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bylaws.*

Southeastern Pennsylvania Voluntary Organizations Active in Disaster BY-LAWS



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BY-LAWS

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ARTICLE I – Name and Relationship

- A. The name of the organization is the SOUTHEASTERN PENNSYLVANIA VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER, hereinafter known as 'SEPA VOAD'. This regional organization includes the following Pennsylvania counties: Bucks, Chester, Delaware, Montgomery, and Philadelphia.
- B. It is a counterpart to the Pennsylvania State VOAD (PA VOAD), which is a counterpart to the National Voluntary Organizations Active in Disaster (NVOAD).
- C. SEPA VOAD is an independent consortium of voluntary agencies involved in preparedness, response, recovery and mitigation efforts throughout the Southeastern Pennsylvania region. This group is independent of, but coordinates closely with, the Southeastern Pennsylvania Regional Task Force to help foster working relationships between Non-Governmental Organizations (NGO), VOAD agencies and the County Emergency Management Agencies of the SEPA RTF.

ARTICLE II – Location

The principal office of SEPA VOAD shall be located within the Southeastern Pennsylvania region.

ARTICLE III – Mission

SEPA VOAD is a humanitarian association of independent voluntary organizations, which may be active across the disaster continuum (Preparedness, Response, Recovery and Mitigation) within Southeastern Pennsylvania and in support of other VOAD organizations. Its mission is for its members to independently meet relief and recovery needs within the cooperative framework SEPA VOAD makes possible. SEPA VOAD coordinates planning with County Emergency Management agencies and the many voluntary agencies responding to a disaster so they provide more effective service with less duplication when a disaster strikes.

ARTICLE IV – Overview

SEPA VOAD seeks to ensure the availability of needed services and to encourage uniform, impartial provision of these services. SEPA VOAD is intended to be a network of organizations that is able to provide human and material resources before, during and after an emergency/disaster. Each member organization will maintain its own identity and independence while closely collaborating with other member organizations.

SEPA VOAD accomplishes its mission by adhering to the following principles:

1. **Cooperation:** Foster cooperation amongst SEPA VOAD member organizations and County Emergency Management Agencies at all levels and in all phases of disaster.
2. **Coordination:** Coordinate the development of SEPA VOAD policies and procedures, and the implementation of services among member organizations. SEPA VOAD may also provide links to national and international disaster relief organizations. SEPA VOAD serves as advocate and liaison between member organizations, county emergency management agencies and the Philadelphia –Camden-Wilmington Metropolitan Statistical Area.
3. **Communication:** Exchange and disseminate information among member organizations and the public, as well as local, state and federal agencies, in conjunction with the individual SEPA VOAD members.
4. **Collaboration:** Work together to achieve specific goals and to undertake specific projects at disaster sites ; forming partnerships before, during and after disasters to accomplish:
 - a. Education – provide training to increase awareness and preparedness in each organization.
 - b. Leadership Development – provide volunteer leaders with training opportunities and support to build an effective SEPA VOAD organization.
 - c. Mitigation – support efforts of federal, state, and county agencies.
 - d. Convening Mechanisms – conduct or participate in seminars, meetings and training programs.
 - e. Outreach – encourage new membership, and maintain and engage organizations active in disaster relief.

ARTICLE V – Membership

A. Categories of Membership

1. **Partner** – The Partner category of agency membership may be granted to voluntary organizations with disaster planning and operational capabilities that meet the following criteria:
 - a. Organizations with voluntary agency memberships and constituencies, which are not for profit that is those, qualified under the IRS Code as 501(c) 3.
 - b. Organizations able to provide an active role and have disaster preparedness or response program for commitment of resources to our community to meet the needs of people at risk or affected by disaster without discrimination.
 - c. Organizations that provide service within the five-county SEPA region, through a local affiliation without making a state or federal request. The Partner Authorized Member Organization Representative (PAMOR) will have one vote. The Partner Alternate Member Organization Representative (PAAMOR) will vote in the absence of the authorized member.

