



BYLAWS OF THE ARKANSAS FLOODPLAIN MANAGEMENT ASSOCIATION, INC.

Article 1 – Membership

The membership of the Arkansas Floodplain Management Association, Inc. (the Association) shall be as hereinafter set forth.

Section 1

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 Association. All memberships that are rejected are subjected to the 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 for membership, including corporate sponsorship fees, to the Association are subject to review and modification by the Board of Directors by duly adopted modification of the bylaws.

Section 4

The Association Treasurer will be responsible for sending out notices and collecting dues and will be assisted in the responsibility by the members of the membership committee.

Section 5

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 sponsors are subject to review and modification by the Board of Directors by duly adopted modification of the bylaws.



Article 2 – Meeting of the General Membership

Section 1

Annual meeting – the annual meeting 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.

Nominations for the Board of Directors shall be submitted by members in good standing and shall be by verbal or written communication to the Board of Directors prior to the deadline date assigned. The deadline for nominations will be established by the Chair of the Board of Directors and shall be submitted to the general membership at least 30 days prior to the Annual Meeting.

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 – notice of each meeting of the Association shall be given by emailing or mailing a copy of such notice at least 2 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 3 – 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 that include the Executive Director of the Association. In furtherance of the purpose of the Association, the Board of Directors 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 the 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 the Association activities. Five members of the Association shall be elected as Regional



Representatives to serve on the Board of Directors. Each Regional Representative shall represent the membership in one of the geographical regions (comprised by counties) defined as follows:

Northwest

Baxter, Benton, Boone, Carroll, Crawford, Franklin, Johnson, Logan, Madison, Marion, Newton, Pope, Scott, Searcy, Sebastian, Van Buren, Washington and Yell.

Southwest

Clark, Columbia, Garland, Hempstead, Hot Spring, Howard, Lafayette, Little River, Miller, Montgomery, Nevada, Pike, Polk, and Sevier.

Central

Conway, Faulkner, Lonoke, Perry, Pulaski and Saline.

Northeast

Clay, Cleburne, Craighead, Crittenden, Cross, Fulton, Greene, Sharp, Independence, Izard, Jackson, Lawrence, Mississippi, Poinsett, Randolph, St. Francis, Stone, White and Woodruff.

Southeast

Arkansas, Ashley, Bradley, Calhoun, Chicot, Cleveland, Dallas, Desha, Drew, Grant, Jefferson, Lee, Lincoln, Monroe, Ouachita, Phillips, Prairie and Union.

Section 3

Officers and their duties:

- a) Enumeration of officers – the officers of the Association shall be Chair, Vice-Chair, Secretary, Treasurer, the five Regional Representatives, the Past Chair, the Executive Director, and such other officers as the Board of Directors may from time to time by resolution create.
- b) Election of officers – the election of the Vice-Chair, Treasurer and Secretary shall be by a majority of all votes cast of members attending the annual meeting. In order to provide continuity in leadership, the previous year’s Vice-Chair shall become Chair and assume the duties of the Chair immediately upon official closing of the annual meeting (unless circumstances prohibit such action). Similarly, the outgoing Chair shall assume the Past Chair position. The outgoing Chair shall present a proposed slate of officers for the upcoming year. Officers must be Full members of the Association in good standing.
- c) Term – the officers, excluding Executive Director, shall hold office for two years 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 of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she 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 office 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 of Directors are carried out.

2) Vice-Chair

The vice-chair shall act in the place and stead of the Chair in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors. 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 Directors and the membership, 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 of Directors.

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 of Directors may require from time to time.

5) Regional Representatives

The Regional Representatives shall conduct regional meetings and perform such other duties as required by the Board of Directors.

6) Past Chair

The Past Chair shall act in place and stead of the Chair and Vice-Chair in the event of their absences and discharge such other duties as may be required by the Board of Directors.

7) Executive Director

The Executive Director shall serve to provide guidance and direction to the Association and to oversee the goals and objectives of Association's activities.



Section 4

Quorum – a quorum at a meeting, electronically connected or physically present, of the Board of Directors shall consist of a simple majority of the directors currently serving as fully designated directors of the Association.

Section 5

Voting required – the affirmative vote of the majority of the Board of 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 of Directors can be voted on by ballot. The Secretary shall be responsible for distributing ballots and tallying the votes.

Article 4 – Association Records and Reports

Section 1

Inspection of the 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/her 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/her interest as a member.
- d) Records may be retained and produced in electronic format.

Article 5 – Amendments

At any meeting of the Board of Directors, the Board of Directors by a two-thirds vote may amend the bylaws in conformity with the constitution, provided that electronic or written notice of such shall have been made to each board member at least 2 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 the article.



Article 6 – 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 Bboard of Directors.

I, James Whisker, Chairman of the Board of Directors, Arkansas Floodplain Management Association, Inc., Certify that foregoing is a true and correct copy of the Bylaws of Arkansas Floodplain Management Association, Inc. as approved by the Board of Directors on this 19th day of August 2020.

BY: , CFM

JAMES WHISKER, Chairman

ATTEST: 
KAREN KNEBEL, Secretary

