

**BYLAWS
OF
IOWA FLOODPLAIN AND STORMWATER MANAGEMENT ASSOCIATION (IFSMA)**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is Iowa Floodplain and Stormwater Management Association (IFSMA), hereinafter referred to as "Corporation".

Section 1.02. Purpose.

The corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Specifically, the corporation is organized in Iowa for the purposes of:

1. Promoting public awareness and education of proper floodplain and stormwater management;
2. Promoting the professional status of floodplain and stormwater management and securing all benefits resulting therefrom;
3. Enhancing cooperation and exchanging of information among various related private organizations; individuals and local, state, and federal agencies;
4. Disseminating information, both general and technical, including hazard mitigation and disaster prevention related to flooding; and
5. Informing concerned individuals regarding pending floodplain and stormwater management legislation, as well as other related matters.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in, including the publishing or distribution of statements, any public office. Notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II
OFFICES

Section 2.01. Principal Office. The principal office of the Corporation in the state of Iowa shall be located in the city of Hiawatha, Iowa, in the county of Linn. The Corporation may have other offices, within the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain in the state of Iowa a registered office, and registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

ARTICLE III
MEMBERS

Section 3.01. Classes of Members.¹ The Corporation shall have three (3) classes of members:

1. Individual;
2. Agency, Company, or Partnership (hereinafter referred to as an “Agency”); and
3. Student (will not have voting rights or count toward the quorum).

Section 3.02. Qualifications. Membership may be granted to any individual, agency, or student that supports the mission and purposes of the organization, and who pays annual dues.

Section 3.02.A. All applicants for membership shall file with the Secretary a written application in the form determined by the Board of Directors.

Section 3.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing. The Board may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who is in default in the payment of dues for the period fixed in Article XIV of these bylaws.

Section 3.04. Resignation. Any member may resign at any time by filing a written resignation with the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it

is received by the Chair or Secretary. Acceptance of a resignation is not necessary for it to be effective. Resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.²

Section 3.05. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may reinstate the former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.06. Transfer of Membership. Any membership in this Corporation may not be transferred and assigned by a member.³ Further, the Corporation may not purchase memberships.⁴

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Annual Meeting.⁵ An annual meeting of the members shall be held during an annual conference for the purpose of electing directors and for the transaction of any other business that may come before the meeting. If the election of directors is not held at the time and date(s) designated for any annual meeting, or at any adjournment of an annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon after as is convenient.

Section 4.02. Special Meetings.⁶ Special meetings of the members may be called by the Chair, the Board of Directors, or by members having one-third of the votes entitled to be cast at the meeting.

Section 4.03. Place of Meeting. The Board of Directors may designate any place, either within or without the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors or the Chair. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the state of Iowa; provided, however, that if one-third (1/3) of members meet at any time and place, either within or without the state of Iowa, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.04. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting shall be delivered no less than ten (10) days before the date of the meeting, either personally, by mail or other means at the direction of the Chair, the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at the meeting. In the case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to

the member as it appears on the records of the Corporation, with postage prepaid. Members not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise required by statute.

Section 4.05. Informal Action by Members.⁷ Any action required to be taken at a meeting of members, or any action which may be taken by members, may be taken without a meeting and without voting if all of the members entitled to vote with respect to the subject matter of the action sign a consent in writing, setting forth the action taken.

Section 4.06. Quorum.⁸ The members holding ten (10) percent of the votes entitled to be cast on any matter to be voted upon represented in person or by proxy shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote at the meeting may adjourn the meeting without further notice. The members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4.07. Proxies.⁹ At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by their duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. A proxy may be given only to another member of the Corporation. A person who is not a member of the Corporation or of the Board of Directors may, with approval of a majority of the Board of Directors present, attend a meeting of members where a vote is required.¹⁰

Section 4.08. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of the matter, unless a greater proportion is required by law or by these bylaws. Members standing in the name of an agency shall be granted one (1) vote for the agency and may be voted by any officer or agent that the bylaws may prescribe, or, in the absence of such a provision, as the Board of Directors may determine.

