

Proposed for 2012

(Includes the following change: Buchanan County will now be included in Area 1 and removed from Area 3)

MfSMA

Missouri Floodplain & Stormwater Managers Association, Inc. **CONSTITUTION/BY-LAWS**

ARTICLE I - NAME

This organization is called the Missouri Floodplain and Stormwater Managers Association, Inc., hereinafter referred to as the Association. The Association is incorporated under the laws of the State of Missouri as a non-profit corporation.

ARTICLE II - PURPOSE

The Association will work to foster a sense of professionalism on the part of its members, and to make available to them educational opportunities to sharpen their skills; to develop public education campaigns and materials to inform the elected officials and the public about our efforts and heighten their awareness and support of the need for floodplain regulation and stormwater management; to provide mutual assistance to our members in the performance of their duties, and provide a uniform interface with our Federal and State counterparts.

ARTICLE III - MEMBERSHIP

Membership is open to all persons having regulatory responsibility for floodplain and stormwater management in the State of Missouri; to design and engineering professionals who support our efforts; to insurance professionals engaged in underwriting and marketing flood insurance; to any Federal, State, or local official engaged in emergency management, floodplain management or stormwater management; and to any of our counterparts in any other state in this Federal region.

Annual membership period shall be deemed to run from January 1 to December 31. There will be no partial year memberships.

Corporate membership shall be open to any political entity, corporation or other association engaged in floodplain, stormwater or emergency management, or related field. Persons seeking membership on behalf of such organizations shall provide the Association a list of no more than five (5) names of persons who will be their representatives in the Association. Such representatives may be changed from time to time without penalty.

The Association may, from time to time, bestow honorary membership on anyone who has demonstrated over time a commitment to the goals of the Association and been uniquely supportive of its efforts.

The Association may bestow lifetime membership on persons who have retired from the field, and whose career over the years has brought honor to the Association and to the membership. Lifetime memberships shall be bestowed on all Past Presidents.

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ARTICLE IV - VOTING RIGHTS

Every active member of the Association shall be entitled to one vote. Every Corporate member shall be entitled to one vote for every representative named. Voting will be limited to those representatives present at the meeting where the vote is taken. Honorary members may not vote.

ARTICLE V - DUES

Annual Dues. The annual dues of the Association shall be **set annually by the Board as recommended by the Membership Committee.**

- (a) Dues are due January 1 of each year.
- (b) Any member delinquent in payment of dues for more than one-hundred twenty (120) days shall be dropped from membership in the Association until such time as dues are paid.
- (c) The Association Treasurer will be responsible for sending out notices and collecting dues and will be assisted in this responsibility as directed by the Board of Directors.

ARTICLE VI - GOVERNANCE

The Board shall consist of a President, Vice-President, Secretary and Treasurer and nine (9) Area Directors. Each Area Director shall serve a two (2) year term. Each officer shall serve for a period of two (2) years. The immediate Past-President shall serve as an ex officio member of the Board of Directors.

ARTICLE VII - QUALIFICATIONS FOR OFFICE

Only active members of the Association, in good standing, may serve on the Board of Directors. Not more than one person from any member entity shall be elected to serve on the Board.

ARTICLE VIII - VACANCIES

Should a vacancy occur on the Board of Directors for any reason other than expiration of term the vacancy shall be filled in the following manner: Should the President leave office, the Vice- President shall succeed to the Office; should the Vice-President leave office, the Secretary shall succeed the Vice-President; should the Secretary leave office, the Treasurer shall succeed the Secretary; should the Treasurer or Area Director leave office, the President shall appoint a successor from the active membership. No person shall be appointed to an interim position on the Board who is not otherwise qualified to serve.

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ARTICLE IX - REMOVAL FROM OFFICE

Any member of the Board of Directors may be removed from office with justifiable cause by the Board. Any member of the Board may resign at any time by giving written notification to the Board, the Chair, or the Secretary. Such resignation shall take effect on the date of receipt of such notification 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.

