



Iowa Disaster Human Resource Council

BYLAWS

Updated: 6/20/2024

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Section 1: Organization

1.1 Name

The name of this organization is the Iowa Disaster Human Resource Council (IDHRC). IDHRC is a Voluntary Organization Active in Disaster (VOAD), which is a state counterpart and partner of the National Voluntary Organizations Active in Disasters (NVOAD). The IDHRC is a liaison organization to local VOAD, COAD, long-term recovery committees, local emergency management and similar organizations or committees operating at the local level in the state of Iowa.

1.2 Business Office

The official business and mailing address of the IDHRC shall be:

IDHRC
P.O Box 282
Tipton, IA 52772

1.3 Code of Rules

These bylaws constitute the code of rules adopted by the IDHRC for the regulation and management of its affairs. A formal review will be conducted a minimum of every three years to ensure the bylaws are reflective of the needs and structure of the organization. Amendments to these bylaws may be made at a formal meeting of the membership through a two-thirds majority vote of the Board of Directors.

Additional policies created and approved by the Board of Directors will also be followed.

Section 2: Mission and Purpose

The IDHRC mission is to strengthen a whole community approach to disaster cycle by maximizing public and private resources to address immediate and long-term physical, spiritual, and emotional needs of impacted community members.

The IDHRC purpose is to bring together faith-based, voluntary, nonprofit, community based, government, and public entities active in disaster services to foster a more effective response and recovery for the people of Iowa in times of disaster. Since it was established, the IDHRC focuses their efforts primarily on assisting underserved and vulnerable individuals and communities.

Section 3: Membership

The IDHRC is not intended to be a competing agency, but an umbrella organization of existing agencies. Each member organization maintains its own identity and independence, yet works closely with other agencies to improve service, maximize resources, and eliminate unnecessary duplication.

3.1 Eligibility

- a. All faith-based, voluntary, nonprofit, community based, government, and public entities involved in disaster preparedness, resilience, response and/or recovery in Iowa are eligible to apply for membership in the IDHRC. These organizations must complete a statement a [Statement of Understanding](#) which notes potential resources the organization could provide to meet the needs of people affected by a disaster, or, who assist in preparing for disasters and assist survivors of disaster.
- b. The IDHRC does not discriminate based on religion, race, creed, disability, sexual orientation, ethnicity, age, gender, or gender identity and complies with all federal and state human rights laws.

3.2 Enrollment of Member Organization

- a. The organization interested in IDHRC membership shall complete (and renew every three years) a [Statement of Understanding](#).
- b. The Executive Committee of the Board of Directors shall review all applications for membership and pass such information to the Board of Directors
- c. The completed membership application will be reviewed and voted on at an IDHRC Board of Directors meeting and approved by majority vote.
- d. The organization will be informed of status by the IDHRC Secretary or Executive Director.
- e. Each organization approved by the Board of Directors will be represented by one Designated Representative. An Alternate Representative to the Designated Representative should also be identified in the event the Designated Representative is not available.
- f. New Member Organizations are required to provide at least one letter of referral if they do not have a presence established within Iowa.
- g. When a Member Organization has multiple divisions serving in Iowa, one representative will be selected by the Member Organization to represent all Iowa divisions.
- h. Membership in IDHRC belongs to the organization. The Designated and Alternate Representatives' ongoing involvement in IDHRC is dependent upon their continued connection with the Member Organization.

3.3 Responsibilities of Member Organizations

Member Organizations shall meet the following requirements to maintain membership status in the IDHRC:

- a. Conduct business in a manner that is consistent with the stated mission and purpose of the IDHRC.
- b. Identify a representative to maintain regular attendance at monthly membership meetings, special membership meetings, membership training, and conferences such as the Don Hampton Conference.
- c. Work in coordination with the IDHRC and appropriate government entities when responding to an event.
- d. Complete a [Statement of Understanding](#) every three years.
Note: The Executive Committee shall review all applications for membership and pass such information to the Board of Directors who shall approve the new Member Organizations by majority vote.
- e. Appropriately represent the views and interests of IDHRC.

