

**Bylaws of the
Northwest Regional Floodplain Management Association (NORFMA)**

ARTICLE I. MEMBERSHIP AND ANNUAL DUES

The membership of the Association shall be as hereinafter set forth.

Section 1. Membership.

Any person shall become a member upon receipt of an application and payment of annual dues to the Association Treasurer.

There are three membership classifications:

a) Individual: public, academic or private professionals, elected or appointed officials and others. This classification will have voting rights.

b) Student: full-time students registered with an institution of higher education. This classification will have voting rights.

c) Organization: public, academic, or private groups or enterprises. This membership classification will cover up to five (5) individuals, who shall be registered at the time of application for membership. Any more than five individuals shall require additional individual memberships. Each member included in the organization membership will have voting rights.

Section 2. Dues.

Dues are payable on or before January 31 of each year. Annual dues for the membership classifications shall be as follows:

Individual membership dues shall be \$40 US

Student membership dues shall be \$20 US

Organization membership dues shall be \$150 US

Dues are subject to the review and modification by the members as established by duly adopted modification of these Bylaws in accordance with Article VII.

Section 3. Non-renewal of Membership

Any member delinquent in payment of dues by January 31 shall be dropped from membership.

ARTICLE II. MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. Annual Meeting.

The annual meeting of the Association shall be held in accordance with the Articles of Incorporation and Bylaws. The annual meeting shall be held during the annual conference at such time, date and place as may be designated by the Board of Directors. All business activities requiring action of the general membership, including revision of bylaws and election of members of the Board of Directors may be conducted during the annual meeting.

Section 2. Special Meetings.

Special meetings of the general membership of the Association will be held at the direction of the Board of Directors or as called for by the Chair. All business activities that may be conducted at an annual meeting, except for election of the Board, may be conducted at special meetings.

Section 3. Notice of Meetings.

Notice of each meeting of the general membership of the Association shall be provided to each member by regular mail or e-mail at least 21 days before such meeting. Such notice shall specify the purpose and proposed agenda of the meeting; the place, day and hour.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Composition.

The purpose and objectives for which the Association is formed and established and its property shall be managed by the Board of Directors.

The Board of Directors consists of four Officers and five State/Provincial Representatives. In furtherance of the purposes of the Association, the Board may establish committees and subcommittees.

Section 2. Meetings of the Board of Directors.

The Chair of the Board will establish a meeting schedule or otherwise notify Board members of all meetings and conference calls to conduct the business of the organization. Due to the geographic extent covered by the organization, Board meetings and official business can be conducted by conference call.

Section 3. Quorum.

A quorum is required for a meeting or conference call of the Board of Directors if official business is conducted and shall consist of five members of the Board.

Section 3. Voting Required.

The affirmative vote of the majority of the Board present at the meeting or conference call in which a quorum is present shall be required for any act of the Board except as otherwise set forth in these Bylaws.

- a) Actions Requiring a Two-thirds Majority Vote. The following actions require a two-thirds majority vote of the board members:
- i. Execution of contracts or other commitments or expenditures exceeding \$3000
 - ii. Proposal of revisions to these bylaws to the General Membership
 - iii. Appointment of new board members to fill a vacancy on the Board of Directors
 - iv. Removal of a board member for justifiable cause

The Board may conduct a vote through e-mail if needed to take action on items requiring a two-thirds vote if enough board members are not able to participate in the meeting or conference call during which items are being considered.

Section 4: Officers and their Duties

- a) Enumeration of Officers: The Officers shall be the Chair, Vice-Chair, Secretary and Treasurer.
- b) Election of Officers: The election of Officers shall take place at the annual meeting. Election shall be by a majority of all votes cast by members in good standing. Mail-in or e-mailed ballots will be accepted prior to the election.
- c) Term: Officers shall hold office for one two-year (nominal) term following the annual meeting until the annual meeting two years subsequent, unless he/she sooner resigns, or is removed or otherwise disqualified to serve. The terms of the Officers shall be staggered so two positions are elected in odd years and two positions are elected in even years. The outgoing Treasurer and designated alternate signer can conduct their duties after the annual conference to ensure the commitments and obligations of the organization made in conjunction with the annual conference can be met before the incoming Treasurer and new designated signer have been established at the financial institution holding the organization's funds. There shall be no limit to the number of terms that an individual may serve as an Officer of the Board.
- d) Resignation and Removal: Any Officer may be removed from office for justifiable cause after a hearing by the Board, by two-thirds majority vote of the Board. Any Officer may resign at any time by giving written notice to the Board, the Chair, or the Secretary. Such resignation shall take effect on the date of acceptance by the Board.
- e) Vacancies: A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the office he replaces. Appointment of new board member to fill a vacancy requires two-thirds majority vote of the Board.