Section 4.09. Membership Record Date. In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment of a meeting, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date which shall not be more than sixty (60) nor less than ten (10) days before the day of such meeting, nor more than sixty (60) days prior to any other action. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting, unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 4.10. Voting by Mail.¹¹ Where directors are to be elected by members, the elections may be conducted by mail or in a manner that the Board of Directors shall determine.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.¹² Directors must reside, or have an office, or conduct business in the state of Iowa.¹³

Section 5.02. Number, Tenure and Qualifications.¹⁴ The number of directors shall be seven (7). Each director shall hold office for a two-year term, except when the Corporation is first formed.¹⁵ The Board, by resolution, shall adopt a process to stagger the terms of the initial Board. The term of any director may not exceed a total of six (6) years in the same position.¹⁶ If a director has held the same position for six (6) consecutive years and at the time of elections no other member seeks the position, the Board can appoint the director to remain in the position if s/he is willing to continue, until any of the following occurrences present: a candidate is appointed at the next annual elections; or a candidate is appointed at a special election; or a qualified member is appointed to the position by the Board.

Section 5.03. Election. The directors are to be elected by an affirmative vote of a simple majority of the members voting.¹⁷

Section 5.04. Removal.¹⁸ A director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least one (1) week notice of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one (1) or more directors named in the notice. Only the named director or directors may be removed at the meeting.

Section 5.05. Resignation.¹⁹ Any director, member of a committee or officer may resign at any time by filing a written resignation with the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the Secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 5.06. Change in Number. The number of directors may be increased or decreased by amendment to these bylaws by the affirmative vote of a majority of the members at an annual meeting or at a special meeting called for that purpose.²⁰

Section 5.07. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, jointly with the annual meeting of members or immediately after, and at the same place as the annual meeting of members.²¹ The Board of Directors shall provide by resolution the time and place, either within or without the state of Iowa, for the holding of additional regular meetings of the Board without other notice than the resolution.

Section 5.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or by three (3) members of the Board. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them.

Section 5.09. Notice.²² Notice of any special meeting of the Board of Directors shall be given at least four (4) days previously by written notice delivered personally or sent by mail or other electronic means, return receipt requested, to each director at their address as shown by the records of the Corporation, unless the meeting must be held within four (4) days. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws.

Section 5.10. Quorum.²³ A majority of the Board of Directors shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

Section 5.11. Manner of Acting.²⁴ The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 5.12. Vacancies.²⁵ Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum. A director so elected shall be elected for the unexpired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified. If a director elected by members ceases to be a director, the vacancy may be filled by the members or the board in absence of a contrary provision in the articles or the bylaws.²⁶

Section 5.13. Compensation.²⁷ Directors as such shall not receive any stated salaries from the Corporation for their services, but the Board of Directors may by resolution allow a fixed sum and expenses of attendance, if any, when offering expertise or experience on behalf of the Corporation at a conference, meeting, or symposium. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 5.14. Informal Action by Directors.²⁸ Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign a consent in writing, setting forth the action taken.

Section 5.15. Meeting by Conference Telephone or Similar Communications Equipment.²⁹ Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 5.16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless dissent is entered in the minutes of the meeting or unless a written dissent to the action is filed with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

Section 5.17. General Standards for Directors.³⁰ A director shall discharge their duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. The members of the board of directors, when becoming informed in connection with their decision-making functions, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances. In discharging such duties, a director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons as to matters involving skills or expertise the director reasonably believes are either of the following: (a) matters within the particular person's professional or expert competence; or (b) matters as to which the particular person merits confidence; or (3) a committee of the board. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. A director is not deemed a trustee with respect to the corporation or any property held or administered by the corporation, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE VI
OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01. Officers. The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, the Immediate Past-Chair, and such other officers as may be elected in accordance with the provisions of this article.³¹ The Board of Directors may elect or appoint the other officers as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may not be held by the same person. The officers shall be members of the Board of Directors.

