

CONSTITUTION OF THE ARKANSAS FLOODPLAIN MANAGEMENT ASSOCIATION

Preamble

The topography, climate, location and settlement patterns of Arkansas have resulted in loss of life, frequent damage to property and homes, and severe derangement of natural hydrologic systems. This Association is formed to unite persons involved in resource management in a common effort to plan for the wise use of the state's extensive floodplains.

Article 1 - Name

The name of this organization shall be "Arkansas Floodplain Management Association, Inc." hereafter referred to as the Association.

Article 2 - Location

The principal place of business of the Association shall be within the state of Arkansas, United States of America.

Article 3 - Purpose

The purpose of the Association is to promote the common interest in flood damage abatement, to enhance cooperation and to exchange information among the various related private organizations, individuals, local, state and federal agencies to encourage appropriate and effective approaches to managing the state's floodplains, and to educate the public about floodplain management.

The Association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. No part of the net earnings of the Association shall personally benefit or be distributable to its members, directors, officers, or other private persons, except to recompense for authorized services rendered and to make payments and distribution in furtherance of the will of the Association.

Article 4 - Membership

The membership of the Association shall be open to all persons involved in floodplain management and related disciplines in the state of Arkansas. The board of directors shall appoint a membership committee to determine the qualifications of applicants.

Article 5 - Officers

The Association officers shall be the chair, vice chair, secretary, treasurer, the five regional representatives, the past chair, and the executive director. The vice chair, secretary, treasurer, and five regional representatives shall be elected biennially from the membership of the Association. The past vice chair will be the chair for the biennial period. The non-elected past chair will be an Association officer during this biennial period. The chair may not serve more than two consecutive terms. The responsibilities of office shall be set forth in the bylaws of the Association.

Article 6 - Board of Directors

The government and direction of the Association, and the control of its property, shall be vested in the board of directors. The board of directors of the Association shall be comprised of the Association officers. The board of directors shall execute policy established by the general membership of the Association.

Article 7 - Meetings

One meeting of the Association shall be held biennially to elect officers. One meeting shall be held annually to conduct any other business. Other meetings may be called as provided for in the bylaws of the Association.

Article 8 - Amendments

Amendments to this constitution may be proposed by the board of directors or by written petition signed by 15 voting members or 10 percent of the membership of the Association, whichever is less. All such petitions shall be submitted to the Association secretary. The secretary shall draft a proposed amendment in accordance with the intent of the petition and shall give notice, by email or by mail, of same to the membership at least 21 days prior to the meeting at which it is to be discussed. The proposed amendment shall be discussed at any scheduled meeting or at a special meeting and may be amended in any manner pertinent by a majority vote at said meeting, and if amended, shall be voted upon by ballot in such form. If not amended, the proposed amendment as submitted shall be voted upon by ballot. A tellers committee appointed by the chair shall count ballots 21 days after mailing. The secretary shall notify the membership of the results.

For adoption of any amendment to the constitution, two-thirds of the valid ballots cast shall be in the affirmative. An amendment that has been adopted shall become effective 10 days after counting the ballots.

At any meeting of the board of directors, the board by a two-thirds vote may amend the bylaws in conformity with the constitution, provided that notice, by email or by mail, of such shall have been made to each board member at least 21 days prior to the meeting at which action thereon is to be taken. The bylaws may be amended by a majority vote of the members present at any Association meeting.

Article 9 - Dissolution

Upon the dissolution of the Association, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association to such organization or organizations operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the board of directors shall determine.

Article 10 - Parliamentary Law

In all questions involving parliamentary procedure, including election procedures not covered by the bylaws of the Association or established by the board of directors, *Robert's Rules of Order* (Revised) shall be considered the governing authority.

Article 11 - Association Records and Reports

Section 1 - Inspection of Records

- a) The original bylaws and constitution and copies thereof as amended to date, certified by the secretary, shall be kept on file at a location selected by the board of directors and open to inspection at all reasonable times.
- b) The minutes of the board of directors and membership meetings, and the membership register shall be kept on file at a location selected by the board of directors and open to inspection at a reasonable time upon written demand of any member for any purpose reasonably related to his interest as a member.
- c) The books of account shall be kept on file at a location selected by the board of directors and open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to his interest as a member.

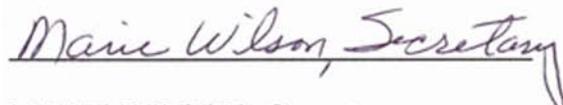
Article 12 - Saving Clause

Should any provisions of the constitution or bylaws of this Association, or the application thereof to any person or circumstance be held invalid, then the remainder of the same or the application for such provision to other circumstance shall not be affected thereby.

I, James C. Battreal, Chairman of the Board of Directors, Arkansas Floodplain Management Association, certify that foregoing is a true and correct copy of the Bylaws of Arkansas Floodplain Management Association as approved by the Board of Directors on this 11th day of September 2007.

By: 
JAMES C. BATTREAL, Chairman

ATTEST:


MARIE WILSON, Secretary

