

**Final EC Revision Submitted 10-23-14  
For Vote at Annual Meeting on 11-06-14**



**BY-LAWS**

***Oklahoma Voluntary Organizations Active in Disaster***

**Article I                      Name and Relationships**

**Section A:      Name & Relationship**

The name of this organization shall be the "Oklahoma Association of Voluntary Organizations Active in Disaster" (Oklahoma VOAD). The Oklahoma VOAD is associated with the National Voluntary Organizations Active in Disaster (National VOAD). The Oklahoma VOAD is designated as an ESF#14 support agency in the State of Oklahoma Emergency Operation Plan.

**Section B:      Business Address**

The business address will be Oklahoma Voluntary Organizations Active in Disaster c/o Oklahoma Dept. of Emergency Management, P.O. Box 53365, Oklahoma City, OK 73152-3365

**Article II                      Purpose**

**Section A:      Purpose**

The Oklahoma VOAD is associated with the National Voluntary Organizations Active in Disaster (National VOAD). The purpose of this organization shall be to bring together voluntary organizations active in disaster services to foster more effective response to the people of Oklahoma in time of disaster through:

- Cooperation (creating a climate for cooperation, information and meeting together)
- Communications (publishing, disseminating information)
- Coordination (Encouraging a common understanding and providing a liaison with government offices)
- Collaboration (working together to achieve a common purpose)
  
- ✓ Education (increasing mutual awareness and encouraging effective disaster relief)
- ✓ Convening Mechanisms (arranging meetings, conferences, and training, as appropriate)
- ✓ Legislation (encouraging effective disaster relief legislation and policy)
- ✓ Oklahoma VOAD seeks to ensure the availability of needed services and to encourage uniform, impartial provision of these services.

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## **Article III                    Membership Preamble**

Oklahoma VOAD is not a competing or exclusionist agency, but is intended to be an umbrella organization for existing agencies active in Disaster Preparedness, Response, Recovery and Mitigation. Each member organization maintains its own identity and independence, yet works closely with other agencies to improve service and eliminate unnecessary duplication of effort.

## **Article IV                    Membership Guidelines & Processes**

### **Section A:**

Any organization, qualified under the Internal Revenue Service Code 501 (C)(3) in Oklahoma, that can respond statewide <sup>1</sup> or which is a member of the National VOAD, either directly or by affiliation through its national organization, is entitled to full membership and participation in all activities of the Oklahoma VOAD. Organizations which cannot respond statewide or are not representative of a National VOAD Member Organization may seek membership as a Partner.

### **Section B:**

Other organizations eligible for membership are those with Not-for-profit structure. The services and resources that are provided by that organization also need to be available to respond statewide to all disaster victims. Therefore, voluntary organizations that have a disaster response capability, supported by governing documents, are encouraged to seek their proper level of membership.

### **Section C:**

Organizations meeting the above criteria may submit a membership application to the Oklahoma VOAD Executive Committee. The Executive Committee shall review the application and make a recommendation to the Membership for action.

### **Section D:**

Any number of representatives may attend regular and annual meetings, with voice. Member organizations shall send one voting representative to all general or annual meetings. Each Member organization shall have one vote on any and all motions brought before the membership. Any Member organization representative may participate in discussions, propose initiatives, make and second motions.

### **Section E:**

Interested governmental agencies, both State and local may hold a Partner status. Partners will be invited to attend and participate in all meetings, but they will not possess voting privileges nor will they be able to be elected as an officer. Partners are able to chair standing committees of the Oklahoma VOAD after they have submitted a request to the Vice-Chairperson, participated in a vetting process, and elected by the voting membership at the Annual meeting or approved by the Executive Committee if the chair position needs filled in an interim period.

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## Section F:

Membership participation requires Member organizations to pay yearly dues, attend a minimum of one membership meeting per year and participate in at least one committee. Membership participation requirements will be reviewed yearly by the Membership Committee. If requirements have not been met, the organization will be reminded in writing of the need to fulfill their membership requirements. The Membership Committee shall recommend to the Executive Committee that Members failing to meet membership requirements have their membership suspended.