3.4 Rights of Member Organizations

- a. Each Member Organization with a Designated Representative present at the Annual Meeting shall be entitled to one (1) vote in the annual Board of Directors election. Member Organizations shall designate the voting representative. That designation is to occur upon sign-in to the meeting.
- b. An individual representing multiple Member Organizations only has one (1) vote, regardless of the number of organizations he/she represents.
- c. All Member Organizations are given full access to the programs and activities of the IDHRC, including committee and task force participation, trainings, conferences, meetings, events, correspondence, and inclusion on IDHRC website(s). Logo use may be permitted with Executive Committee approval.
- d. Any number of representatives from one Member Organization may attend regular and annual meetings to provide input. Any number of representatives from one Member Organization, as well as individuals not associated with a member organization, may request inclusion on the IDHRC Listserv to receive meeting notices and updates from the IDHRC.

3.5 Tenure of Member Organizations

The term of membership shall be perpetual for as long as the member maintains membership status and meets the responsibilities of membership as set forth in Section 3.

3.6 Termination of Membership

- a. A Member Organization may voluntarily withdrawal from the IDHRC by submission of a letter of separation to the Chair.
- b. Membership in IDHRC may be terminated through a majority vote of the Board of Directors for one or more of the following reasons:
 - i. Conducting business in a manner which contradicts the stated mission and purpose of the IDHRC, or which is viewed as detrimental to the IDHRC organization.
 - ii. Refusal to work in coordination with IDHRC or governmental entities.

- iii. Misrepresenting the interests or views of IDHRC.
- c. Member Organizations terminated but who would like to reapply for membership will be required to reapply as a new Member Organization as stated in Section 3.

Section 4: Business Meetings

4.1 Full Council Meetings

- a. Except for the annual Board of Directors election, only the Board of Directors shall be eligible voters in matters before the IDHRC. Voting may occur in person, by telephone, email, webinar or by other means as designated by the Board of Directors.
- b. The Full Council Membership shall meet monthly, alternating between hybrid and virtual, at a date and time designated by the Board of Directors. Annually, a minimum of one of the hybrid meetings will be held in a location other than the State Emergency Operations Center.
- c. As stated above, meetings can be held virtually. In this instance, Member Organizations joining the meeting virtually will be deemed in attendance. If, by Board of Directors majority vote, the monthly meeting schedule is altered, a minimum of two (2) regular meetings of IDHRC must be held each calendar year, including the “Annual” meeting.
- d. Notice of the Full Council Meeting shall be given by the Secretary or his/her designee, no less than five (5) calendar days before the date that such a meeting is to be held. Such notice shall be delivered by email and shall state the place, date, and time of the meeting. Member Organizations will receive ten (10) days’ notice for the IDHRC Annual Meeting.
- e. Minutes will be taken by the IDHRC Secretary, or designated individual. Minutes shall be distributed by mail or e-mail and approved at the next regular Full Council Meeting.

4.2 Special Meetings

- a. Special Meetings may be called at any time by the Chair or by a majority of the Board of Directors. Special meetings may be held at a designated location and/or via teleconference/webinar, in which instance, Member Organizations joining the meeting via virtually will be deemed in attendance. One exception is noted below.
- b. In case of disaster activity in Iowa that results in unmet needs, any Member Organization may request an emergency meeting. The Chair of the Board or any other two (2) members of the Executive Committee may convene a meeting to coordinate and share information regarding the disaster response of Member Organizations.

4.3 Order of Business

- a. The proceedings and business of the IDHRC meetings shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.
- b. Full Council meetings shall follow a standard business agenda.

- c. If a Member Organization wishes to include an item for discussion and review, they shall contact the Secretary prior to the scheduled meeting. The Secretary, at his/her discretion, shall determine whether the request is consistent with the business of the IDHRC and adjust the agenda if warranted.

4.4 Voting

- a. A quorum for all IDHRC votes excluding the Board of Directors' elections shall consist of fifty percent plus one of the Board of Directors.
- b. Board of Directors' elections: A ballot shall be provided to the Designated or Alternate Representatives of all Member Organizations.
- c. Voting can occur electronically or in-person.