ARTICLE X - HONORARY MEMBERSHIP

The Director of the State Emergency Management Agency, and the Director of the Department of Natural Resources, or their designee(s) shall be accorded honorary membership in the Association and ex officio seats on the Board of Directors. The state representative of the Federal Emergency Management Agency, or their designee(s) shall be accorded an honorary membership and an ex officio seat on the Board of Directors. With a unanimous vote, the board may appoint honorary memberships from related governmental agencies. These honorary memberships shall have an ex officio seat on the Board of Directors.

ARTICLE XI - ELECTIONS

The Steering Committee shall conduct the first election for the Board of Directors. It shall appoint from the membership a nominating committee whose duty shall be to accept nominations for the various positions on the Board of Directors. The nominating period shall be no more than thirty days in length and shall commence after good and sufficient notice has been given to the membership. Election shall be by written, secret ballot. However, if only one candidate has been nominated for an office, a motion may be made and seconded that the vote be by acclamation. Ballots shall be tabulated by the Nominating Committee and the results communicated to the Steering Committee, who shall declare the winner for each of the various seats on the Board. Upon certification of the results, the Steering Committee shall automatically dissolve, and management of the Association shall be assumed by the Board of Directors, who shall assume office immediately.

Thereafter, the Board of Directors shall appoint a nominating committee of three members who shall post notice of the opening of nominations at least sixty (60) days prior to the election. The nominating period shall be open for thirty (30) days. The committee shall accept nominations; publish qualifications of the candidates; and present the list of qualified nominations to the membership at the annual membership meeting. Election of officers shall be held on every even year.

ARTICLE XII - DUTIES OF THE BOARD OF DIRECTORS

The President of the Board of Directors shall be the principal executive officer of the Association and shall generally manage and control the affairs of the Association. The President shall preside over and conduct all of the meetings of the Association and the Board. He shall sign and execute any agreements,

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The Vice-President shall serve as the President of the Association if the President is unable or unwilling to serve. During such time he shall have all of the powers of and constraints upon the President. The Vice-President shall become the President by progression.

The Secretary shall keep the minutes of the general membership meetings, as well as those of the meeting of the Board of Directors. He shall ensure that all notices required by these by-laws or by State law are made. He shall keep a roll of the membership, together with their addresses and affiliations.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever; deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board and, in general, perform all duties incidental to the office of Treasurer and such assigned by the Board of Directors. The Treasurer will maintain a General Ledger Book and record all transactions therein. This ledger will be available for inspection at all times during business hours. All expenditures over \$100 shall be approved by the President of the Board of Directors.

The Membership Secretary shall be responsible for sending out dues notices, receive new and renewal membership applications and shall keep a true record of each. He shall collect all dues and turn them over to the Treasurer. He shall be Chairman of the Membership Committee.

A Director shall be responsible for attending regularly scheduled meetings of the Board of Directors and shall be accountable for those meetings missed. Any Director who fails to contact the president or his designee and report, in advance, their inability to attend an upcoming meeting shall be deemed unexcused and further, any Director that has more than two (2) unexcused absences within the fiscal year shall be considered to have resigned, and the unexpired portion of their term shall be appointed in accordance to these By-Laws. Any Director that accumulates five (5) absences during their term shall automatically resign and forfeit their position and the unexpired portion of their term.

ARTICLE XIII - COMMITTEES

Section 1. The Board of Directors, by majority vote of the Board may, from time to time, establish committees to handle any of the business of the Association. Members of the committees shall be drawn from the general membership. Each committee shall include one of the officers or Directors of the Association.

Section 2. Standing Committees. Standing committees of the Association shall include, but not be limited to, a Nominating Committee, and Executive Committee.

Section 3. Executive Committee. There shall be an Executive Committee including the President, Immediate Past President, Vice President, Secretary, Treasurer, Membership Secretary and one (1) Board

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(Includes the following change: Buchanan County will now be included in Area 1 and removed from Area 3) member selected by the Board. The Executive Committee shall assist the President in managing the routine affairs of the Association. The Executive Committee may authorize the President to sign and execute agreements, bonds, mortgages, deeds and other contracts for amounts not exceeding one thousand dollars (\$1,000). The Executive Committee shall prepare an annual budget for adoption by the Board of Directors.

