

**BYLAWS OF THE WASHINGTON ASSOCIATION FOR FLOODPLAIN
MANAGEMENT**

as amended on _____

**ARTICLE 1
NAME AND LOCATION**

The above nonprofit corporation shall hereinafter be referred to as the “Association” The principle office of the Association shall be located in the City of Tacoma, Washington, but meetings of members and directors may be held at such places within the State of Washington as may be designated by the Board of Directors (BOD).

**ARTICLE II
PURPOSE**

1. To promote the common interest and public awareness of floodplain management principles to:
 - a. Reduce the risks to people and property from flood and channel migration hazards,
 - b. Preserve and restore the natural and beneficial functions of floodplains, and
 - c. Reduce the public costs of flooding, channel migration, and protection of the natural and beneficial functions of floodplains.
2. To encourage a multi-disciplinary exchange of ideas between agencies, jurisdictions and individuals concerned with floodplain management;
3. To educate members and others on floodplain management issues, including the role of natural processes in shaping floodplains and the role of social, economic, and political systems in shaping floodplain development and floodplain management measures;
4. To promote the professional status of floodplain management and keep members informed through conferences, seminars, newsletters, websites, references, and other means;
5. To encourage effective and innovative approaches to managing floodplains, including devoting needed attention to local and regional issues;
6. To enhance cooperation among all levels of government, professionals, the private sector, floodplain residents, and the general public in addressing floodplain management issues; and
7. To review and comment on proposed state and federal legislation and regulations pertinent to the effective implementation of floodplain management matters.

**ARTICLE III
MEMBERSHIP**

The membership of the Association shall be as hereinafter set forth

Section 1. Members

A person shall become a member upon receipt of their application and payment of dues to the Association Membership.

There shall be four classifications of membership.

INDIVIDUAL Shall be those individuals paying the dues set for the Individual Member category. **(\$30)**

STUDENT Student members are registered, full or part time students in an accredited school and have an interest floodplain management. Student members are not eligible to vote, hold BOD positions, or serve as chair on any of the standing committees. **(\$10)**

HONORARY Shall include individuals voted to that category of membership by the BOD in recognition of that person's outstanding lifetime service to the public in the field of floodplain management and/or service to the Association. Honorary members are entitled to full benefits and waiver of dues for life. **(\$0)**

SUBSCRIBER Subscriber memberships are for employees of agencies that might have restrictions on belonging to associations that comment on legislation. The dues for this category will be the same as the Individual membership rate. Subscriber membership will not have voting rights or be eligible to hold BOD positions or chair committees. **(\$30)**

The Membership and Nomination Committee 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. These duties may be delegated to an executive staff if staff is appointed by the BOD as allowed under Article IV, Section 8.

Section 2. Dues

The dues for each category of membership and other privileges and responsibilities attendant to membership shall be established by the BOD and may from time to time be modified as the BOD sees fit. The BOD will establish the time frame for payment of dues. However, the dues for the Student Member category shall not be greater than 50 percent of the dues for Individual Members.

Section 3. Voting

Each member shall have one vote except for Student and Subscription members who shall not have voting rights.

Section 4. Loss of membership

Any member delinquent in payment of dues 90 days after the due date the BOD has established shall be dropped from membership. The BOD can also revoke membership for due cause by a two-thirds vote of the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Enumeration of Directors

The BOD shall be composed of the Officers of the Association; Chair, Vice-Chair, Secretary, and Treasurer along with five (5) At-Large Statewide representatives. All members of the BOD shall regularly attend and participate in BOD and Association meetings.

Section 2. Eligibility

An individual must be a member in good standing to be eligible to serve on the BOD.

Section 3. Term of Office – Term Limits

Officers shall be elected for a term of two years to begin at the annual meeting. Officers may be elected to the same office for no more than two consecutive full terms. Terms shall be staggered to provide continuity of officer knowledge.

Section 4. Nominations

Nomination for election to the BOD shall be solicited and accepted by the Membership and Nomination Committee. The committee should strive to achieve diversity in the BOD representation in terms public verses private employment, state geography, and professional discipline. Nominations may also be made from the floor during the annual meeting.