Section 5: Board of Directors and Executive Committee

5.1 Board of Directors

- a. The Board of Directors is tasked with governance of IDHRC and supervision of the Executive Director.
- b. Nominating Committee:
 - i. Any Designated or Alternate Representative of a Member Organization shall be eligible for consideration of service on the Board of Directors. Each candidate shall be responsible for ensuring he/she has the support of their Member Organization prior to accepting a nomination to serve on the Board of Directors.
 - ii. Regular elections shall be conducted at the Annual Meeting of the Full Council.
 - iii. Each year the Board of Directors shall convene a Nominating Committee to identify Designated or Alternate Representative of a Member Organization for any vacancies on the Board of Directors.
 - iv. The Nominating Committee shall present the proposed slate of Board of Directors to the Full Council at least ten days prior to the scheduled date of the election.
 - v. The Full Council shall have the opportunity to present additional nominees for consideration for all positions prior to calling for a vote.
 - vi. The election of a Board of Directors Member shall be by majority vote of the Designated or Alternate Representative of a Member Organization in good standing in attendance at the meeting.
 - vii. If a vacancy occurs during the term of office for any Board of Directors position, the Executive Committee shall identify and nominate a qualified representative to fill the remainder of the term. This nomination shall be presented to the Board of Directors for a vote. The appointed representative will complete the term of the person vacating the Board of Directors. The partial term will not be counted toward two consecutive three-year terms if the appointed representative chooses to serve two additional terms.

- c. The Board of Directors will include one non-voting, permanent position to be filled by the Iowa Homeland Security Emergency Management Division (HSEMD).
- d. The Board of Directors will consist of no fewer than twelve (9) and no greater than fifteen (15) members. To achieve a balance of constituencies, the nominating committee may consider self-declaration of affiliation. The representation will be evaluated annually prior to the initiation of the annual nominations process.
- e. Members of the Board of Directors shall be elected to a three (3) year term. Members shall be eligible to serve two (2) three-year terms consecutively. A one (1) year absence from the Board of Directors is required prior to becoming eligible to serve on the board for additional terms. Additional terms will run as one (1) three-year term with a required one (1) year absence.
- f. A Board of Directors member shall be removed for any of the following reasons:
 - i. The voluntary resignation of the Board of Directors member by submission of a letter of separation to the Chairperson or his/her designee.
 - ii. The Board of Directors member is no longer associated with a Member Organization of IDHRC.
 - iii. Through a majority vote of the Board of Directors for one or more of the following reasons:
 - a. Conducting business in a manner which contradicts the stated mission and purpose of the IDHRC, or which is viewed as detrimental to the IDHRC organization.
 - b. Be an active and engaged member of the Board of Directors.
 - c. Any officer will be disqualified from service upon incurring four (4) unexcused absences from regular meetings. Regular meetings include any combination of Full Council, Board of Directors, or Executive Committee meetings. Excused absences can be obtained by contacting the secretary or chair of the IDHRC. After four (4) unexcused absences, the disqualified officer will be sent a letter advising him/her of the disqualification of service. At that time, the Executive Committee will facilitate a vote within the Board of Directors to fill the remaining term of office.
 - d. Refusal to work in coordination with IDHRC or governmental entities.
 - e. Misrepresenting the interests or views of IDHRC.
- g. The IDHRC Executive Director shall serve as ex-officio, non-voting member of the Board of Directors. Additionally, the previous Chairperson shall have the opportunity to serve as an ex-officio non-voting member of the Board of Directors.
- h. At the discretion of the Executive Committee, additional Board of Directors seats may be created and filled through the election process.

5.2 Executive Committee/Officers

- a. The Officers shall be elected for a one-year term of office with elections to be held within 30 days following the annual election. The positions of Chair, Vice-Chair, and Chair-elect shall not be held by a member of a state or federal government agency.
- b. All Executive Committee members shall
 - i. Be an active and engaged member of the Board of Directors.