## ARTICLE V      *Membership*

### Section A:      Membership Levels & Qualifications

**MEMBERS** meet all of the following criteria:

- Organizations with voluntary membership and constituencies;
- Organizations that have a not-for-profit structure designated under IRS Code as a 501(c)(3) corporation, or those that could reasonably expect to meet such qualifications;
- Organizations that have a demonstrated disaster services program and policy for commitment of resources to meet the needs of people affected by disaster;
- Organizations that serve those in need due to a disaster without discrimination;
- Organizations that provide services and/or resources statewide and/or have National VOAD affiliation.
- Member organizations have voice and vote as defined in Article IV Section D.

**PARTNERS** shall meet one or more of the following criteria:

- Community nonprofit organizations with disaster planning and/or operations; responsibilities or capabilities that do not meet all of the criteria for membership;
- Community organizations that wish to share their resources or services to support the mission of Oklahoma VOAD and its voting members;
- Government entities that bring resources to the VOAD movement and demonstrate a commitment to support the VOAD mission and its members;
- Foundations, educational institutions, businesses, private corporations, or tribal entities that bring resources to the VOAD movement, demonstrate a commitment to support the VOAD members and mission, and agree to provide an annual financial contribution to the VOAD.

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- Partners have voice, but do not vote nor serve on the Executive Committee, nor may they serve as a chairperson of any administrative, but they can serve as a chairperson for a standing Oklahoma VOAD Committee based on the guidelines in Article IV, Section E.

Discrimination of any kind will disqualify any organization from any form of membership or partnership. Partner may request a change to member status at any time by meeting the stated qualifications for members.

## Section B: Membership Application Procedures

Prospective Member and Partner organizations, upon request, will receive a Membership Application and Information Packet in order to become fully informed as to the functional and organizational aspects of the Oklahoma VOAD and the detailed guidelines for membership and membership compliance.

Organizations requesting membership must do so in writing through the completion and submission of the Membership Application forms.

The Executive Committee, or its committee designee, will determine whether the applicant organization is in compliance with the Oklahoma VOAD criteria, will make a recommendation for acceptance or declination, and will present the application to the membership, with their recommendation, at the first business meeting after the organization's application is submitted. After the application has been presented, the members will vote to extend or decline membership to the candidate organization. Membership is approved by majority vote of the voting members present, as long as a quorum is established. The prospective member will be notified of the decision in writing by the Oklahoma VOAD Secretary or designated committee representative within ten (10) days of the vote. Membership dues are due and payable upon the approval of Membership status.

Candidate organizations are encouraged to attend meetings as guests during their application process.

## Section C: Termination of Membership

Member or Partner may be terminated as follows:

- A. By a two-thirds vote of the Members, in the event that a Member or Partner organization fails to comply with any of the criteria, conditions and responsibilities of membership, as stated herein and in other approved Oklahoma VOAD and National VOAD policies.

## Section D: Dues

- A. Period of Membership

Payment of annual dues to Oklahoma VOAD establishes an organization's membership for one calendar year. Regardless of the date that dues payment is made, the membership period remains the calendar year (January 1st – December 31st).

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## **B. Determination of Dues Amount**

The principal amount of membership dues for Oklahoma VOAD for the upcoming calendar year will be determined by a vote of the present Members, at the Annual Meeting or Special Meeting as called for by the Executive Committee.

## **C. Dues Levels**

Dues levels shall be determined by the amount established by the vote of the Members, and the level of membership. Actual annual dues by membership levels shall be:

- Members – the principal amount established by vote
- Partners – fifty percent (50%) of the principal amount

## **D. Payment of Dues**

Dues shall be payable by February 1<sup>st</sup>. Members not having made their dues payments by February 15<sup>th</sup> will be considered delinquent.

## **Article VI                      Meetings**

### **Section A:      Annual Meetings**

One annual Oklahoma VOAD meeting shall be held.

### **Section B:      Regular Meetings**

Regular Oklahoma VOAD meetings shall be held six times per year on a bimonthly basis. One of these will be the Annual Member Meeting.

### **Section C:      Emergency Meetings**

Emergency Meetings the Chairperson or designee may call an Emergency Meeting in response to a disaster event or critical situation at any time with minimal notice. A conference call via telephone is an acceptable option for emergency meetings.

### **Section D:      Other Meetings**

Other meetings may be called by the Executive Committee.

### **Section E:      Conduct of Meeting**

Roberts Rules of Order shall be considered general rules for the conduct of meeting.

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## Section F: Meeting Minutes

Minutes will be taken by the Secretary or a member designated by the Chairperson, in the Secretary's absence. Last meetings minutes will be posted on the Oklahoma VOAD website and/or emailed to the membership before the next regular meeting date and approved at that regular meeting.

