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October 14, 2009

Memorandum

TO: NAFSMA Membership
FROM: Board of Directors
SUBJECT: Proposed Bylaws Changes

After careful review and discussion the NAFSMA Board of Directors is recommending the following changes to the Bylaws of the Organization for consideration by the membership as part of the Annual Membership Meeting which will be held on Thursday, October 22, 2009, at 4:15 p.m. in the Broadmoor's Rocky Mountain A/B rooms.

The changes are outlined below and a copy of the current NAFSMA Bylaws, which were approved by the membership at the 2005 Annual Meeting in Anchorage is attached.

There are two changes proposed to the Bylaws:

1. Amend Article V, Officers; Executive Committee as follows:

Term of Office: The officers of the Association shall each serve a term of **one year** two years, which shall start at the end of the meeting following their election and continue until successors have been elected or appointed, as the case may be. Each officer shall hold office until his successor has been duly elected. Such officers may be reelected by the Board.

This has been NAFSMA's practice for many years and this change will ratify the current approach in the bylaws.

2) The second proposed change would amend the bylaws to create a new category of Associate Members, establish dues for that category and make other conforming changes as outlined below.

1. Strike Article II, section 1 in its entirety and replace it with the following provision:

In General: The membership of this Association shall consist of two classes of members: (a) voting members called Members; and (b) non-voting members called Associate Members.

- (a) Members: Any qualified state, metropolitan, county, city, special district, or special agency that has responsibility for flood protection, stormwater, and/or floodplain management programs shall be eligible to be a Member of the Association. Such an agency shall become a Member by certifying that its purpose includes at least one of these responsibilities and by paying the appropriate Annual Dues listed in Exhibit A hereto. Each Member shall designate a representative from the Member's agency to vote on matters affecting the Association.
- (b) Associate Members: Any agency of the Federal government, government-owned corporation or authority, private sector business, or other entity engaged in, or involved with, flood protection, stormwater, and/or floodplain management programs shall be eligible to be an Associate Member of the Association. Such an entity shall become an Associate Member by certifying that its purpose includes at least one of these responsibilities and by paying the appropriate Annual Dues listed in Exhibit A hereto.

2. Amend Article III, section 2 in the following manner:

Special Meetings: A special meeting of the membership of the Association may be called by the Board of Directors, the President of the Board of Directors, or by not less than 15 ~~members~~Members upon written petition to the Board of Directors.

3. Amend Article III, section 4 in the following manner:

Quorum: At any meeting of the membership of the Association, fifty-one (51) percent of the ~~members~~Members in good standing present in person or represented by proxy shall constitute a quorum. In the event that a quorum is not present at any annual or special meeting of the membership, a special meeting shall be set by the President not later than 60 days from such meeting, and a written notice of such meeting shall be mailed to every ~~member~~Member. At such subsequent meeting, the number of ~~members~~Members attending the meeting shall constitute a quorum.

4. Amend Article III, section 5 in the following manner:

Voting; proxy: Each ~~member~~Member shall be entitled to one vote. Any ~~member~~Member may designate a proxy to attend any regular or special meeting of the members. Such proxy shall be counted in determining a quorum.

5. Amend Article IV, section 1 in the following manner:

Composition: The management of the affairs of the Association is vested in a Board of Directors consisting of not less than ten nor more than fifteen directors, no two of whom shall be from the same federal region, and the five remaining directors shall be at large. In cases where there is no ~~member~~agency~~Member~~ in a federal region, an at-large director may be elected in lieu of a regional director.

6. Amend Article IV, section 2 in the following manner:

Election: The Directors of the Association shall be elected by a majority vote of the ~~membership~~Members at a meeting called for this purpose. Directors shall remain in office until a successor assumes the duties. Directors shall be eligible for re-election. One-third of the directors shall be elected each year; their terms shall be staggered.

7. Amend Article IV, section 3 in the following manner:

Qualification: A Director must be an employee of a ~~member~~Member in good standing of the Association for the duration of the directorship.

8. Amend Article VI, section 2 in the following manner:

Other Committees: The Board may by resolution adopted by a majority of the entire Board designate from among its members (a) other standing committees, each consisting of no less than three directors and (b) special committees, each including one or more directors, and define the powers and duties of such committees as the ~~board~~Board from time to time may deem advisable. Representatives ~~from the Membership of Members and Associate Members~~ may serve on such committees at the discretion of the Board.

9. Amend Article VIII, section 1 in the following manner:

These bylaws may be amended or repealed and new bylaws may be adopted by a two-thirds vote of the ~~membership-Members~~ at any regular or special meeting, provided that a copy of such proposed amendment(s) shall have been sent to each ~~member-Member~~ by e-mail, fax, or mail not less than 3 calendar days before the meeting at which the amendments are to be voted upon. No proposed amendment shall be put before the ~~membership-Members~~ unless it shall have been first signed by 15 or more ~~members-of-the-AssociationMembers~~, or in the alternative, submitted by a majority vote of the Board of Directors.

10. Amend Article IX, section 1 in the following manner:

Annual ~~Membership Payment~~Dues: ~~Members and Associate Members agencies~~ shall ~~make an Annual Membership Payment-pay Annual Dues~~ to the Association ~~for services provided~~ in accordance with ~~the schedule in~~ Exhibit A ~~hereto~~. The Board of Directors, by majority of those present at a duly constituted meeting, may approve changes to ~~the payment schedule-Exhibit A~~ to meet the purposes of the Association. Payments shall be made to the Association on or before March 1 of each year. A member that joins the Association between March 1 and December 31 will have the ~~dues-Annual Dues~~ prorated on the calendar year ~~and become a member once the dues are received~~. The Association may approve payments covering fiscal periods other than the calendar year.

11. Amend Article IX, section 2 in the following manner:

Delinquent ~~Annual Dues~~Payments ~~for Services~~: In the event that ~~the Annual Membership Payment for services as provided by these bylaws is not received by the Association does not receive a member's Annual Dues payment on or before~~ March 1, the member shall be given a notice of delinquency during the month following the due date and the next following month. If after sending two monthly notices of delinquency, payment has not been made by the third month after it becomes payable, the member's membership in the Association shall be terminated by the Board of Directors. The Secretary or Executive Director shall notify the member of the decision to terminate membership. Such termination does not relieve the member from ~~its full obligation for the payments due to its responsibility to pay Annual Dues and other financial obligations that accrued on or before~~ the date of termination.

11. Strike Exhibit A in its entirety and replace it with the following exhibit:

EXHIBIT A

SCHEDULE OF ANNUAL DUES
(January 1 – December 31)

Member

Population of Full Member Service Area	Annual Dues
Areas with a population of 100,000 or less	\$1,000.00
Areas with a population of 100,001 to 250,000	\$2,000.00
Areas with a population of 250,001 to 500,000	\$3,000.00
Areas with a population of 500,001 to 1,000,000	\$4,500.00
Areas with a population of 1,000,001 to 2,000,000	\$6,000.00
Areas with a population greater than 2,000,000	\$9,000.00

For the purpose of calculating population, a Member shall use the total population of incorporated areas within its service area.

Associate Member

Type of Entity	Annual Dues
<u>Private Sector Businesses</u> , Agency of the Federal government or government-owned corporation or authority, <u>or other entities with 1-30 employees</u>	\$ <u>1500</u>
<u>Private Sector Businesses</u> (Same as above with 31-100 employees)	\$ <u>2500</u>
<u>Other entities</u> (Same as above with more than 100 employees)	\$ <u>3500</u>