Section 5. Elections

Officers and Regional Representatives shall be elected by the general membership of the Association during the Annual Membership Meeting using either absentee, electronic, and/or physical ballot prior to the time given on the notice of the meeting.

Section 6. Vacancies

Should any Officer resign during her/his term of office or be removed, the position shall be temporarily filled by appointment of the Chair and approved by a majority vote of the Board. Such temporary appointments shall not extend past the next regular election.

Section 7. Resignation and Removal

Any BOD member may resign at any time by giving written notice to the BOD. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Member of the BOD may be removed by a two-thirds vote of the BOD.

Section 8. Executive Director/Executive Staff

The BODs may enter into a contract with a person or company to provide executive office services to the Association. The contract shall specify standards of performance and terms for termination of the contract.

ARTICLE V DUTIES OF OFFICERS

Section 1. The Officers of the Association shall consist of Chair, Vice-Chair, Secretary, and Treasurer.

- a. Duties of the Chair It shall be the duty of the Chair to preside at all meetings of the BOD and at public business meetings of the Association.

The Chair shall call regular and special meetings of the Directors in accordance with these bylaws. The Chair shall be responsible for the development of meeting agendas. Unless otherwise specifically set forth by these bylaws, the Chair or her/his designee, subject to the approval of the BOD, shall be responsible for appointing and removing, employing and discharging, and fixing the compensation of all agents and employees of this Association. The Chair shall see that books, reports, statements and certificates required by law are properly kept, made and filed. The Chair shall sign or countersign all contracts, certificates, acceptance, and other instruments for the payment of money duly drawn by the Treasurer, except where the BOD has authorized the Treasurer's signature alone. The Chair shall submit a report of the operations of the Association for the year at the first regular meeting of the BOD at the end of the fiscal year, and at the annual meeting. In general she/he shall perform all the duties incident to this office. The Chair shall return all files, papers, records and all other pertinent material pertaining to the operation of the office to her/his successor at the termination of the term of office. The Chair shall be an ex officio Member of all standing and ad hoc committees, and devise a reporting system for the completion of tasks.

- b. Duties of the Vice-Chair The Vice-Chair shall assist the Chair in the discharge of duties as requested, direct the activities of the standing committees and, in the absence or inability of the Chair to act, shall perform the Chair's duties. The Vice-Chair shall turn over all files, papers, records and all other pertinent material pertaining to the operation of this office to her/his successor at the termination of the term of office. The Vice Chair may also be assigned to chair the Conference Committee.
- c. Duties of the Secretary It shall be the responsibility of the Secretary, to arrange for the keeping of a record of all proceedings of the Association and other matters connected with Association business, including the preparation and distribution of minutes and agenda for BOD meetings, and to perform other duties essential to the proper conduct of the Association and its affairs, or which may be authorized by the Association or its BOD. The Secretary shall regularly collect and appropriately distribute all correspondence addressed to the Association. She/he shall respond to all correspondence. In the absence of the Secretary from any meeting, Secretary Pro Tempore shall be chosen by the presiding officer. The Secretary shall return all files, papers, records and all other pertinent material pertaining to the operation of the office to her/his successor at the termination of the term of office.
- d. Duties of the Treasurer The Treasurer shall have the care and custody of and be responsible for all the funds, securities and evidences of indebtedness and other valuable documents of the Association, and deposit all such funds in the name of the Association in such banks, trust

companies, or other depositories, or in such safe deposit vaults as the BOD may designate. The Treasurer shall sign, make, endorse, in the name of the Association all checks, instruments for payment of money and pay out and dispose of all bills encumbered by the Association except where the BOD requires the counter-signature of the Chair. The Treasurer shall render a statement of the condition of the finances of the Association at each regular meeting of the BOD and at such other times as shall be required of her/him, and a current financial report at the annual public meeting. The Treasurer in the office at the close of the fiscal year shall submit to the BOD within 30 days of that date a full and complete financial report for the preceding fiscal year. The Treasurer shall keep full and accurate books of account as the BOD may require and shall exhibit the same to any director of the Association upon application therefore. She/he may be required by the BOD to give the Association a bond for faithful discharge of her/his duties in such amount and with such surety as the BOD shall prescribe and under such terms and conditions as prescribed by the BOD. In general, all files, papers, records, book of account, check books, all financial records and all other material pertaining to the operation of her/his office shall be given to her/his successor at the termination of the term of office.