Section 6.02. Election and Term of Office.³² The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 6.03. Resignation and Removal.³³ Any officer, agent or employee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by their removal, but removal does not prejudice the contract rights, if any, of the person removed. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to Secretary of the Board.³⁴

Section 6.04. Other Agents and Employees. The Board of Directors may appoint such agents and employees as it may deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation³⁵, if any, as the Board of Directors may determine. No agent or employee shall be a director of the Corporation. The Board of Directors may prescribe the respective title, terms of office, authorities and duties of such agents or employees.

Section 6.05. Delegation of Authority. To the full extent allowed by law, the Board of Directors may delegate to any officer, agent or employee any powers possessed by the Board of Directors.

Section 6.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 6.07. Chair. The Chair shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chair shall preside at

all meetings of the members and of the³⁶ Board of Directors if present at the meeting. The Chair may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general they shall perform all duties incident to the office of Chair and any other duties that the Board of Directors prescribes.

Section 6.08. Vice-Chair. In the absence of the Chair or in event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to any restrictions upon the Chair. Any Vice-Chair shall perform any other duties that the Chair or the Board of Directors assigns to them

Section 6.09. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. The Treasurer shall render to the Chair and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the Chair, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositories as are selected in accordance with the provisions of Article IX of these bylaws; procure an annual financial review or audit, as may be appropriate, from a qualified auditor; serve on the audit committee; and in general perform all the duties incident to the office of Treasurer and any other duties that the Chair or the Board of Directors assigns to them.

Section 6.10. Secretary.³⁷ The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law, but if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the Chair, or by the directors or members, upon whose requisition the meeting is called as provided in these bylaws; be custodian of the corporate records and keep a register of the post office address of each member which shall be furnished to the Secretary by that member;³⁸ and in general perform all duties incident to the office of Secretary and any other duties that the Chair or the Board of Directors assigns to them.

Section 6.11. Immediate Past-Chair.³⁹ The Immediate Past-Chair shall perform such duties as the Chair or Board of Directors assign to them.

Section 6.12. Compensation.⁴⁰ Any agent or employee of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation only when authorized by a majority of the Board of Directors.

Section 6.13. Duties and Authority of Officers.⁴¹ Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority of other officers.

Section 6.14. Standards of Conduct for Officers.⁴² An officer shall discharge his or her duties as a director (1) in good faith; and (2) in a manner the director reasonably believes to be in the best interests of the corporation. In discharging such duties, an officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by the following persons if the director reasonably believes are within the person's professional or expert competence: (1) one or more officers of the corporation; (2) legal counsel, public accountants, or other persons retained by the corporation as to matters involving the skills or expertise the officer reasonably believes are within the person's professional or expert competence, or as to which the particular person merits confidence; or (3) a committee of the board. An officer is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance unwarranted. An officer is not liable to the corporation, any member, or any other person for any action taken or not taken as a director, if the officer acted in compliance with the Section.

Section 6.15. Officers' Authority to Execute Documents.⁴³ Contracts or other instruments in writing shall be authorized by the Board of Directors for signature by the Chair, Vice-Chair or other Board member so authorized to sign documents. Any contract or other instrument in writing executed or entered into between a corporation and any other person is not invalidated as to the corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority if it is signed by the types of officers identified in the statute.

Section 6.16. Personal Liability.⁴⁴ A director, officer, member or other volunteer is not personally liable in that capacity for any action taken or failure to take any action except liability for any of the following: (1) the amount of any financial benefit to which the person is not entitled; (2) an intentional infliction of harm on the corporation or members; (3) a violation of the unlawful distribution provision; and (4) an intentional violation of criminal law.

Section 6.17. Whistle Blower Protection. Any employee, agent, or officer with a grievance may direct her/his grievance to any member of the Board, which Board member is obligated to bring the issue to a regular or called Board meeting. The Board will establish a committee to investigate the grievance and

correct any wrongdoing if the grievance is found to be warranted. Notes of the Board's discussion and decision will be thorough, and maintained in a way that protects the names and reputations of those involved. The Board reserves the right to notify law enforcement if a criminal act has occurred, or is likely to have occurred. Retaliatory action will not be tolerated.