- ii. Serve as a steward of fiduciary and reputational responsibility.
 - iii. Serve as an ambassador on behalf of IDHRC and its mission in the community.
 - iv. Build relationships and connections to help IDHRC achieve its mission.
 - v. Perform other responsibilities assigned by the Board of Directors
- c. The following shall be elected from the Board of Directors by the Board of Directors:
- i. Chair:
 - a. Calls Executive Committee meetings as needed in collaboration with the Director.
 - b. Is a partner with the Executive Director in achieving the organization's mission.
 - c. Reviews financial planning and financial reports.
 - d. Meets regularly with the Executive Director to discuss and respond to the needs and opportunities facing the organization.
 - e. Ensures a collaborative and partnership approach to accomplishing mission.
 - f. Reviews with the Executive Director any issues of concern to the Board of Directors.
 - g. Ensures an annual evaluation of the performance of the Executive Director.
 - h. Ensures a regular review and update of Board of Directors guiding documents.
 - i. Chairs meetings of the Board of Directors after developing the agenda with the Executive Director.
 - j. Works with the Executive Director to identify the needs for committees and/or workgroups.
 - k. May serve ex officio as a member of committees and attend their meetings when invited.
 - l. Ensures committees and workgroups are achieving their goals to support the mission of IDHRC.
 - m. Ensures that all committees have a chairperson and a Board of Directors' liaison.
 - n. Helps guide and mediate Board of Directors' actions with respect to organizational priorities and governance concerns.
 - o. In collaboration with the Board of Directors, ensure all incoming Board of Directors' members have an orientation prior to their first Board of Directors meeting if possible.
 - p. Ensures all Board of Directors' members and committee members are deeply engaged in IDHRC activities.
 - q. Encourages Board of Directors' role in strategic planning
 - r. Ensures the Board of Directors engages in a self-evaluation of its performance and effectiveness.
Facilitates the annual review of the performance of the organization in achieving its mission. This includes checking in with individual Board of Directors at least annually.

- s. Recruits Board of Directors and committee members in partnership with Executive Director, Vice-Chair, and the Nominations Committee.
 - t. Can serve as a member of the Nominations Committee.
- ii. Vice-Chair:
- a. Collaborates with the Board of Directors, Chair, and the Executive Director in achieving the organization's mission.
 - b. Reviews financial planning and financial reports
 - c. Ensures a collaborative and partnership approach to accomplishing IDHRC mission Chairs meetings of the Board of Directors when the Board Chair is unavailable.
 - d. Collaborates with the Board of Directors' Chair to fulfill roles and obligations in preparation for the transition to the Board of Directors role.
 - e. Participates closely with the Board of Directors to develop and implement officer transition plans.
 - f. Works with the Board of Directors' Chair and Executive Director to recruit Board of Directors and committee members.
 - g. Works with the Executive Director and at least one other Board of Directors to chair the annual conference.
 - h. Serves as the Chair of the Nominations Committee.
- iii. Treasurer:
- a. Is responsible for creating and providing oversight of the financial activities of the organization.
 - b. Provides a report and highlights important fiscal matters to the Board of Directors regarding the operation of IDHRC.
 - c. Collaborates with the Executive Director to develop the budget.
 - d. Deliver timely and thorough financial reports that demonstrate effective fiscal management.
 - e. Ensure financial processes and transactions follow Board of Directors approved policy.
 - f. Provide proper fiscal record keeping and effective audit documentation.
 - g. Ensures the Board of Directors review of financial policies and procedures. Advocates for fiscal practices and strategies to ensure the sustainability of IDHRC and transparency of financials for the purposes of oversight and governance.
 - h. Serves on the finance committee.
 - i. In partnership with the Nominating Committee, recruits financial professionals to serve on relevant committees and as candidates to join the Board of Directors.
- iv. Secretary:
- a. Shall be officially employed by the Department of Homeland Security and Emergency Management.