2. **Associate** – The Associate category of agency membership may be granted to any organization or business with disaster planning and operational responsibilities or capabilities that do not meet all of the criteria for Partner membership:
 - a. Organizations able to provide an active role and have an interest in helping people at risk or affected by disaster and must have a willingness to commit services and resources to meet the needs of the people without discrimination.
 - b. Organizations that provide services and resources within the five-county SEPA region.
 - c. Associate members will not have a vote.
3. **Supporting** – The Supporting category of membership is granted to the five county emergency management agencies, the Southeastern Pennsylvania Regional Task Force and the Pennsylvania Emergency Management Agency (PEMA).
 - a. Supporting members offer SEPA VOAD support and guidance for integrating the SEPA VOAD mission into the wider response network.
 - b. Supporting members will not have a vote.

B. Conditions of Membership

1. Members must meet the membership category criteria of SEPA VOAD
2. Members must agree with the mission of SEPA VOAD
3. Partner and Associate agency members must have an Authorized Member Organization Representative (AMOR) and/or an Alternative Authorized Member Organization Representative (AAMOR) attend business and special meetings.

C. Membership Application Procedures

1. Organizations requesting membership will apply by submitting a completed application to SEPA VOAD. Candidate organizations are encouraged to attend meetings, trainings, exercises and/or outreach opportunities pending the approval of their application.
2. Organizations may be asked to provide supplemental information outlining their program capabilities as it relates to their stated deliverable to SEPA VOAD.
3. Application criteria eligibility of the candidate organizations will be reviewed using the SEPA VOAD by-laws criteria guidelines and presented for discussion at the next SEPA VOAD business committee meeting.
4. Application will be presented and discussed to extend or deny an offer of membership to the candidate organization.

D. Responsibilities of Membership

1. The leadership of a SEPA VOAD member organization must be committed to sending knowledgeable and authoritative representatives to attend the SEPA VOAD meetings.
2. The leadership of the member organization shall designate the primary AMOR and designate the AAMOR in writing to the Council President of SEPA VOAD.

3. The AMOR/AAMOR must have access to the resources of their organization to serve the needs of disaster victims.
4. The AMOR/AAMOR shall engage in trainings, exercises and/or outreach opportunities as provided or endorsed by SEPA VOAD.
5. An AMOR who misses 50 percent of the business and special meetings in a 12-month period shall receive a reminder letter from the Council. Response must be returned within 30 days stating the intentions of the AMOR and the organization to continue Partner participation.
6. If the organization or the AMOR fails to respond to the reminder letter within 30 days or accumulates two additional unexcused absences in the next twelve-month period, the Council shall recommend a vote to change the Partner status to Associate and inform the organization of this change.

E. Termination of Membership

1. The SEPA VOAD member organizations may voluntarily withdraw in writing to the President of the SEPA VOAD Council.
2. Membership may be terminated by a two-thirds majority vote of the partners present at a regular business meeting if an organization demonstrates consistent failure to meet the conditions and responsibilities of membership.

ARTICLE VI- Council

- A. SEPA VOAD Council is made up of elected Council positions of voted personnel selected from the approved list of SEPA VOAD Partner agency member organizations.
- B. Elected Council members are nominated and elected at an Annual meeting by the voting membership of the SEPA VOAD. Individuals attached to an agency, (not organizations) are elected; however no single agency will be allowed to hold more than one (1) Council position. When a Council position is vacated, the Council President shall call for nominations and an election within the next business meeting to serve the expired term.
- C. SEPA VOAD Council positions of Council President and Council Vice-President term of office shall consist of one (1) calendar year, with option for one (1) consecutive term. Council President and Council Vice-President positions may not serve for greater than two consecutive years. SEPA VOAD Council member positions shall have no term limits when serving as a SEPA VOAD Council member.
- D. SEPA VOAD Council titles and duties consist of:

Elected Council Members

Elected Council Members shall consist of elected Partner members from five (5) different agencies. The elected Council member responsibilities are to ensure the VOAD mission, principles and by-laws are adhered to. Council's goal is to develop SEPA VOAD as an independent consortium of voluntary active agencies aligned with our PA VOAD and National VOAD partners. This includes the development of initiatives that embody the SEPA VOAD mission. If Task Force funds are required, then the Council must present a proposal to the Human Services Chair/Vice-Chair for approval by the Human Services group, followed by approval by the Executive Board to ensure adherence to the Department of Homeland

Security (DHS) grant guidelines. The Council President can convene an unscheduled Executive Committee meeting if needed with appropriate notice to present the Council's approved proposal(s).

Common Function: To meet as a council to discuss, develop and present projects to the SEPA VOAD membership. The elected Council members shall preside at all duly appointed meetings.

SEPA VOAD Council President

Function: The SEPA VOAD Council President is voted in by the Partner membership. The SEPA VOAD Council President will lead the council following voting procedures when required and act as spokesperson to the membership. Each Council member is tasked with development and implementation of projects, plans and initiatives that integrate and engage all agencies active within SEPA VOAD. The Council president will hold the position of Chair of the VOAD subgroup of the Task Force.

SEPA VOAD Council Vice President

Function: The SEPA VOAD Council Vice President is voted in by the Partner membership. The SEPA VOAD Vice President will perform the same function as the SEPA VOAD Council President and act in his/her absence. The SEPA VOAD Council Vice President shall also perform such other duties as may be assigned by the President. Each Council member is tasked with development and implementation of projects, plans and initiatives that integrate and engage all agencies active within SEPA VOAD. The Council Vice President will hold the position of Vice-Chair of the SEPA VOAD subgroup of the Task Force.

SEPA VOAD Council Members (3)

- Function: SEPA VOAD Council Members are voted in by the Partner membership. Each Council member will participate in the development and implementation of projects, plans and initiatives that integrate and engage all agencies active within SEPA VOAD. Council members will select a membership category (Partner, Associate & Supporting), to be their voice to the Council as well as to assist with engaging and recruiting member organizations. SEPA VOAD Council members should rotate or share the secretarial responsibilities. The SEPA VOAD Council members shall also perform other duties as assigned by the President/Vice President, which may include assigned administrative duties, such as:
 - Craft standard operating procedures (SOP)
 - Complete meeting notifications, attendance and all meeting minutes
 - Maintain all SEPA VOAD membership data and voting actions and records;
 - Prep, send and maintain membership applications and packets.

E. Removal

Any elected Council member may be removed by two-thirds (2/3) vote of the Council members present and voting whenever in the Council's judgment the best interests of SEPA VOAD would be served thereby. Removal shall be without prejudice or discrimination.

F. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the council for the unexpired portion of the term, except that the Vice President, shall

automatically assume the position of President in the event of a vacancy in the Council of President for the unexpired portion of the term.

ARTICLE VII – Committees

Committees shall be representative of the SEPA VOAD member organizations.

A. Elected Council Committee

The SEPA VOAD Council will be made up of the following individuals:

Five (5) Elected Partner Agency Members

- Council President
- Council Vice President
- Three (3) Council Members

The SEPA VOAD Council will meet a minimum of three (3) times a year. This is a voting committee.

B. SEPA VOAD Executive Committee

The SEPA VOAD Executive Committee (EC) will be made up of the following individuals:

1. Five (5) Elected Partner agency members.
 - President
 - Vice President
 - 3 Council Members
2. County Volunteer Management Coordinator – one per county (5)
3. Human Services Workgroup Chair & Vice-Chair (2)
4. State VOAD Liaison (State Voluntary Agency Liaison (VAL) or VOAD representative)

The SEPA VOAD Executive Committee may elect to meet at least twice annually at the discretion of the SEPA VOAD Council President, separate from the scheduled business meeting. This is a non-voting committee. The Executive Committee will be called upon to meet in an emergency session as circumstances dictate.

