



**BY-LAWS OF THE
FLOODPLAIN MANAGEMENT ASSOCIATION**

ARTICLE 1 - BOARD OF DIRECTORS

The Board of Directors shall consist of the following:

1. Officers of the Association.
2. The immediate past Chair of the Association.
3. Two At-Large Directors.
4. Four Regional Directors.
5. The Executive Director.
6. Ex Officio Directors (non-voting) representing California, Nevada, and Hawaii.

ARTICLE 2 - ELECTION OF OFFICERS AND DIRECTORS

The officers provided for by the Constitution shall be elected by a majority vote of the members submitting ballots for the annual election held prior to the Fall membership meeting. It is recommended that candidates for officer positions have current or previous experience on the Board. Candidates for Chair and Vice-Chair shall currently be serving on the Board. Two Regional Directors (one from north and one from south) and one At-Large Director shall be elected at each annual election.

ARTICLE 3 - TERMS OF OFFICERS AND DIRECTORS

Officers shall be elected for a term of one year (nominal) and serve until the following years Fall membership meeting. Officers may be elected to the same office for no more than two consecutive full terms. Regional and At-Large Directors shall be elected for a term of two years (nominal) and serve until their successor is duly elected. There shall be no limit to the number of terms that an individual may serve on the Board of Directors as a Regional or At-Large Director.

ARTICLE 4 - RESIGNATIONS AND VACANCIES

An Officer or Director may resign by giving written notice to the Board of Directors, the Chair, or the Vice-Chair. Such resignation shall be effective immediately unless a later time is set forth in the resignation notice and, unless otherwise specified in the resignation notice, the acceptance of the resignation notice shall not be necessary to make the resignation effective. Vacancies on the Board due to death, resignation, removal or other cause may be but not necessarily must be filled temporarily by appointment by the Board of Directors. Such temporary appointments shall not extend past the next regular election.

ARTICLE 5 - MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet immediately prior to each membership meeting and at such other times as the members of the Board deem necessary to conduct the business of the Association. The Executive Director shall give notice of all meetings to all Board members not less than 14 days prior to the meeting date. Notices may be either by mail, email, fax or direct telephone contact. A quorum for meetings

shall consist of a majority of the Board members which includes either the Chair or Vice-Chair. Motions and resolutions before the Board shall be decided by a simple majority vote.

In lieu of a called meeting, matters deemed appropriate by the Board can be decided by ballot. For such actions, the Executive Director shall mail, email, or fax to each Board member a ballot describing the issue to be decided and the time permitted for response which shall not be less than 10 days in the case of a mailed ballot or 3 days in the case of an email or faxed ballot. Ballots may be returned to the Association office either by mail or fax. The Executive Director shall be responsible for tallying ballots.

Business can also be conducted by means of a telephone conference call provided that a) all Board members are sent at least five days advance notice of the proposed conference call meeting; and b) at least a majority of the Board members including either the Chair or Vice-Chair participate in the call.

ARTICLE 6 - OFFICERS' DUTIES

The duties of the Association's officers shall be as follows:

1. The Chair shall preside at meetings of the Board of Directors and at membership meetings and be responsible for ensuring the actions and decisions of the Board of Directors are carried out.
2. The Vice-Chair shall assume and carry out the responsibilities of the Chair in the event the Chair is unable or unwilling to perform assigned duties and perform such other duties as may be assigned by the Board of Directors.
3. The Secretary shall record the votes and keep the minutes of all Board of Directors' meetings and membership meetings, and shall perform such other duties as may be assigned by the Board of Directors.
4. The Treasurer shall monitor the preparation of tax returns and sign the appropriate filings and shall, when requested by the Chair or Board of Directors, report the state of finances of the Association.

ARTICLE 7 - APPOINTED POSITIONS

The Chair may appoint committee chairs and others as deemed necessary to assist the elected officers in carrying out the directions of the Board, Appointees of the Chair shall serve at the pleasure of the Chair.

ARTICLE 8 - MEMBERSHIP

The Association shall offer four categories of membership as described in the following:

1. Individual Members shall be those individuals paying the dues set for the Individual Member category.
2. Organizational Members shall be those representatives of agencies, departments or subdivisions of general or special purpose government agencies, and firms, corporations and other businesses paying the dues set for the Organizational Member category. Three representatives shall be designated to receive full member benefits. All other employees of an Organizational member working at the same location as the designated representatives may join the association at a reduced member rate.
3. Student Members shall be those individuals who are engaged on more than a one-half time basis as a student in a post-secondary accredited educational institution and who pay the dues set for the Student Member category.
4. Honorary Members shall include individuals voted to that category of membership by the Board of Directors in recognition of that person's outstanding service to the public in the field of floodplain management and/or service to the Association. Honorary Membership does not relieve an active Individual Member from the payment of dues, registration fees or other costs associated with participation in the Association.

All members may serve on and chair committees of the Association excepting Student Members who shall not be eligible to chair committees or serve on the Nominations, Finance or Awards Committees.

The Executive Director shall be responsible for sending out notices of dues, collecting dues that are paid, and keeping up to date the membership roll of the Association.

