

# BYLAWS OF THE PENNSYLVANIA ASSOCIATION OF FLOODPLAIN MANAGERS

## Article I: Membership

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

1. A person becomes an individual voting member upon payment of dues and enrollment on the list of active members of the organization.
2. The annual dues of the Association shall be determined by the executive committee on a per person basis. Dues are payable on or before January 1 of each year.
3. Any member delinquent in payment of dues after June 30 of each year shall be dropped from membership.
4. The Executive Committee will determine responsibility for sending out notices and collecting dues and will be assisted in this responsibility by the members of the Membership Committee.
5. The Board of Directors may establish categories of non-voting membership and establish different dues for them.

## Article II. Meetings of the General Membership

1. Annual Meeting - The annual meeting of the general membership of the Association shall be held in accordance with the Constitution in conjunction with the Annual Conference of the Association. Members shall elect the officers 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. Ballots for Officers and for any amendments to the Constitution or Bylaws shall be made available at the annual meeting.

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

3. Notice of Meetings - Written notice of each general membership meeting of the Association shall be given by electronic mail or 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

1. Membership. The membership of the Board of Directors shall be as established by the Constitution of the Association.
2. Officers and Committee Chairs
  - a. Resignation: Any officer or committee chair 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 not be necessary to make it effective.
  - b. Removal: Any elected Officer may be removed from office by majority vote of the members present at a general membership meeting of the Association, called in accordance with Article II. Any committee chair may be removed from office by direction of the Chair, subject to confirmation by majority vote of the Executive Committee.
  - c. Vacancies: A vacancy in any office may be filled by appointment by the Chair, subject to confirmation by the Executive Committee. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.
  - d. Multiple Offices: No person shall simultaneously hold more than one elected office.
  - e. Membership Requirements: All officers and committee chairs shall be members of the Association at the time of the nomination and continue membership during his/her term.

3. Duties: The duties of the officers and of the Board of Directors are as follows:

- a. Chair. The Chair shall preside at all meetings of the Association and the Board of Directors and shall see that orders and resolutions of the Board are carried out. The Chair will also represent the Association at ASFPM events and shall be a member of ASFPM for the duration of his/her term.
- b. Vice Chair. The Vice Chair shall act in the place and stead of the Chair in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- c. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the membership meetings, 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.
- d. 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 report the state of the finances of the Association at each meeting thereof. The Treasurer shall also perform such other services as the Board may require from time to time. Checks issued by the Treasurer in excess of \$250 shall be co-signed by the Chair. The Treasurer and Chair shall be bonded at the discretion of the board.
- e. Immediate Past Chair. The Immediate Past Chair shall act as an advisor to the Board of Directors. The Immediate Past Chair shall discharge such other duties as may be required by the Board.
- f. Board of Directors. The Board of Directors shall create an Annual Work Plan to guide the Association's activities.

4. Quorum. A quorum at a meeting of the Board of Directors shall consist of at least five members including a majority of the Executive Committee.

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 Board of Directors except as otherwise set forth in these Bylaws.

**Article IV. Committees**

For the purpose of conducting business in an orderly and timely manner the following standing committees will be established at the first meeting: Mapping and Technical Committee, Education and Outreach Committee, Legislative and Policy Committee. The Chair may establish or abolish other committees as needed, subject to approval of the Executive Committee.

Committee Chairs shall direct their committee to accomplish the goals and tasks set by the Board, to report to the Board on a regular basis established by the Board, and to make no decisions involving funds or other commitments without first consulting with the Board. Chairs of other committees that may be established shall have the same rights and duties as members of the Board of Directors as do the chairs of the standing committees.

**Article V. Amendments**

At any meeting of the Board of Directors where a quorum is present, 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 when at least 35 voting members or one third of the membership is present.

**Article VI. Executive Office**

The Board of directors may establish an Executive Office by hiring staff, by contracting staff, or by agreement with an agency or organization. The duties of the Executive Office staff shall be as assigned by the Board.

**Adopted:**

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Chair

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Vice-Chair

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Secretary

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Treasurer

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Past-Chair

**Date:**