

AHIMTA BY-LAW REVISIONS APPROVED TO BE POSTED ON WEBSITE

ARTICLE THREE, MEMBERSHIP

A. MEMBERS

< NEW PARAGRAPH - INSERT AFTER "Associate Membership">

Lifetime Membership: Lifetime members are general or associate members who have paid the Lifetime membership fee as allowed under Section B of this Article. To vote, a lifetime member must meet the requirements of a general member.

F. SPECIAL MEETINGS

<ADDITION>

Special meetings of the members, other than a special meeting for the election of directors, may be called at any time by the Board of Directors or the President, and shall be called by the Secretary on receipt of a written request **via first class mail or electronic mail of record** from at least ten percent (10%) of the members of the Association entitled to vote at such meeting.

G. NOTICE OF ANNUAL OR SPECIAL MEETINGS

<ADDITION>

Notice of the place, date, hour and purpose of the annual or any special meeting shall be given, either personally, by first-class mail, or by **electronic mail** to each member of record entitled to vote at the meeting, not less than thirty (30) nor more than sixty (60) days prior to the date of the meeting. If mailed or transmitted by **electronic mail**, such notice is given when deposited in the United States mail with postage prepaid or upon transmission, as the case may be, directed to the member at the physical or **electronic** address appearing on the record of members, unless a written statement has been filed with the Secretary of the Association requesting that notices be sent to some other address, in which case it shall be mailed or transmitted to the other address so designated.

J. QUORUM

<DELETION>

At any meeting of members of the Association the members present shall constitute a quorum for all purposes except as otherwise provided by law. Members shall be deemed present "in person" at a meeting by actual attendance.

<REMAINING PARAGRAPH DELETED>

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K. VOTING

<ADDITION>

At every meeting of the general members, each general member present **“in person”** shall be entitled to one vote. All questions shall be decided by a majority vote of the general members present.

M. REMOVAL OF MEMBERS AND DIRECTORS

<ADDITION>

Any member or director may be removed by majority vote of the Board of Directors from membership or office for failure to pay dues when due, for conduct detrimental to the interests of the Association, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purpose, for failing to meet membership requirements or, in the case of a director, for the failure to attend three consecutive meetings, **without being excused**, of the Board of Directors.

N. COMPENSATION AND EXPENSES

<ADDITION>

The provisions of Section L **and M** of Article Four shall apply to all contracts between the Association and any member, director, or officer.

ARTICLE FOUR, DIRECTORS

A. NUMBER AND TERM

<FULL SECTION REVISION>

The business of the Association shall be managed and controlled by its Board of Directors, which shall consist of at least ten (10) members of the Association, one member from each of the Association's ten (10) regions, and at the Board's discretion, up to five (5) at-large members. All Board members shall be appointed for a term of four (4) years, except as provided below for sequence and filling vacancies, and until a successor has been appointed and qualified as required under Section B of this Article. The number of members of the Board of Directors, within the minimum and maximum limitation as provided in this article, may be increased or decreased by a vote of a majority of all directors.

Directors shall be divided as equally as may be into two classes. The seats of the first class of this revision shall be vacated at the expiration of the third year, and of the second class of this revision at the expiration of the fourth year, so that one half of the Board may be chosen every second year.

Directors will be elected by a simple majority of members present **“in person”** at the annual meeting of the Association except as provided below for vacancies.

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B. NOMINATIONS AND ELECTIONS

<FULL SECTION REVISION>

At least ninety (90) days prior to the next annual meeting of the Association, the President shall appoint a nomination committee for all seats of the board up for election.

The nomination committee shall consist of at least one board member who is not up for reelection, and may also include general members. The committee shall be responsible for recruiting qualified candidates for open board seats.

Qualified candidates must be an active (dues current) member who is willing to serve in the elected position. In addition, qualified candidates for seats representing Association regions shall be a legal resident of the region and be involved or actively engaged in the Incident Management Team field to include response, preparedness, development, management or training. Qualified candidates for at-large seats shall meet criteria voted on by the Board prior to recruitment and approval

The committee shall prepare a final slate of recommended qualified candidates to the full board for formal approval no less than forty-five (45) days prior to the next annual meeting of the Association.

The names of the approved candidates and their qualifications shall be announced and posted on the Association website no less than thirty (30) days prior the next annual meeting of the Association

Approved candidates will be presented to the voting members for election at the annual meeting of the Association.

In the event that the number of candidates equals the number of vacancies, the voting members may be asked to vote for or against the slate and, if such a vote does not carry, the vote shall take place for or against each nominee individually.

In the event that one or more recommended candidates are not elected, the board shall determine an appropriate process to bring new qualified candidates forward for election.

In the event of a tie, the deciding vote will be cast by the President.

C. RESIGNATION

<FULL SECTION REVISION>

Any director may resign (his/her directorship) at any time by giving written notice of such resignation to the Board of Directors.

If a director is no longer a legal resident of the region that the director was elected to represent, they may continue to hold office for the remainder of the unexpired term, but may not be considered for reelection for that region unless they are a legal resident of that region again. If a director no longer meets their criteria for "at-large", the director will be required to resign as director no later than 60 days after not meeting "at-large" criteria.

The Board of Directors shall appoint a replacement for the resigning director to fill the remaining term of office. Resignation as a director does not constitute resignation from the Association.

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D. VACANCIES

<FULL SECTION REVISION>

Any vacancy on the Board of Directors occurring during the year may be filled for by a vote of the majority of the directors then in office, regardless of their number.

Any director so appointed by the Board of Directors to an unexpired term of less than two years shall hold office for the unexpired portion of the term and until a successor has been elected.

Any director so appointed by the Board of Directors to an unexpired term of two years or more shall hold office for the remainder of the year of appointment until a successor has been elected at the next annual meeting of the Association.

K. ACTION TAKEN WITHOUT A MEETING

<FULL SECTION REVISION>

Any action required or permitted to be taken by the Board of Directors, or any committee of the Board, may be taken without a meeting if all members of the Board or committee have been notified, and a quorum of the members of the Board or committee consent to authorize such action. For any vote to be valid in the context of electronic mail votes, a quorum of ballots must be returned within a period of time set by the Presiding Officer or committee chair.

L. INTERESTED DIRECTORS, OFFICERS AND OTHERS

<FULL SECTION REVISION>

The Board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

No contract, transaction or act shall be taken on behalf of the Association if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax-exempt status under the Internal Revenue Code and its regulations as they now exist or as they may subsequently be amended.

<REMAINING PARAGRAPH DELETED>

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ARTICLE EIGHT, DIRECTORS

<ADDITION>

The Board of Directors may appoint committees (which may include advisory boards), the Board may designate. Each committee shall consist of one or more individuals, at least one of whom is also a director and all of whom shall serve at the pleasure of the Board. The President shall appoint an **initial** chairperson of each committee, **who must also be a director**. Any such committee shall have the full authority to conduct the business of that committee, subject to review and approval of the Board of Directors. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if all members of the committee consent in writing to the proposed action. The members of any committee shall not receive any stated salary for their services in that capacity. The Board of Directors shall have the power, in its discretion, to contract for and to pay to any member of a committee who renders unusual or special services to the Association special compensation appropriate to the value of such services.

ARTICLE TEN, EXEMPT ACTIVITIES

<ADDITION>

Notwithstanding any other provision of the Bylaws, no director, officer, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by any Association exempt under **501(c) 3** of the Internal Revenue Code and its regulations as they now exist or as they may later be amended.