The dues for each category of membership and other privileges and responsibilities attendant to membership shall be established by the Board of Directors and may from time to time be modified as the Board sees fit. However, the dues for the Student Member category shall not be greater than 50 percent of the dues for Individual Members. As an inducement to membership, the Board may offer discounts in dues for paying multiple years in advance or for other considerations.

Dues established by the Board of Directors for the following year shall come due on January 1 of that year. New members applying for membership after June 1 shall pay 50 percent of the annual dues. All members whose dues are more than 90 days in arrears shall be dropped from the membership roll of the Association.

ARTICLE 9 - MEMBERSHIP MEETINGS

At least one regular membership meeting shall be held annually, and will generally be held alternatively in northern California or Nevada and southern California or Nevada. At least 31 days notice of a regular membership meeting must be given to all then current members. The primary purposes of the regular membership meetings shall be: a) announcement of the election of Officers and Directors to the Board of Directors; b) presentation of reports to the membership from the Association's standing committees and officers; c) conferring of Honorary Memberships and other awards and recognitions; d) debate and action on any proposed amendments to the Association's Constitution and d) disposing of such business as members of the Association may wish to bring before the meeting.

Special meetings of the membership may be hold at the direction of the Board of Directors, subject to a requirement for 31 day's notice to all then current members. Election of Officers and Directors cannot take place at a special meeting of the membership.

Notices of regular and special membership meetings may be made by publication of the notice in the Association's newsletter or may be made in writing, by email or addressed to the members address as appearing on the rolls of the Association and deposited with the U.S. Postal Service for delivery. Meeting notices shall specify the place, day and hour of the meeting to the extent that it is known at the time of publishing the notice, and, in the case of a special meeting, the purpose(s) of the meeting.

ARTICLE 10 - VOTES BY THE MEMBERSHIP

Any member attending a regular or special membership meeting may make motions to direct the Board of Directors to consider an issue or require a vote of the membership to overturn, reverse or negate an action or policy of the Board of Directors. Such motions, after seconding and an opportunity for discussion, shall be put to a vote of the membership attending the meeting. Voting shall be by secret ballot if requested by any voter.

In the event the motion is for the Board of Directors to consider an issue, the motion shall pass if a simple majority of the membership attending the meeting votes yea, In that case, the issue shall be considered by the Board of Directors and their action shall be reported at the next membership meeting.

In the event the effect of the motion is to require a vote that would overturn, reverse or negate an action or policy of the Board of Directors, the motion shall pass if two-thirds of the membership attending the meeting votes yea. In that case, the issue shall be put to a vote of the entire membership of the Association,

Votes of the entire membership of the Association shall be taken by mail or email. The distribution of ballots to members may be done either in conjunction with distribution of the Association newsletter, as a

separate mailing, or by e-mail. In either case, the voting materials distributed shall include at least a ballot, statement of the matter being voted on and instructions for submission of the ballot, including the deadline for submission. Procedures for the vote of the membership shall be established by the Board of Directors. A two-thirds vote of the returned ballots shall be required to overturn, reverse or negate an action or policy of the Board of Directors.

ARTICLE 11 -COMMITTEES

The Association shall maintain three standing committees named respectively as the Finance Committee, Awards Committee, and Nominations Committee. Each of these committees shall be chaired by a member appointed by the Chair. The purposes of the Committees shall be as follows

1. The Finance Committee shall review the Association's books of account and report to the Board of Directors at least once a year and whenever there is a change in Executive Director or a request for review is made by the Board of Directors. In addition, the Finance Committee shall be responsible for reviewing and making recommendations concerning the overall financial situation of the Association including but not limited to such things as sources of income, overview of the budget process, recommendation of the dues structure, and recommendation of charges for any services provided by the Association.
2. The Awards Committee shall establish and carry out a program to encourage and recognize sound, aggressive, innovative and effective floodplain management through recognition of appropriate persons and acts including proposal of honorary memberships and establishment and award of prizes or other recognitions to members and nonmembers. Specific programs and awards proposed by the Committee shall be subject to approval by the Board of Directors.
3. The Nominations Committee shall encourage widespread participation by the membership as Officers and Directors and ensure the availability of at least one nominee for each position to be elected at the annual general meeting. In addition, the Nominations Committee shall conduct elections, count votes and resolve any issues concerning election.

The Board may create such other committees as it deems desirable to further the purposes of the Association.

ARTICLE 12 -AMENDMENTS

These By-laws may be amended in conformity with the Constitution at any meeting of the Board of Directors by a two-thirds vote of the Board Members attending the meeting, providing that 20 days advance notice specifying the proposed changes has been given to each Board member

ARTICLE 13 - SPECIAL CORPORATE ACTS

All contracts, deeds, documents and instruments shall be executed by the Executive Director unless the Board, in a particular situation, specifies another procedure.

All checks, notes, bank drafts, and demands for money shall be signed by either the Executive Director, Chair, Treasurer, or the Chair of the Finance Committee.

Approved the 13th day of November, 1990

Revised by Vote of Board of Directors 6th day of September, 2005