- b. Draft meeting agendas for Full Council, Board of Directors, and Executive Committee meetings with input from Executive Director and Board of Directors' Chair.
 - c. Attend all Executive, Board of Directors, and Full Council meetings. Record the minutes of each and distribute them to appropriate members within 15 days of meetings.
 - d. If agenda requires a vote, minutes shall record all votes, indicating the action to be taken.
 - e. Maintain official records, to include those of elections, the email lists, and contact roster.
 - f. Annually reviews membership list to determine which agencies need to update their Statement of Understanding as agencies must update every three years.
 - g. Maintains the calendar of key Board of Directors' activities – conferences, meetings, policy review, etc.
- v. Chair-elect:
- a. Must be term-eligible to serve for one-year with the intent of becoming Chair at the Annual IDHRC meeting.
 - b. The Chair-elect may also serve simultaneously as Vice-Chair. If the Chair-elect is not the Vice-Chair, he/she will be a non-voting member of the Executive Committee. If the Vice-Chair is serving as Chair-elect, he/she will have voting rights as assigned to the Vice-Chair role.
- vi. Past Chair:
- a. non-voting, advisory member to the Executive Committee.
- d. Role of the Executive Committee
- The Executive Committee shall be accountable to the IDHRC Board of Directors and act on behalf of the Board of Directors and shall meet at the call of the Chair or by any two other Executive Committee members to perform such actions related to the management of the affairs of the IDHRC, including but not limited to:
- i. Hiring, evaluating, and terminating personnel, whether compensated or volunteer.
 - ii. Engaging and executing contracts and agreements.
 - iii. Except as otherwise required by law or these bylaws, the Executive Committee shall have all the authority of the Board of Directors in the management of IDHRC during such time as the Board of Directors is not meeting and may authorize contracts and agreements as required.
 - iv. The Executive Committee shall have the power to fill a vacancy on the Board of Directors that may occur between Annual Meetings.
 - v. The Executive Committee shall have the power to act for IDHRC between regular meetings within the adopted guidelines of the organization.
 - vi. Removal of Officers

Any officer will be disqualified from service upon incurring four (4) unexcused absences from regular meetings. Regular meetings include any combination of Full Council, Board of Directors, or Executive Committee meetings. Excused absences can be obtained by contacting the secretary or chair of the IDHRC. After four (4) unexcused absences, the disqualified officer will be sent a letter advising him/her of the disqualification of service. At that time, the Executive Committee will facilitate a vote within the Board of Directors to fill the remaining term of office.

Section 6: Additional Committees

The Board of Directors may designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Board of Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the appointed purpose of the committee and these bylaws.

- a. Membership of these committees shall be open to Designated and Alternate Representatives of Member Organizations.
- b. Committees may, with the approval of the Executive Committee, recruit non-voting technical assistance advisors as needed.

Section 7: Operations

7.1 Activation of Resources

Activation of the IDHRC in responding to a disaster is outlined in the Activation Guidelines which are approved by the Board of Directors.

7.2 Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the IDHRC shall be signed and executed by the Chairperson (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board of Directors.

7.3 Financial

The Executive Director, in coordination with the Board of Directors approved accounting firm, when such exists, will ensure that adequate policies and procedures are in effect for management and approval of transactions occurring within the IDHRC.

- a. Funds collected will be used to provide disaster-related services and meet the administrative expenses of the organization.
- b. IDHRC funds can be withdrawn by proper signature of any authorized representative with prior approval from the Executive Committee.
- c. The Board of Directors shall obtain an annual compilation and review of the financial affairs of the IDHRC. The report shall be placed in the minutes of the Board of Directors meeting and reported to the IDHRC membership.
- d. In the event of the dissolution of the IDHRC, any remaining funds shall be disbursed at the discretion of the Executive Committee to a mutually agreed upon charity.

7.4 Records

- a. The IDHRC shall keep correct and complete records of accounts and will keep minutes of the proceedings of the Membership and Board of Directors meetings.
- b. The IDHRC will keep at a location determined by the Board of Directors, the original or a copy of its bylaws, including amendments to date certified by the Secretary of the IDHRC. Proposed amendments must be distributed via mail or e-mail no less than ten (10) days prior to a meeting at which the amendments will be considered. Provided a quorum exists, amendments to these bylaws may be made by a two-thirds majority vote by the Board of Directors in attendance at any regular meeting.

7.5 Fiscal Year

The fiscal year for the IDHRC shall be the calendar year, July 1 to June 30. The fiscal year can be changed by vote of the Board of Directors.

Section 8: Certification

Synopsis of changes made in 2024 Update:

- Common terminology adjusted.
- Replaced mission and purpose with updates previously created/reviewed.
- Added updated Executive Committee role descriptions previously created.
- Added language to Certification that the bylaws are shared with the Full Council for review prior to Board of Directors vote.
- Added table of contents

On June 20, 2024, the updates to IDHRC Bylaws were shared with the IDHRC Full Council for review.

On June 20, 2024, the IDHRC Board of Directors voted to approve.