ARTICLE VII COMMITTEES

Section 7.01. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an Executive Committee and one or more other committees. Any responsibility imposed by law and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors; provided, however, that no such committee shall have the authority of the Board of Directors in reference to:

- (a) amending the articles of incorporation;
- (b) adopting a plan of merger or consolidation;
- (c) recommending to the members the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation;
- (d) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof;
- (e) amending, altering or repealing the bylaws of the Corporation;
- (f) electing, appointing or removing any director or officer of the Corporation; or
- (g) amending, altering or repealing any resolution of the directors, unless by its terms the resolution may be amended, altered or repealed by the committee.

The designation of any such committee and the delegation of authority to the committee shall not operate to relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 7.02. Other Committees. Other committees, not having and exercising the authority of the Board of Directors, may be designated and duties assigned by Board resolution, and standing committees shall include, but not be limited to, a Finance and Audit Committee, Educational Programs and Services Committee, and Membership/Marketing Committee. Except as otherwise provided in the resolution, members of each such committee shall be members of the Corporation and the Chair of the Corporation shall nominate the members of the committees for consideration by the Board. Each committee shall include at least one (1) member of the Board. Any member may be removed by the persons authorized to appoint the member whenever in their judgment the best interests of the Corporation would be served by removing the member. The Board of Directors may terminate any committee so designated as the Board of Directors deems appropriate.

Section 7.03. Term of Office. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the Chair in appointing a committee or⁴⁵ a committee member, each member of a committee shall continue as a member until the next annual meeting of the members⁴⁶ of the Corporation and until their successor is appointed, unless the committee is terminated sooner, or unless the member is removed from the committee, or unless the member ceases to qualify as a member of the committee.

Section 7.04. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 7.05. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as in the case of the original appointments.

Section 7.06. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or by the Chair in nominating a committee⁴⁷, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without a meeting, subject to action by the Board of Directors, and the committee by majority vote of its members may determine the time and place of meetings and the notice for meetings.

Section 7.07. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7.08. Meetings by Conference Telephone or Similar Communications Equipment. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS; INSURANCE⁴⁸

Section 8.01. Indemnity.⁴⁹ The Corporation shall indemnify and advance expenses to any person that acts within the scope of their duties who was, is, or is threatened to be made a party to or witness in any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including a grand jury proceeding) and whether formal or informal, by reason of the fact that (a) the person is or was a director or officer of the Corporation, or (b) while a director or officer of the corporation, is or was serving at the Corporation's request as a director, officer, employee, agent, partner or trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, to the maximum extent it is

empowered to indemnify and advance expenses to a director or officer by the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act, or other applicable law as all of the same now exists or may hereafter be amended or changed (but, in the case of any such amendment or change, only to the extent that such amendment or change empowers the Corporation to provide broader indemnification than said law empowered the Corporation to provide prior to such amendment or change), against expenses (including attorneys' fees), judgments, penalties, fines, including an excise tax assessed with respect to an employee benefit plan, and amounts paid in settlement actually and reasonably incurred by such person in connection with such claim, action, suit or proceeding or any appeal thereof.

Section 8.02. Payment.⁵⁰ Any indemnification or advancement of expenses required under this article shall be made promptly upon, and in any event within thirty (30) days after, the written request of the person entitled thereto. If the Corporation denies a written request for indemnity or advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty (30) days of the date such request is received by the Corporation, the person seeking indemnification or advancement of expenses as granted by this article may at any time within the applicable statute of limitations bring suit against the Corporation in any court of competent jurisdiction to establish such person's right to indemnity or advancement of expenses. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification in any such action or proceeding shall also be indemnified by the Corporation.

Section 8.03. Contract. The provisions of this article shall be deemed a contract between the Corporation and each director or officer who serves in such capacity at any time while this article and the relevant provisions of the Iowa Nonprofit Corporation Act and Iowa Business Corporation Act are in effect, and any repeal or modification of any such law or of this article shall not adversely affect any rights or obligations then existing with respect to any statement of facts then or theretofore existing or any claim, action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 8.04. Nonexclusive.⁵¹ The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any provision in the articles of incorporation or bylaws, agreements, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding the office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 8.05. Indemnification of employees, agents, members and volunteers.⁵² The Corporation may, by action of the Board of Directors, provide indemnification and advancement of expenses to such of the

employees, agents, members or volunteers of the Corporation to such extent and to such effect as the Board of Directors may determine to be appropriate and authorized by applicable law.