## Article VII Voting

### Section A: Voting Rights

Each Voting Member Organization is entitled to one (1) vote, regardless of the number of representatives from their organization in attendance.

### Section B: Proxy Voting

Voting by proxy is not permitted.

### Section C: Voting for Passage of Motions

All voting, unless otherwise provided by these By-laws, shall be by simple majority vote. An individual may represent more than one organization; however, an individual has only one vote, regardless of the number of organizations s/he represents.

### Section D: Recording of Votes

All votes, formal or by consensus, will be recorded in the meeting minutes.

### Section E: Proposed By Law Amendments

Proposed amendments must be distributed in writing and posted on [www.okvoad.org](http://www.okvoad.org) not less than two weeks prior to an Oklahoma VOAD meeting at which the amendments will be considered.

Amendments to these by-laws may be made by a two-thirds majority vote of the Membership present.

## Article VIII Executive Committee

### Section A:

The Executive Committee shall consist of the current officers and others by special invitation of the committee.

### Section B:

Executive Committee meetings are at the call of the Chairperson.

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## Section C:

The Executive Committee handles all Oklahoma VOAD business between Oklahoma VOAD meetings.

## Section D: Responsibilities of the Executive Committee

The Executive Committee must approve all contracts and agreements prior to presentation to the membership and execution by the Chairperson.

The Executive Committee may establish Task Force(s) to assist the Oklahoma VOAD as needed.

The Executive Committee will review and recommend organizations, entities and groups for membership in the Oklahoma VOAD.

The Executive Committee is responsible for maintaining compliance with all pertinent state and federal laws and requirements and National VOAD policies.

The Executive Committee may not amend or adopt governance policies or documents that are contrary to those in place without the express consent of the voting membership of the Oklahoma VOAD.

The Executive Committee shall appoint a Conference Committee for the upcoming year. The Conference Committee shall be a fair representation of Oklahoma VOAD agencies and shall have the responsibility of location, presenters, agenda items, and logistics of the conference.

The Executive Committee shall yearly appoint a Nominating Committee representing at least three (3) different agencies.

The Executive Committee shall yearly appoint a Finance Committee which shall consist of (3) members including the Treasurer and at least one non-Executive Committee member.

## Article IX                      Officers

### Section A: Current Officers

Officers of Oklahoma VOAD shall consist of Chairperson, Chairperson-Elect, Vice-Chairperson, Secretary, Treasurer and Ex-Officio Chairperson

### Section B: Liaison Positions

The Executive Committee may appoint an Oklahoma Emergency Management Liaison or other Agency Liaison to serve as an advisor to the Executive Committee. The office of the Oklahoma Emergency Management Liaison is not a voting position.

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## **Article X                      Term Of Office**

### **Section A:      Office Terms**

The term of office for each officer is one year. The Chairperson, Chairperson-Elect, and Vice Chair may serve for two full consecutive terms. There is no term limit for the Secretary and Treasurer. The election takes place at the annual meeting of Oklahoma VOAD.

### **Section B:      Vacancies**

The Executive Committee shall have the power to fill vacancies which may occur within the Executive Committee between annual meetings, utilizing the Nominating Committee. Upon completing the vacated term of membership to which they have been appointed, such members will remain eligible to be elected to two consecutive terms as delineated in Section A, above.

## **Article XI                      Method Of Election**

### **Section A:**

The current Chairperson shall call the Executive Committee together prior to the annual Oklahoma VOAD meeting. This group shall then appoint or approve the current Nominating Committee representing at least three (3) different agencies.

### **Section B:**

The Chairperson of the Nominating Committee shall present the nominations slate to the Oklahoma VOAD Membership present at the Oklahoma VOAD Annual Meeting. Nominations may also be accepted from the floor. The nominations may be accepted as a whole, or individually, depending upon the wishes of the constituent body present. The chairperson of the Nominating Committee shall make the motion for a vote of the constituencies' choice.

## **Article XII                      Duty Of Officers**

### **Section A:      Chairperson**

The Chairperson presides over all meetings, convenes meetings, and provides leadership to the Executive Committee and the Membership. The Chairperson also ensures that the organization, the Executive Committee, and the Officers are in compliance with all pertinent state and federal laws and requirements.

