

9.3.3. Procedures for Addressing the Conflict of Interest.

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

9.4 Violations of the Conflicts of Interest Policy.

- 9.4.1. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 9.4.2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.5 Records of Proceedings. The minutes of the Board and all committees with board-delegated powers shall contain:

- 9.5.1. the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

9.5.2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

9.6 Compensation.

9.6.1. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the Board of Directors may fix the compensation of directors for services rendered to the Corporation in any capacity.

9.6.2. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

9.6.3. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

9.7 Annual Statements. Each director, officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person --

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

9.8 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

9.8.1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

9.8.2. Whether partnership and joint venture arrangements and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services,

further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

9.9 Use of Outside Experts. In conducting the periodic reviews provided for in Section 15.07, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

9.10 Restrictions on Transactions Involving Interested Persons

9.10.1. Notwithstanding the Conflict of Interest Policy set forth in this Article 9, pursuant to N.R.S. § 82.226, no contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such director or officer is present at the meeting of the Board of Directors or a committee thereof which authorizes or approves the contract or transaction, or because the vote or votes of common or interested directors are counted for such purpose, if the circumstances specified in any of the following paragraphs exist:

- a) The fact of the common directorship, office or Financial Interest is disclosed or known to the Board of Directors or committee and noted in the minutes, and the board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested director or directors.
- b) The fact of the common directorship, office or Financial Interest is disclosed or known to the members, if any, and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose. The votes of the common or interested directors or officers must be counted in any such vote of members.
- c) The fact of the common directorship or Financial Interest is not disclosed or known to the director or officer at the time the transaction is brought before the Board of Directors of the corporation for action.
- d) The contract or transaction is fair as to the corporation at the time it is authorized or approved.

9.10.2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies a contract or transaction, and if the votes of the common or interested directors are not counted at the meeting,

then a majority of the disinterested directors may authorize, approve or ratify a contract or transaction.

Article 10
MISCELLANEOUS

- 10.1 Fiscal Year. The fiscal year of the Corporation shall end on the last day of September. All corporate books of account and finances will be maintained and forms filed upon the basis of such fiscal year.
- 10.2 Checks, Notes, and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
- 10.3 Books and Records to be Kept. The Corporation shall keep at its principal office, correct and complete books and records of account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and the current list of directors and officers of the corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time. Records shall be kept both electronically and in hard-copy form.
- 10.4 Amendments.
- 10.4.1. Amendments by Initial Board of Directors. Until such time as the iTEMA Council comprises at least one Voting Member from each of the iTEMA Regions (set forth in Appendix A), the Articles of Incorporation of the Corporation and these Bylaws may be amended or repealed by a majority of directors then in office.
- 10.4.3. Amendments After the First Election of Directors by the Voting Members. Except as otherwise required by law or by the Articles of Incorporation, after the first election of directors by the Voting Members, the Articles of Incorporation may be amended or amended and restated, and new Bylaws may be adopted or these Bylaws may be amended or repealed by approval of two-thirds (2/3) of the Voting Members in good standing. Non-substantive codification, cross-reference, or other technical changes may be made at any time by the Board of Directors, and do not require approval of the Member Council.
- 10.5 Indemnification and Insurance.

- 10.5.1. Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation.
- 10.5.2. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. To the extent permitted by law, the Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Section.
- 10.5.3. The provisions of this Section shall be applicable to claims, actions, suits, or proceeding made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- 10.5.4. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.
- 10.5.5. The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.
- 10.5.6. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the

Internal Revenue Code of 1986, as amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

10.5.7. If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

10.6 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers, provided, however, that nothing in this Section 17.06 shall prevent the Corporation from advancing funds to any director, officer, or employee pursuant to Section 16.05.

10.7 Exempt Status. Notwithstanding any provision in these Bylaws or in the Corporation's Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in § 501(c)(3) of the Code or the corresponding provision of any future federal tax code, or by an organization contributions to which are deductible under §§ 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code or the corresponding provision of any future federal tax code.^{4835-8685-5442, v. 1}

APPENDIX A
REGIONS

The Regions of the Corporation are set forth below:

- Alaska
- Eastern Oklahoma
- Great Plains
- Midwest
- Northeast
- Northwest
- Pacific
- Rocky Mountain
- Southeast
- Southern Plains
- Southwest
- Western

APPENDIX B
DIVISIONS

The initial Divisions of the Corporation are set forth below:

- Division of Fire
- Division of Emergency Medical Services (EMS)
- Division of Emergency Management
- Division of Homeland Security/Law Enforcement
- Division of Incident Management
- Division of Public Health