Section 8.06. Applicability.⁵³ This article shall be applicable to all claims, actions, suits or proceedings commenced after the effective date hereof, whether arising from acts or omissions occurring before or after the effective date hereof. Each person who is now serving or who shall hereafter serve as a director or officer of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this article, and such rights of indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of his or her heirs, executors, administrators and legal or personal representatives.

Section 8.07. Validity and Enforceability. If this article or any portion hereof shall be held to be invalid or unenforceable on any ground by any court of competent jurisdiction, such holding shall not affect the validity or enforceability of the remaining provisions of this article, and the Corporation shall nevertheless indemnify each director and officer of the Corporation to the maximum extent permitted by any applicable portion of this article that shall not have been invalidated.

Section 8.08. Initiation of Claims. Notwithstanding anything in this article to the contrary, except with respect to proceedings initiated to enforce rights of indemnification to which such person is entitled under this article or otherwise, the Corporation shall indemnify any such person in connection with a claim, action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such claim, action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

Section 8.09. Insurance.⁵⁴ The Corporation may purchase and maintain insurance, at its expense, on its own behalf or on behalf of an individual who is or was a director, officer, employee, agent, member or volunteer of the Corporation, or is or was serving at the Corporation's request as a director, officer, member, employee, agent, partner, trustee (or in a similar capacity) of another foreign or domestic corporation, partnership, joint venture, limited liability company, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising from his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this article, the Iowa Nonprofit Corporation Act, the Iowa Business Corporation Act or otherwise. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or similar arrangements), as well as enter into contracts providing for indemnification to the maximum extent permitted by law and including as part thereof any or all of the foregoing, to ensure the payment of such sums as may become necessary to effect full indemnification. The Corporation's obligation to make indemnification and pay expenses pursuant to this article shall be in excess of any insurance purchased and maintained by the Corporation and such insurance shall be primary. To the extent that indemnity or expenses of a person entitled to indemnification and payment of expenses pursuant to this article are paid

on behalf of or to such person by such insurance, such payments shall be deemed to be in satisfaction of the Corporation's obligation to such person to make indemnification and pay expenses pursuant to this article.

Section 8.10. No Self-Dealing.⁵⁵ Notwithstanding anything in this article to the contrary, the Corporation shall not indemnify or advance expenses to any person if such indemnification or advancement of expenses would give rise to excise tax liability on the part of any person under section 4941 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 8.11. Definitions.⁵⁶ For purposes of this article, references to "serving at the Corporation's request" shall include any service as a director, officer, employee, agent, member or volunteer of the Corporation which also imposes duties on, or otherwise involves services by, such director, officer, employee, agent, member or volunteer to an employee benefit plan or to participants in or beneficiaries of the plan.

ARTICLE IX

CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS, AND TAX FILING

Section 9.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.03. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as may be issued by the Treasurer and one (1) other officer as may be determined by the Board of Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer and one (1) other officer of the Board of Directors.

Section 9.04. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 9.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 9.06. Gifts. The Board of Directors or the Chair may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 9.07. Loans to Directors and Officers Prohibited.⁵⁷ No loans shall be made by the Corporation to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

Section 9.08. Annual Financial Review or Audit. The Treasurer, on behalf of the Board, shall procure an annual financial review or audit, as may be appropriate, from a qualified auditor. The auditor or lead partner shall be rotated every five years.

Section 9.09. Annual Tax Report. The Board of Directors shall procure the services of a qualified professional for electronically preparing and filing annual tax reports. Tax returns shall be disclosed in a timely and accessible manner. The Treasurer and Chair shall sign off on tax returns.