ARTICLE VI COMMITTEES

In addition to Ad Hoc committees that can be created by the BOD as the need arises, the Association will have the following standing committees.

Standing Committees

- Education and Outreach
- Membership and Nomination
- State and National Policy
- Conference

The Chair shall appoint committee chairs with the concurrence of the BOD. Committee chairs shall serve at the pleasure of the Chair. Each standing committee will have a BOD member assigned to either participate on or chair the committee in order to maintain close relationship to the committee activities. For Ad Hoc committees there needs only be an officer identified by the BOD that will be provided reports or updates of the committee's activities. Work groups or sub-committees may be formed within a committee at the discretion of the committee chair. Any member of the Association may be a member of a committee.

ARTICLE VII MEETINGS

Section 1. Annual Membership Meeting

At least one regular membership meeting shall be held annually, and it is encouraged to be held in rotating locations throughout the state. 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) voting and announcement of the election of BOD members; 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 Bylaws and e) disposing of such business as members of the Association may wish to bring before the meeting.

Section 2. Special Meetings

Special meetings of the membership may be held at the direction of the BOD 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.

Section 3. Notice of Meetings

Notices of annual 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.

Section 4. Quorum

Board Quorum: A quorum at any meeting of the BOD shall consist of more than one half of the officers currently serving on the BOD by physical or telephone presence.

Membership Quorum: There is no quorum requirement for membership voting however notification of meetings and agenda is required.

Section 5. BOD Voting

Voting Required - The affirmative vote of the majority of the directors present and voting at the meeting in which a quorum is present shall be required for any act of the Directors.

Section 6. Votes by the Membership

Voting of the membership is for the purpose of election of BOD Directors, for changing of the Bylaws, and such business deemed appropriate by the membership and/or BOD. Voting of the membership will only occur during annual or special meetings. All membership voting will be by simple majority. Voting can be done using absentee, electronic, and/or physical ballot prior to the time specified on the notice of the meeting.

Section 7. Robert's Rules

All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII COORDINATION WITH OTHER ASSOCIATIONS

The Association shall coordinate with and support the efforts of other floodplain management associations on issues of regional and national significance and matters of mutual concern, such as training. The Chair may appoint a liaison or opt for another arrangement to insure close coordination of such activities with like-minded organizations. While revenues from a joint activity may be split with other organizations, the Association's finances shall not be intermingled with the finances of other organizations.

ARTICLE IX ASSOCIATION RECORDS AND REPORTS

Section 1. Bylaws and Articles of Incorporation

The original Bylaws and Articles of Incorporation amended to date, certified by the Secretary, shall be kept on file at a location selected by the BOD, and shall be open to inspection by members at all reasonable times.

Section 2. Minutes of Meetings and Membership Register

The minutes of the and membership meetings, and the membership register shall be kept on file at a location selected by the BOD and on the Association website and shall be open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to the interest of that member.

Section 3. Book of Accounts

The Book of Accounts shall be kept on file at a location selected by the, and shall be open to inspection by members at all reasonable times.

**ARTICLE X
AMENDMENTS**

These Bylaws may be amended, at an annual or special meeting of the voting members, by a vote of a majority of the members. Any conflict between the Articles of Incorporation and the Bylaws shall be controlled by the Bylaws.

**ARTICLE XI
SPECIAL CORPORATE ACTS**

Section 1. Execution of Written Instruments

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

Section 2. Signing of Checks and Notes

All checks, notes, bank drafts, and demands for money shall be signed by the Chair and/or Treasurer in accordance with policies set by the BOD.

Adopted on _____