The Chairperson is Oklahoma VOAD's authorized representative in the engagement and execution of external contracts or agreements.

The Chairperson is the official and authorized spokesperson for the Oklahoma VOAD and is responsible for all external communications and relationships. Chairperson (or designee) acts as the liaison to the



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National VOAD, the Oklahoma Department of Emergency Management (OEM), the Federal Emergency Management Agency (FEMA), and the community.

## **Section B: Chairperson-Elect**

The Chairperson-Elect serves in absence of Chairperson and serves on Executive Committee. The Chairperson-Elect shall prepare to become a nominee for Chairperson at the end of the current Chairperson's term. The Chairperson-Elect will be responsible for developing and promoting the Oklahoma VOAD to the current and potential Membership. The Chairperson Elect will chair the Membership Committee.

## **Section C: Vice-Chairperson**

The Vice-Chairperson serves in absence of Chairperson or Chairperson-Elect. The Vice-Chairperson serves on Executive Committee. The Vice-Chairperson will be responsible for developing, promoting and overseeing the Oklahoma VOAD committee structure. The Vice Chairperson is responsible for collecting committee reports for distribution to the Membership and for use in facilitating recommended Bi-Annual Oklahoma VOAD Committee Chairs meetings.

## **Section D: Secretary**

The Secretary maintains all organizational records. Records, distributes and maintains minutes of all meetings and provides administrative support to the Chairperson, including distribution of meeting notices and materials, planning and coordination of meetings, and upkeep and distribution of the membership roster and disaster matrix.

The Secretary serves as the manager of all records related to membership, including the maintenance thereof. This may be achieved by acting as liaison to any related committee, the Executive Committee, or by any means needed to preserve and maintain the membership records.

<sup>2</sup> The Secretary is responsible for compliance with all appropriate state and federal information filings and regulations.

The Secretary will submit the following documents to National VOAD: Organizational By-Laws, Articles of Incorporation, Disaster Response Protocols, Membership Directories and Meeting Minutes as required by the National VOAD Membership Agreement.

## **Section E: Treasurer**

The Treasurer shall receive, record, and report all funds in accordance with established and accepted accounting standards. Holds all funds for safekeeping, distributes funds as authorized by the Chairperson, Executive Committee, and/or members and maintains appropriate financial records for all disbursements.

The Treasurer reports financial matters to the Executive Committee and the Membership on a regular and timely basis, including written financial reports presented to the Executive Committee and the Membership at their regular meetings.

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The Treasurer is responsible for assisting the Chairperson in developing and presenting the annual budget.

<sup>3</sup> The Treasurer is responsible for compliance with all local, state, and federal financial regulations and filings including all required tax-related and 501(c)3 documentation including filing the yearly IRS form 990.

Section F: Ex Officio Chairperson

Serve at the pleasure of the current Chairperson.

## Article XIII Finances

Section A:

Oklahoma VOAD shall not be a fund-raising organization and will not engage in fundraising activities (in-kind or monetary) which would in any way compete with the fundraising activities of its members.

Section B:

Sources of income shall include, but are not be limited to, dues and any registration fees paid by those who attend Oklahoma VOAD meetings with fees. Unsolicited donations given to Oklahoma VOAD will be accepted and utilized per donor intent. Funding may be raised through specific Grant Writing designated towards the promotion and support of the Oklahoma VOAD movement.

The Oklahoma VOAD shall establish the following guidelines regarding the expenditure of funds.

- A. Donor intent - If funding is given for specific programs or projects - the Oklahoma VOAD Chairperson will appoint a member committee to oversee the appropriate expenditure of donated funds and report back to the Oklahoma VOAD committee as a whole.
- B. Dues and Un-restricted donations will be utilized as approved for the following functions:
  - 1. Funding may be used for administrative support such as training and meeting expenses of the Oklahoma VOAD as approved by the Oklahoma VOAD.
  - 2. Funding may be appropriated for Disaster Case Managed individual clients' unmet needs. The Executive Committee shall appoint member or members to represent the Oklahoma VOAD at the long term recovery committees. This appointed member or members shall then be able to expend allocated funds at the Unmet Needs Committee. Following the funding commitment appointed member(s) shall report to the Executive Committee for funds allocation.

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3. Funding can be designated to cover other expenses of Oklahoma VOAD as approved by the Executive Committee.