ARTICLE X CERTIFICATES OF MEMBERSHIP⁵⁸

Section 10.01. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, in the form that the Board may determine. If issued, the certificates shall be signed by an officer of the Board of Directors.⁵⁹ All certificates evidencing membership of any class shall be consecutively numbered and are not transferable. The name and address of each member and the date of issuance of any certificate issued shall be entered on the records of the Corporation.

Section 10.02. Issuance of Certificates. When a member has been elected to membership and has paid any dues that may then be required, a certificate of membership may be issued in the member's name and delivered to him or her by the Secretary, if the Board of Directors has provided for the issuance of certificates of membership under the provisions of Section 10.01 of this Article.

Section 10.03 Transfers of Certificates of Membership.⁶⁰ Transfers of certificates of membership will not be allowed.

ARTICLE XI BOOKS AND RECORDS⁶¹

Section 11.01. Books and Records Maintained. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors and

committees, and shall keep at its registered office or principal office a record of the names and addresses of its members entitled to vote.⁶² The following records are to be kept at the principal office: articles, bylaws, resolutions, minutes, list of names and addresses of current directors and officers, the most recent annual report delivered to secretary of state, and appropriate accounting records.⁶³ The Secretary may keep copies of the above-noted books and records in their possession and, at the direction of the Board, may provide them to other organizations and/or make them available in other formats. Any correspondence, electronic or written, that contains any of the following: official recommendations of the Board; or minutes from meetings; or legal or financial documentation; in short, documentation that is not currently available and accessible in any Corporation records; or documentation related to formal action taken on behalf of an employee, agent, or officer; shall be kept at the principal office. Other correspondence, electronic or written, between members and the Board, or between Board members, may be purged by the Secretary.

Section 11.02. Inspection of Records by Members.⁶⁴ All books and records of the Corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time conditioned upon the member giving written demand at least ten (10) business days before the date of inspection and if the request is made with good faith. The Corporation may, within ten (10) days after receiving a demand for inspection of records, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the record.

Section 11.03. Scope of Inspection Rights.⁶⁵ A member's agent and attorney shall have the same inspection rights of the member. An agent or attorney must provide written documentation to Corporation that they are acting on behalf of the member.

Section 11.04. Court-Ordered Inspection.⁶⁶ If the corporation refuses to allow inspection of the records, the member or members may seek summary order directing the corporation to allow inspection and copying at the corporation's expenses.

Section 11.05. Limitation on the Use of Membership List.⁶⁷ Without the consent of the board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member.

Section 11.06. Inspection of Records by Directors.⁶⁸ A director of a corporation is entitled to inspect and copy the books, records, and documents of the corporation to the extent reasonably related to the performance of the duties of a director as a director.

ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII CONFLICT OF INTEREST

Section 13.01. Disclosure of Conflict of Interest. Any Director or committee member having a possible conflict of interest shall disclose that conflict of interest to the Board of Directors and be made a matter of record through an annual procedure and also when the interest becomes a matter of board action.

Section 13.02. Abstain from Voting and Influencing. Any Director having a possible conflict of interest on any matter shall abstain from voting on that matter and shall not use their influence on the matter. However, that Director is counted towards the required Quorum for voting on the matter. Any Director with a possible conflict of interest may answer questions about the matter from other Directors after the disclosure of the conflict of interest has been made. The Finance and Audit Committee shall consider and rule upon any charge of conflict of interest.

Section 13.03. Notice. Any new Director or committee member will be advised of this conflict of interest policy upon entering on the duties of office.

ARTICLE XIV DUES⁶⁹

Section 14.01. Annual Dues. The Board of Directors⁷⁰ may determine the amount of any annual non-refundable dues payable to the Corporation by members of each class. Dues shall be set by resolution of the Board of Directors and shall not be prorated.

Section 14.02. Payment of Dues. Dues shall be payable on the first day of January.

Section 14.03. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of sixty (60) days from the period for which such dues became payable, his or her membership may be terminated by the Board of Directors in the manner provided in Article III of these bylaws.

ARTICLE XV

SEAL

The Board of Directors shall not have a corporate seal.

