

National Association of Flood and Stormwater Management Agencies

The bylaws in this booklet are the current bylaws of members of the National Association of Flood & Stormwater Management Agencies as adopted at a regular business meeting.

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BYLAWS OF THE NATIONAL ASSOCIATION OF FLOOD & STORMWATER MANAGEMENT AGENCIES

Article I

NAME, PURPOSES AND PRINCIPAL PLACE OF BUSINESS

1. The name of the association shall be: National Association of Flood and Stormwater Management Agencies referred to herein as "the Association".
2. The purpose of the Association is to advocate public policy and encourage technologies in watershed management that focus on issues relating to flood protection, stormwater and floodplain management in order to enhance the ability of its members to protect lives, property, and economic activity from the adverse impacts of storm and flood waters.
3. The Association is organized and shall be operated as a business within the meaning of 501(c)(6) of the Internal Revenue of 1986, as amended. The Association shall not be organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder or individual. The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.
4. The principal place of business of the Association is fixed and located at Washington, D.C., provided, however, that the Board of Directors may at any time or from time to time change the location of the principal place of business from one location to another within the United States of America.

Article II

MEMBERSHIP

1. In General: The membership of this Association shall be composed of any qualified state, metropolitan, county, city, special district, or special agency that has responsibility for flood protection, stormwater, and/or floodplain management programs. An agency may become a member by certifying that its purpose includes at least one of the preceding responsibilities and by making the Annual Membership Payment as provided in Article IX. Each member shall designate a representative from the member's agency to vote on matters affecting the Association as provided in the Bylaws.
2. Resignation: A member may terminate its membership at anytime by providing a written resignation to any officer or the Executive Director of the Association. Such resignation shall become effective on the date received or such other date as designated by the member, provided that any financial obligation is paid prior, or concurrently with, the date of resignation. A member shall be released from all obligations to pay dues or contributions after the date of such resignation.
3. Termination of Membership: The Board of Directors, by majority of those present at a duly constituted meeting, may suspend or expel a member for cause after an appropriate hearing. Those terminated may ask to rejoin the Association at any time.

Article III

MEETINGS

1. Annual Meeting: The Association shall convene an annual meeting of the membership of the Association on a date and location determined by the Board of Directors to conduct business of the Association.

2. 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 upon written petition to the Board of Directors.

3. Notice: The Board of Directors shall notify members not less than fifteen (15) days prior to the meeting.

4. Quorum: At any meeting of the membership of the Association, fifty-one (51) percent of the 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. At such subsequent meeting, the number of members attending the meeting shall constitute a quorum.

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

Board and act for the member except that the privilege of designating a proxy shall not extend to the assumption of the duties of an officer of the Association. Such proxy shall be counted in determining a quorum.

Article IV

BOARD OF DIRECTORS

1. *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 in a federal region, an at-large director may be elected in lieu of a regional director.

2. *Election:* The Directors of the Association shall be elected by a majority vote of the membership 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.

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

4. *Tenure:* The term of a director of the Association shall be three years, which term shall begin at the end of the annual meeting of the Association at which the director is elected and expire at the annual meeting clos-

est to the third anniversary of his election unless a new director has not been elected in which case the director shall holdover until his/her successor has been elected and qualified.

5. *Vacancies:* Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a director shall be filled by a majority vote of the remaining members of the Board of Directors. Such appointee shall serve for the unexpired term of the director whose position has become vacant.

6. *Regular Meetings:* A regular annual meeting of the Board shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. In the event there is no annual meeting of the Association, the Board shall meet at a place and on a date and time determined by the President upon ten days' notice.

7. *Special Meetings:* Special meetings of the Board may be called by, or at the request of, the President. Notice of any special meeting of the Board shall be given at least five days prior to such meeting by e-mail, fax or U.S. Mail to each member of the board. 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. Any member of the Board may waive notice of any meeting.

8. *Miscellaneous:*

a. Quorum: One more than a majority of the members of the Board of Directors shall constitute a quorum.

b. Proxies: Any member of the Board may designate a proxy to attend a meeting of the

Article V


OFFICERS; EXECUTIVE COMMITTEE

1. Officers: The officers of the Association shall be a President, Vice President, Secretary, and Treasurer and shall constitute the Executive Committee, and shall be elected from the membership of the Board of Directors. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board.

2. Election: At the next meeting following the election of directors, the members of the Board of Directors shall elect from their number the following officers: President, Vice President, Secretary, and Treasurer. In the event directors are not elected at the annual meeting, the incumbent officers shall serve until the full Board of Directors has been selected. If the election of officers shall not be held at the next regular meeting after the annual meeting, such election shall be held at the next regular or special meeting as soon thereafter as conveniently may be.

3. Term of Office: The officers of the Association shall each serve for a term of one year, which term 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 of Directors.

4. President: The President shall be the principal executive officer of the Association and



shall in general supervise and control all of the business and affairs of the Association. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any contracts, agreements or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by statute to some other officer or agent of the Association, such as the Executive Director.

The President may be assigned other duties from time to time by the Board of Directors.