**Section C:** Check Signing

The Oklahoma VOAD shall require the signatures of two separate Executive Committee members on all checks over \$500 issued by Oklahoma VOAD. Checks \$500 and under and accompanied by original receipt and previously approved by Oklahoma VOAD will only require one signature of an Executive Committee member.

**Section D:** Dissolution Clause

In the event that Oklahoma VOAD were to dissolve, all remaining funds, not expended at, or prior to, the date of final resolution, will be distributed to National VOAD to be used in support of disaster relief efforts.

**Article XIV**                      **Committees**

**Section A:** Purpose

Since the founding of National VOAD in 1970, many lessons have been learned, skills developed and best practices shared. This has resulted in the establishment of Points of Consensus and other protocols for guiding our individual and collective work. One way that National VOAD finds these solutions is through the work of our committees. Members and Partners gather around topical issues and programmatic activities to improve the delivery of services throughout the disaster cycle, and to further create a climate for cooperation. Our Oklahoma VOAD Committee structure follows this example.

**Section B:** Election & Term of Committee Chairpersons

The Nominating Committee will present a slate of potential names for Committee Chairpersons to the membership at the Annual Meeting. Nominations from the floor of the membership annual meeting will be accepted. Simple majority vote of membership present at the annual meeting is required for election. The term for a chairperson is one year. There is no term limit for committee chairpersons.

**Section C:** Responsibilities and Authority of Committee Chairpersons

The Committee Chairperson is responsible for calling meetings on at least a quarterly basis. Chairperson is responsible for ensuring that meeting minutes and attendance records are maintained and distributed to the Oklahoma VOAD Vice-Chairperson. Chairperson or their designee is responsible for reporting all committee activities at all Membership Meetings.

The Committee Chairperson has the authority to set the number of committee membership and the makeup of committee members for balance of expertise, diversity, and representation. Committee membership will include members, partners, and potential subject matter experts.

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## Section D: Committee Members Obligations/Participation

Each Member or Partner must attend a minimum of fifty percent of the yearly committee meetings of which they are a member.

## Section E: Committee Authorization

The Executive Committee may create committees, sub-committees, task forces, and/or working groups as needed to fulfill the purpose and mission of the Oklahoma VOAD.

## Section E: Administrative Committees

The Oklahoma VOAD shall have the following administrative committees:

- Executive Committee (See Article VIII)
- Finance Committee is yearly appointed by the Executive Committee and shall consist of (3) members including the Treasurer and at least one non-Executive Committee member. The committee will ensure the ongoing financial stability and growth of the Oklahoma VOAD.
- Nominating Committee is yearly appointed by the Executive Committee representing at least three (3) different agencies. The duties of the Nominating Committee are to recommend a slate of officers for election at the Oklahoma VOAD Annual Meeting by the membership in attendance. Responsible for recommending committee chairpersons for all standing committees to the membership for election at the Annual Meeting.
- Membership Committee will be responsible for promoting membership, keeping membership application process current, and insuring that Members & Partners are fulfilling obligations of their membership agreement. Membership Committee will be chaired by the Oklahoma VOAD Chairperson-Elect.
- Oklahoma VOAD Conference Committee for the upcoming year which shall be appointed by the Executive Committee. The Conference Committee shall be a fair representation of Oklahoma VOAD agencies and shall have the responsibility of location, presenters, agenda items, and logistics of the Oklahoma VOAD Annual Conference and the Oklahoma Emergency Managers Association (OEMA) Conference.

## Section F: Standing Committees

The purpose of the Oklahoma VOAD standing committee structure is to facilitate the mission, tasks and objectives to improve the delivery of services throughout the disaster cycle.

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<sup>4</sup>The Oklahoma VOAD shall have the following standing committees:

- ✓ Advocacy Committee
- ✓ Communications Committee
- ✓ Community Preparedness Committee
- ✓ Disaster Case Management Committee
- ✓ Disaster Health Committee
- ✓ Donations Management Committee
- ✓ Emotional & Spiritual Care Committee
- ✓ Housing & Construction Committee
- ✓ Long Term Recovery Committee
- ✓ Mass Care Committee
- ✓ Volunteer Management Committee

## **Article XV            Function In Disaster**

### **Section A:**

The Oklahoma VOAD represented by its chairperson or designee, will carry out the organization's activities as exhibited in the "Disaster Activation and Response Plan" that is an attachment to this document.