- f) Multiple Offices: No person shall simultaneously hold more than one board position.
- g) Duties: The duties of the Officers are as follows:
 - 1) Chair: The Chair shall preside at all meetings of the general membership and Board of Directors and shall see that business of the Board is carried out. Upon approval by the Board of Directors, the Chair shall execute contracts and agreements on behalf of the organization. The Chair has authority to appoint committee chairs and committee members.
 - 2) Vice-Chair: The Vice-Chair shall act in place and stead of the Chair in the event of absence, inability or refusal to act, or disqualification due to conflict of interest. Vice-Chair shall arrange the location and time for Board meetings and shall organize such meetings, and shall exercise and discharge such other duties as may be required by the Board.
 - 3) Secretary: The Secretary shall record the votes cast in elections and keep the minutes of all meetings and proceedings of the Board and of the General Membership. The Secretary shall provide notice of proposed amendment to the bylaws to the General Membership, and shall perform such other duties as required by the Board.
 - 4) Treasurer: The Treasurer shall have the custody and control of the funds of the Association, subject to action of the Board of Directors, and shall, when requested by the Chair or Board, report the state of the finances of the Association at each meeting thereof. Duties of the Treasurer shall include preparing annual financial statements, filing the required tax information, issuing payments, and maintaining the membership list. Expenditures in excess of \$250 shall be approved by a majority vote of the Board of Directors prior to commitment by any Board member and payment by the Treasurer. An alternate signer for conducting financial transactions may be designated by the Board to ensure financial commitments can be met. The alternate signer is authorized to issue payments in accordance with the same authority granted the Treasurer.

Section 5. State/Provincial Representatives and their Duties:

- a) Enumeration of Representatives: Each state/province will have one Representative who must be a full member in good standing. A state/provincial representative cannot serve as an Officer, concurrently.
- b) Election of Representatives: The election of Representatives shall take place at the annual meeting. Election shall be by a majority of all votes cast by members in good standing. Mail-in or e-mailed ballots will be accepted prior to the election.

- c) Term: Representatives shall hold office for one two-year (nominal) term, from the annual meeting until the annual meeting two years subsequent, unless he/she sooner resign, or shall be removed or otherwise be disqualified to serve. The terms of the Representatives shall be staggered so two positions are elected in odd years and three positions are elected in even years. There shall be no limit to the number of terms that an individual may serve as a Representative of the Board.
- d) Resignation and Removal: Any Representative may be removed from office for justifiable cause after a hearing by the Board, by two-thirds majority vote of the Board. Any Representative may resign at any time by giving written notice to the Board, the Chair, or the Secretary. Such resignation shall take effect on the date of acceptance by the Board.
- e) Vacancies: A vacancy in any Representative office may be filled by appointment by the Board. The Representative appointed to such vacancy shall serve for the remainder of the term of the Representative he replaces. Appointment of new board member to fill a vacancy requires two-thirds majority vote of the Board.
- f) Duties: The duties of the state/provincial representatives are to:
- Represent their state or province at Board meetings
 - Participate in conference planning activities
 - Serve as contact person for coordination with interested persons or groups in their state or province.

ARTICLE IV. SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments

Contracts, deeds, documents and instruments shall be executed by the Chair or Vice-Chair after approval of the Board, unless the Board of Directors, in a particular situation, designates another procedure for their execution.

Section 2. Signing of Checks and Notes

Checks, notes, drafts and demands for money shall be signed by the Treasurer or alternate signer designated by the Board of Directors.

ARTICLE V. COMMITTEES

Section 1. Committees

The Chair may create special committees as deemed necessary to carry on the work of the membership. The chairs and members of special committees shall be

appointed by the Chair, except that in the absence of the Chair, the Board may appoint the committee chairs and members.

ARTICLE VI. PARLIAMENTARY AUTHORITY

Section 1 Governing Authority

Robert's Rules of Order (Revised) shall be the governing authority in all questions concerning parliamentary procedure that are not covered by the Articles of Incorporation of adopted bylaws.

ARTICLE VII. AMENDMENT OF BYLAWS

Section 1 Proposal of Amendment

Amendments to these bylaws may be proposed by two-thirds majority vote of the Board of Directors or by delivery to the Secretary of a petition signed by 20 percent of the Association membership. Proposals and petitions to amend the bylaws must contain the exact language of the proposed amendment.

Section 2 Notice

Written notice of any proposed amendments meeting the requirements for proposal, including the exact language of the proposed amendment, shall be provided to the general membership of the Association at least 20 days prior to the election date. E-mail is an acceptable means of providing notice.

Section 3 Voting

Elections to adopt amendments to the bylaws shall occur during the annual meeting of the Association. Mail-in or e-mailed ballots will be accepted prior to the election.

Section 3 Adoption

No amendment shall be effective until its adoption has received a majority of the votes cast in an election of the General Membership. Any amendment that is adopted shall become effective on the 10th day after approval by the membership.

These bylaws were approved during the September 2013 Annual Meeting of the Northwest Regional Floodplain Management Association.



Paul Pittman, Secretary

9/19/2013

Date



Hans Hunger, Chair

9/19/2013

Date