5. Vice President: The Vice President shall preside at all meetings and functions in the absence of, or at the request of, the President. The Vice President may be assigned other duties from time to time by the President or the Board of Directors. In the event of death, resignation, or removal of the President, the Vice President shall automatically succeed to the office of President and serve the remainder of the President's term.

6. Secretary: The Secretary shall have the custody of the seal of the Association. He/She shall attend all meetings of the Board of Directors and shall record the proceedings thereat, and shall report the same to the next succeeding meeting. He/She shall perform such other duties as may be assigned to him/her by the Board of Directors.

7. Treasurer: The Treasurer, subject to such regulations as may from time to time be promulgated by the Board of Directors, shall have responsibility to render to the Board of Directors annually, and/or upon request, a

report on the financial condition of the Association. The Treasurer, upon request of the Board of Directors, shall engage an independent auditor subject to the Board's approval to make an audit of the financial records according to standard acceptable accounting procedures.

Article VI

COMMITTEES

1. Board Committees: The Board shall have the following standing committees: Budget and Audit; Planning and Bylaws; and Nominating. The President shall appoint the members of such Committees from among the members of the Board and shall designate the Chair and Vice Chair of such Committees provided, however, that the Vice President shall serve ex officio as Chair of the Planning and Bylaws Committee and the Treasurer shall serve as Chair of the Budget and Audit Committee.

2. 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 from time to time may deem advisable. Representatives from the Membership may serve on such committees at the discretion of the Board.

3. Oversight: The President shall ensure that Committees perform in accordance with the basic goals of the Association and any specific goals and objectives approved by the Board

for each Committee, and shall oversee Committee utilization of staff resources.

4. **Special Committee Programs and Reports:** Each Special Committee shall submit to the Board following the Annual Meeting its program and agenda for the next year and shall report in writing at least semi-annually on its activities, including any recommendations the committee may have for Board consideration, to the Board.

5. **Tenure:** Committee members shall serve for two-year terms and may be reappointed without limitation.

Article VII

STAFF

1. **Executive Director:** The Board of Directors is authorized to appoint an Executive Director, who may or may not be employed by a firm, to manage the business and the activities of the Association, including the authority to hire additional employees, consultants, and other appropriate personnel, and to manage the funds of the Association.

2. **Salary:** The Executive Director and/or firm shall be compensated at a level and in a manner to be fixed by the Board of Directors.

3. **Performance of Duties:** The Executive Director shall report to the Board of Directors periodically and shall on a continuing basis inform the President of his/her activities and operate subject to the President's supervision.

4. **Handling of Funds:** The Executive Director shall have the care and custody of the general funds, securities, properties, and assets of the Association, and shall deposit the funds and securities subject to his/her care in such bank, trust companies or depositories as the Board of Directors shall designate, and shall disburse and dispose of the same upon receipt of proper vouchers for such disbursements. All financial transactions shall to be cosigned by either the President or the Treasurer of the Association. He/She shall keep accurate books of account, recording therein the amounts of all monies, funds, securities, properties and assets in his/her custody showing at all times the amount of all property belonging to the Association, wherever located, and showing the amount of disbursements made and the disposition of property and shall, upon request, provide such information about the financial condition of the Association to the Treasurer. He/She shall exhibit the said books and records when required by the Board of Directors.

The Executive Director shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine. The cost of such bond shall be paid by the Association.

Article VIII

AMENDMENTS

1. These bylaws may be amended or repealed and new bylaws may be adopted by a two-thirds vote of the membership at any regular or special meeting, provided that a copy of such

proposed amendment(s) shall have been sent to each 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 unless it shall have been first signed by 15 or more members of the Association, or in the alternative, submitted by a majority vote of the Board of Directors.

Article IX

PAYMENT FOR SERVICES, FUNDS AND DONATIONS

1. Annual Membership Payment: Member agencies shall make an Annual Membership Payment to the Association for services provided in accordance with the schedule in Exhibit A. The Board of Directors, by majority of those present at a duly constituted meeting, may approve changes to the payment schedule 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 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.

2. Delinquent Payments for Services: In the event that the Annual Membership Payment for services as provided by these bylaws is not

received by 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 the date of termination.

Article X

MISCELLANEOUS

1. Emergencies: On matters requiring immediate action or when it is impracticable to convene the Board of Directors, the President may call a special meeting of the Board by issuing notice by e-mail, fax or U.S. Mail, and in such cases a majority of the total membership of the Board shall be required for approval or disapproval; and when matters are submitted by mail or electronically to the directors, action by a majority of the individual directors shall be required for approval or disapproval of the matters submitted.

2. Rules of Order: Unless otherwise provided, all proceedings are to be governed by Roberts' Rules of Order. **NAFSMA**

EXHIBIT A

ANNUAL DUES SCHEDULE

(January 1 – December 31)

On February 4, 2005, the Board of Directors adopted the following dues schedule:

Population of Service Area	Annual Dues
Areas with a population of 100,000 or less	\$ 1,000.00
Areas with a population from 100,001 to 250,000	\$ 2,000.00
Areas with a population from 250,001 to 500,000	\$ 3,000.00
Areas with a population from 500,001 to 1,000,000	\$ 4,500.00
Areas with a population from 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 members shall use the sum total of the population incorporated areas within their service area. **NAFSMA**