

**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 I

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

ARTICLE II

Location

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

ARTICLE III

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 non-profit 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 IV

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 V

Officers

The officers of the Association shall be the Chair, Vice Chair, Secretary and Treasurer. The officers shall be elected annually from the membership of the Association. The chairman may not serve more than two consecutive terms. The responsibilities of office shall be set forth in the Bylaws of the Association.

ARTICLE VI

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 comprised of the Association officers. The Board of Directors shall execute policy established by the general membership of the Association.

ARTICLE VII

Meetings

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

ARTICLE VIII

Amendments

Amendments to this Constitution may be proposed by the Board of Directors or by written petition signed by 15 voting members or 10% 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 written notice 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 letter ballot in such form. If not amended, the proposed

amendment as submitted shall be voted upon by letter ballot. Ballots shall be counted 21 days after mailing by a tellers committee appointed by the Chair. 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 which 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 written notice 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 IX

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 X

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 XI

Association Records and Reports

Section 1. Inspection or 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 any 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 XII

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 circumstances 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, to the best of my knowledge, of the original 1996 Constitution of Arkansas Floodplain Management Association 17th day of September 2007.

By: 
JAMES C. BATTREAL, Chairman

I, Michael J. Borengasser, member of the Board of Directors, Arkansas Floodplain Management Association certify that foregoing is a true and correct copy, to the best of my knowledge, of the original 1996 Constitution of Arkansas Floodplain Management Association 17th day of September 2007.

By: 
MICHAEL J. BORENGASSER, Member

BYLAWS

OF THE

ARKANSAS FLOODPLAIN MANAGEMENT ASSOCIATION

ARTICLE I

Membership

The Membership of the Association shall be as hereinafter set forth.

SECTION 1. Members - A person becomes a member upon approval of their application for membership by the membership committee, payment of dues, and enrollment on the list of active members of the organization. All memberships that are rejected are subjected to the of Board of Directors and its concurrence.

There are three classifications of members.

FULL Members are public or private professionals or elected officials involved in floodplain management.

ASSOCIATE MEMBERS are non-governmental Professionals not primarily involved in full time floodplain management.

STUDENT Members are registered, full or part time students interested in floodplain management.

SECTION 2. Only FULL members of the Association are full voting members.

SECTION 3. The annual dues of the Association shall be \$20 per person for **FULL** members; \$15 per person for **ASSOCIATE** members; and \$10 per person for **STUDENT** members. Dues are payable on or before the anniversary of the initial payment.

Dues are subject to the review and modification of the **FULL** members as established by duly adopted modification of the Bylaws.

SECTION 4. Any member delinquent in payment of dues for more than 60 days after the anniversary date shall be dropped from membership and from the list of active members by the Association.

SECTION 5. The Association Treasurer will be responsible for sending out notices and collecting dues and will be assisted in this responsibility by the members of the Membership Committee.

SECTION 6. Corporate Sponsor - Any corporation or firm involved in engineering, consulting or other floodplain management activities may become a sponsor of the Association. As a sponsor, the firm will receive one full membership for a designated employee. The fee for corporate sponsor is \$50.00 per year.

ARTICLE II

Meeting of the General Membership

SECTION 1. Annual Meeting - The annual meetings of the Association shall be held in accordance with the Constitution and Bylaws and shall nominate and elect a Board of Directors for the Association; may establish policy by resolution; may amend the bylaws; may consider and revise proposed

amendments to the constitution; and may conduct other business and activities. The annual meeting shall be held at such time, date and place as may be designated by the Board of Directors.

SECTION 2. Special Meetings - All business and activities that may be conducted at an annual meeting, except for election of the Board of Directors, may be conducted at special meetings. Special meetings of the Association may be called at any time by the Board of Directors.

SECTION 3. Notice of Meetings - Written notice of each meeting of the Association shall be given by mailing a copy of such notice at least 21 days before such meeting to each member, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purposes of notice. Such notice shall specify the place, day and hour of the meeting noticed, and, in the case of a special meeting, the purpose of the meeting.

ARTICLE III

Board of Directors

SECTION 1. The purpose and object for which the Association is formed and established and the Association's property shall be managed by the Association's Board of Directors.

The Board of Directors consists of the officers and the Executive Director of the Association. In furtherance of the purpose of the Association, the Board may establish and appoint committees and delegate authority.

SECTION 2. The Executive Director shall be selected from the general membership of the Association and approved by vote of the Board of Directors. The Executive Director shall serve to provide guidance and direction to the Association and to oversee the goals and objectives of Association activities.

SECTION 3. Officers and their Duties:

- (a) Enumeration of officers - the officers of the Association shall be Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.
- (b) Election of officers - the election of officers shall be by a majority of all votes cast. Officers must be full term members of the association in good standing.
- (c) Term - the officers shall hold office for one year unless he/she shall sooner resign, or shall be removed or otherwise be disqualified to serve.
- (d) Resignation and Removal - any officer may be removed from office with justifiable cause by the Board. Any officer may resign at any time by giving written notice to the Board, the Chair or the Secretary. Such resignation shall take effect on 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 be necessary to make it effective.

- (e) Vacancies - a vacancy-in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
- (f) Multiple Offices - the offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one for any of the other offices.
- (g) Duties - the duties of the officers are as follows:

(1) Chair

The Chair shall preside at all meetings of the Board of Directors and shall see that orders and resolutions of the Board are carried out.

(2) Vice-Chair

The Vice Chair shall act in the place and stead of the Chair in the event of his absence, inability or refusal to act, and shall exercise and discharge-such other duties as may be required of him by the Board. The Vice Chair shall arrange the location and time for Board meetings and shall organize such meetings.

(3) Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of the members, keep appropriate current records showing the members of the association together with their addresses, and shall perform such other duties as required by the Board. The Secretary shall prepare and mail notices of all meetings of the Board and General Membership.

(4) Treasurer

The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Directors, and shall also perform such other services as the Board may require from time to time.

SECTION 4. Quorum - a quorum at a meeting of the Board of Directors shall consist of a simple majority of the Directors currently serving as dully designated directors of the Association.

SECTION 5. Voting Required - the affirmative vote of the majority of the directors present at the meeting in which a quorum is present shall be required for any act of the Directors. In lieu of a called meeting, certain activities as deemed appropriate by the Board can be voted on my mail-in ballot. The Secretary shall be responsible for mailing ballots and tallying votes.,

ARTICLE IV

ASSOCIATION RECORDS AND REPORTS

SECTION 1. Inspection 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 any 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 V

Amendments

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 written notice 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. Any conflict between the Articles of Incorporation and these Bylaws shall be determined by the provisions of this Article.

ARTICLE VI


Special Corporate Acts

SECTION 1. Execution of Written Instruments - contracts, deeds, documents and instruments shall be executed by the Chair or Vice-Chair and attested

by the Secretary, unless the board of Directors shall, in a particular situation, designate another procedure for their execution.

SECTION 2. Signing of Checks and Notes – checks, notes, drafts and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

I, James C. Battreal, Chairman of the Board of Directors, Arkansas Floodplain Management Association certify that foregoing pages 7-15 is a true and correct copy, to the best of my knowledge, of the original 1996 Bylaws of Arkansas Floodplain Management Association 17th day of September 2007.

By: 
JAMES C. BATTREAL, Chairman

I, Michael J. Borengasser, member of the Board of Directors, Arkansas Floodplain Management Association certify that foregoing pages 7-15 is a true and correct copy, to the best of my knowledge, of the original 1996 Bylaws of Arkansas Floodplain Management Association 17th day of September 2007.

By: 
MICHAEL J. BORENGASSER, Member