ARTICLE XVI

WAIVER OF NOTICE

Whenever any notice is required to be given to any member or⁷¹ director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

ARTICLE XVII

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the directors present at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given to the current membership of the Board's intention to alter, or amend, or repeal, or adopt new bylaws at the next membership meeting.

These amended Bylaws adopted at a meeting of the full Board on the 28th of March, 2014 by a two-thirds vote of the Directors in office.

DATED this 28 day of March, 2014.

Iowa Floodplain and Stormwater Management Association

By 

Chair

By 

Secretary

End Notes:

¹ The corporation may have one or more classes of members, such as regular, associate, nonresident, honorary, etc. If the corporation has one or more classes of members, the designation, qualifications, and rights of the member of each class must be set forth in the articles of incorporation or the bylaws. R.I.N.C.A. §504.601.

² R.I.N.C.A. §504.621.

³ R.I.N.C.A. §504.612.

⁴ R.I.N.C.A. §504.623.

⁵ An annual meeting of the members shall be held at such time as may be provided in the articles of incorporation or the bylaws. Failure to hold the annual meeting at the designated time will not work a forfeiture or dissolution of the corporation. R.I.N.C.A. § 504.701.

⁶ In addition to the Chair and the board of directors, special meetings may be called by such other officers or persons or number or proportion of members as is provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting may be called by members having one-twentieth of the votes entitled to be cast at such meeting. R.I.N.C.A. § 504.702.

⁷ The board may take such action even if the articles of incorporation or bylaws do not provide for such. R.I.N.C.A. § 504.822.

⁸ In the absence of a provision in the bylaws providing for a different number or percentage, members holding one-tenth of the votes entitled to be cast on the matter to be voted upon constitute a quorum. R.I.N.C.A. § 504.713.

⁹ Proxy voting by members is authorized unless otherwise provided in the articles of incorporation or the bylaws. R.I.N.C.A. § 504A.15.

¹⁰ Some corporations, such as fraternities, may not wish to allow non-members to attend their meetings. In that case, the bracketed material may be included.

¹¹ If elections are to be conducted by mail, the bylaws must state that fact.

¹² R.I.N.C.A. §504.801.

¹³ R.I.N.C.A. §504.802 requires that the directors be individuals.

¹⁴ The corporation may have one or more directors. R.I.N.C.A. § 504.803. The number of directors may be increased or decreased from time to time by amendment to the bylaws, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease in number can shorten the term of any incumbent director. In the absence of a bylaw fixing the number of directors, the number is the same as that stated in the articles of incorporation. R.I.N.C.A. § 504.803

Directors may be divided into classes and the terms of office of the several classes need not be uniform. R.I.N.C.A. § 504.806.

The directors named in the articles of incorporation hold office until the first annual election of directors, unless a different period is specified in the articles of incorporation or the bylaws. R.I.N.C.A. § 504.803

¹⁵ If the corporation has no members, substitute “directors” for “members.”

¹⁶ R.I.N.C.A. §504.805.

¹⁷ If there are no members, then the directors will be elected by an affirmative vote of two-thirds of the board. R.I.N.C.A. §504.804.

¹⁸ The procedure for removal must be stated in the articles of incorporation. R.I.N.C.A. §§ 504.809, 504.810.

¹⁹ R.I.N.C.A. §504.807.

²⁰ If the corporation has no members, omit the bracketed material.

²¹ If the corporation has no members, omit the bracketed material.

²² The bylaws may prescribe the required notice for meetings of the board of directors. R.I.N.C.A. §§ 504.823, 504.824.

²³ Unless otherwise provided in the articles of incorporation or the bylaws, a majority of the directors constitute a quorum for the transaction of business. In no event shall a quorum consist of less than one-third of the entire board of directors. R.I.N.C.A. § 504.825.

²⁴ R.I.N.C.A. § 504.825 (optional).

²⁵ R.I.N.C.A. § 504.805 (optional).

²⁷ R.I.N.C.A. §504.812.

²⁸ The board may take such action even if the articles of incorporation or bylaws do not provide for such. R.I.N.C.A. § 504.822.