C. Defined Roles of Executive Committee Members

1. SEPA VOAD Council President

Function: The SEPA VOAD Council President has a seat on the Executive Committee and is Chair of the SEPA VOAD subgroup of the Task Force.

See *Article VI Council* for complete function responsibilities.

SEPA VOAD Council Vice President

Function: The SEPA VOAD Council Vice President has a seat on the Executive Committee and is Vice-Chair of the SEPA VOAD subgroup of the Task Force.

See *Article VI Council* for complete function responsibilities.

2. **SEPA VOAD Council Member(s)**

Function: The SEPA VOAD Council Member(s) has a seat on the Executive Committee. See *Article VI Council* for complete function responsibilities.

3. **County Volunteer Management Coordinator(s)**

Function: County Volunteer Management Coordinators (VMC), one from each county will be a member of the Executive Committee. Each County VMC should be present at all SEPA VOAD meetings. This position has a voice, but no vote, but will provide their volunteer management coordination and collaboration to the SEPA VOAD organization. This position will also act as the liaison from the County EMA to contribute to the planning and process improvement of fulfilling the SEPA VOAD mission to the region. Will look for collaboration between each County VMC and with SEPA VOAD as it relates to:

- Engaging with member agencies within your county through recruitment and other outreach opportunities to foster agency volunteer engagement;
- Coordinate planning amongst SEPA VOAD partner agencies in your county and with your County EMA;
- Work with Emergency Management to form Long-term recovery committees
- Coordinate your County requests of unmet needs with SEPA VOAD;
- Participate in SEPA VOAD projects, training and exercises
- Lead SEPA VOAD's mission through the four (4) guiding principles of; Cooperation, Coordination, Communication and Collaboration

4. **Human Services Chair /Vice-Chair**

Function: The Human Services Chair/Vice-Chair has a seat on the Executive Committee. The Human Services Chair/Vice-Chair is responsible for all of the assigned subgroups, of which the SEPA VOAD is one. Their role is to ensure all projects do not overlap with existing Task Force projects and that they are properly documented, and within the grant guidelines. The Human Services Chair/Vice-Chair will present the subgroups project proposal(s) to the Task Force Executive Board for approval. Once a project is approved, a budget line item will be assigned and tracked for progress within the appropriate budget funding cycle.

5. **State VOAD Liaison**

Function: The State VOAD Liaison has a seat on the Executive Committee should they elect to participate. This seat will be occupied by either the State VAL or a representative from the State VOAD.

Other Standing Committees will be determined as needed and appropriate, such as long term recovery.

ARTICLE VIII – Meetings

The meetings of the SEPA VOAD shall be guided by the *Roberts Rules of Order, Revised*, except as otherwise provided for in these by-laws.

A. Council Meetings

1. The SEPA VOAD Council and Executive Committee will meet in combined meetings a minimum of three (3) times a year, and may elect to meet more frequently as deemed necessary. Council will publish a calendar at the start of its term and make it public to the SEPA VOAD members.
2. Council may call meetings that only include Council members and any other invited guests at their discretion.
3. Other individuals may attend Council and Executive Committee meetings at the request of the Council President.
4. Meetings may be held in person, conference call, or by calling into a meeting.

B. Executive Committee Meetings

1. See above

C. Agency Members Business Meetings

1. The SEPA VOAD membership includes, Partner, Associate and Supporting members, who will meet a minimum of two (2) times a year on a schedule decided by the SEPA VOAD Council. SEPA VOAD Council will publish a calendar at the start of its term and make it public to the SEPA VOAD members.
2. All SEPA VOAD members shall be notified ten (10) days prior to any business meeting.
3. Designated County EMA personnel shall be invited to foster engagement.
4. All meeting attendees shall have voice at the discretion of the SEPA VOAD Council President. The intent is that there is a reasonable exchange of ideas in a timely fashion without monopoly by multiple representatives of a single agency.
5. Refer to Article V Membership and Article IX Voting for member voting rules.