²⁹ R.I.N.C.A. § 504.821 (optional).

³⁰ R.I.N.C.A. §504.831.

³¹ The officers may be designated by other titles, but must always include (but need not be limited to) Chair, vice-Chair, secretary and treasurer. R.I.N.C.A. § 504.841.

³² Officers may be elected or appointed in such manner and for such terms as may be prescribed in the articles of incorporation or bylaws. In the absence of any such provision, all officers shall be elected or appointed annually by the board of directors. Where desired, provision may be made in the bylaws for the election of some or all of the officers by the members, and where officers are to be elected by members the bylaws may provide for conducting the election by mail.

³³ Unless otherwise provided in the articles of incorporation, any officers elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby. Removal by the board is without prejudice to the former officer's right to bring a breach of contract action for damages. R.I.N.C.A. §§ 504.844, 504.845.

³⁴ R.I.N.C.A. §504.844.

³⁵ Optional.

³⁶ If the corporation has no members, omit the bracketed material.

³⁷ R.I.N.C.A. §504.841.

³⁸ If the corporation has no members, omit the bracketed material.

³⁹ Optional.

⁴⁰ Optional.

⁴¹ R.I.N.C.A. §504.842.

⁴² R.I.N.C.A. §504.843.

⁴³ R.I.N.C.A. §504.846.

⁴⁴ R.I.N.C.A. §504.901.

⁴⁵ If the corporation uses the first version of section 2 above, omit the bracketed material.

⁴⁶ If the corporation has no members, substitute “directors” for “members.”

⁴⁷ If the corporation uses the first version of section 2 above, omit the bracketed material.

⁴⁸ Under R.I.N.C.A. §§ 504.851-504.860, a corporation operating under the Iowa Nonprofit Corporation Act may indemnify any present or former director, officer, employee, member or volunteer in the manner and in the instances authorized in R.I.N.C.A. §§ 540.851-504.560 (relating to business corporations). The corporation has power to indemnify a director, officer, employee, member or volunteer whether or not the articles of incorporation or bylaws so provide.

⁴⁹ R.I.N.C.A. § 540.853, 504.852.

⁵⁰ R.I.N.C.A. §504.854.

⁵¹ R.I.N.C.A. § 504.860.

⁵² R.I.N.C.A. § 504.857.

⁵³ R.I.N.C.A. § 504.859.

⁵⁴ R.I.N.C.A. § 504.858.

⁵⁵ I.R.C. § 4941(d).

⁵⁶ R.I.N.C.A. § 540.851.

⁵⁷ The corporation may not make loans to directors or officers, even if the articles of incorporation or bylaws do not forbid it from doing so. R.I.N.C.A. §504.834.

⁵⁸ Certificates evidencing membership may be issued but are not necessary. The corporation may not issue shares of stock or pay dividends. If the corporation has no members, or is the corporation does not wish to use membership certificates, this article may be omitted and subsequent articles renumbered accordingly. However, since its language is permissive it may be retained even though the corporation does not use membership certificates.

⁵⁹ If the corporation has no seal, omit the bracketed material.

⁶⁰ Optional. If membership is transferable under article II, section 7, this section may be included.

⁶¹ The corporation must keep such books and records even if the articles of incorporation or bylaws do not provide for such. R.I.N.C.A. § 504.1601.

⁶² If the corporation has no members, omit the bracketed material.

⁶³ R.I.N.C.A. § 504.1601.

⁶⁴ If the corporation has no members, it may omit this section.

⁶⁵ R.I.N.C.A. § 504.1603.

⁶⁶ R.I.N.C.A. § 504.1604.

⁶⁷ R.I.N.C.A. § 504.1605.

⁶⁸ R.I.N.C.A. § 504.1606.

⁶⁹ The Iowa Act contains no provisions governing dues. If the corporation has no members, or if members are not required to pay dues, omit this article and renumber subsequent articles accordingly.

⁷⁰ “Members” may be substituted for “board of directors,” allowing the members to determine the amount of dues.

⁷¹ If the corporation has no members, omit the bracketed material.