D. Emergency Meetings

1. Emergency meetings to meet the needs of disaster events (or drills) can be called at any time.
2. Teleconferencing is an option for Emergency meetings.
3. Emergency meetings are open to member organizations and those agencies with specific response and recovery responsibilities.

E. Annual Meeting

The Annual meeting of the members shall be held on a date to be determined by the Executive Committee for the purpose of electing Council members and for the transaction of business which may come before the meeting.

F. Quorum

All Partner members present at a duly organized and properly noticed meeting shall constitute a quorum to do business on behalf of SEPA VOAD.

G. Place of Meeting

The Council may designate any place within the SEPA RTF region as the place of scheduled meetings or for any Emergency or Annual meeting. If so designated, any Emergency meeting may be held via telephone conference call.

H. Notice of Meeting

Written printed notice stating the place, day and hour of the meeting and, in cases of Emergency meetings, the purpose(s) for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting or by email, or at the direction of the Council President or the designated person calling the meeting, to each SEPA VOAD Partner member entitled to vote at such meeting, and to the Executive Committee members. Written notice shall include the agenda and minutes from the previous meeting.

I. Presumption of Assent

A Member of SEPA VOAD who is present at a meeting at which an action on any SEPA VOAD matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

ARTICLE IX – Voting

A. Voting

1. Each Partner Organization is entitled to one vote. Where multiple chapters or affiliates of an organization are members of the SEPA VOAD, the affiliates will need to determine among themselves who will serve as the AMOR and AAMOR. As noted above, they will advise the Executive Committee of their designated representative. If the AMOR or AAMOR is not in attendance at a business meeting, one representative of the affiliates in attendance can represent the group on all votes with advance notice to a Council member.
2. An individual or AMOR may represent more than one organization or local/regional affiliates of an organization; however, an individual/AMOR has one vote regardless of the number of organizations they may represent.
3. Voting by proxy shall not be permitted.
4. Members present at a properly noticed meeting shall constitute a quorum to do business.
5. All voting, except as otherwise provided for in these by-laws, shall pass by a simple majority vote.
6. All votes (formal or consensus reached) will be recorded in the meeting minutes.

B. Maintenance

The Regional SEPA VOAD Agency Liaison shall maintain an accurate and current list of the names and addresses of the members of SEPA VOAD. Such list shall be available for inspection at any and all meetings by members of SEPA VOAD.

C. Determination

Each member organization shall provide to an Executive Committee member or the Regional SEPA VOAD Agency Liaison for placement on the official list of voting members the names and addresses of the persons appointed (the positions of AMOR/AAMOR) to represent it and to vote for it at the business meetings of SEPA VOAD. In the event of absence of such notification or of conflicting notifications, the Regional SEPA VOAD Agency Liaison shall make his or her own good faith determination as to whom, if anyone should represent the member in question at any meeting of the agency members of SEPA VOAD.

ARTICLE X – Administration

A. Inventory

Inventories of all SEPA RTF purchased property for SEPA VOAD will be maintained by the Council and/or Executive Committee and distributed to the membership at meetings at least yearly.

SEPA VOAD subgroup budget line items will be provided at each Council and Executive Committee meeting and can be requested at any time to partner organizations.

ARTICLE XI – Amendments

Amendments to these by-laws may be made by a two-thirds majority vote by the partner membership. Amendments must be moved and seconded at a properly noticed business or special meeting to be voted on at the following business meeting. Upon being passed, members will be notified by mail or email.

ARTICLE XII – Acceptance of SEPA VOAD By-Laws

By signature below, in the month of, November 2010, we declare the Southeastern PA VOAD as officially organized and have accepted the by-laws as written for governance of the organization:

Human Services Chair/Vice-Chair:

Signature

Printed Name

Signature

Printed Name

Work Group Sponsor (Executive Board Member):

Signature

Printed Name

Elected Volunteer Agency Council Members:

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name