ARTICLE XIV - MEETINGS AND QUORUM

There shall be at least one regular meeting of the Association per year. The Board of Directors shall meet prior to the meeting to develop Association policies for the current year. Emergency meetings may be called by the President, with at least ten days notice. If the nature of the emergency does not permit ten days notice, then telephone or electronic notice will be acceptable. At such emergency meeting, only the emergency itself may be decided. No other business of the Association may be transacted.

At any meeting of the Board of Directors, a quorum shall consist of seven of the serving Board Members. At full membership meetings, a quorum shall consist of those members present.

The Board of Directors shall, upon taking office, determine the rate of reimbursement for expenses incurred by Board Members and members of the Association in conducting the Association's business. Mileage shall be reimbursed at the then current rate recognized by the Federal Internal Revenue Service.

Teleconference Meetings: The Board of Directors and Committees may participate in a meeting of the Board or such Committee by means of conference telephone or similar communications equipment whereby all persons participating in a meeting can hear one another, constituting presence in person at the meeting.

ARTICLE XV AREA DIRECTORS AND DUTIES

Area Directors shall be nine (9) individuals from throughout the State. One individual will be selected from each of the areas used by the State Emergency Management Agency Area Coordinators. Each area Director shall represent the membership in one of the geographic regions defined as follows:

- (1) Area 1 shall consist of the following counties:

Atchison, Nodaway, Holt, Worth, Gentry, Dekalb, Clinton, Harrison, Daviess, Caldwell, Mercer, Grundy, Livingston, Buchanan, and Andrew.

- (2) Area 2 shall consist of the following counties:

Putnam, Sullivan, Linn, Schuyler, Adair, Macon, Scotland, Knox, Shelby, Clark, Lewis and Marion.

- (3) Area 3 shall consist of the following counties:

~~Buchanan~~, Platte, Clay, Jackson, Cass, Bates, Ray, Lafayette, Johnson, Henry, Saline, and Carroll.

(4) Area 4 shall consist of the following counties:

Chariton, Howard, Cooper, Randolph, Boone, Monroe, Audrain, Callaway, Ralls, Montgomery and Pike.

(5) Area 5 shall consist of the following counties:

Moniteau, Morgan, Camden, Miller, Pulaski, Osage, Maries, Gasconade, Cole, Benton, Phelps and Pettis.

(6) Area 6 shall consist of the following counties:

Lincoln, Warren, Franklin, St. Charles, St. Louis, Jefferson, Washington and Crawford, and City of St. Louis.

(7) Area 7 shall consist of the following counties:

St. Clair, Vernon, Barton, Jasper, Newton, McDonald, Cedar, Dade Lawrence, Barry, Hickory, Polk, Dallas, Greene, Webster, Christian, Stone and Taney.

(8) Area 8 shall consist of the following counties:

Laclede, Wright, Douglas, Ozark, Texas, Howell, Dent, Shannon, Oregon, Reynolds and Carter

(9) Area 9 shall consist of the following counties:

St. Francois, St. Genevieve, Perry, Iron, Madison, Cape Girardeau, Bollinger, Wayne, Ripley, Butler, Stoddard, Scott, Mississippi, New Madrid, Dunklin and Pemiscot.

Election of Area Directors to serve the following year shall be accomplished by the general membership prior to the adjournment of the annual meeting. Term of office will be two (2) years.

An Area Director shall be an individual member of the Association and must work or reside within the area that he or she represents.

Staggering of the immediate Area Directors shall begin in the year 2000. This shall be achieved by election of the Area Directors with even numbered areas, elected on even years. Uneven numbered Area Directors shall be elected on uneven years.

ARTICLE XVI - ANNUAL BUDGET

The Executive Committee shall prepare a budget for each calendar year and submit such budget to the Board of Directors for consideration and adoption prior to March 1 of each calendar year. The Treasurer shall report the status of the budget for the current and prior year at the regular meeting of the Association.

ARTICLE XVII - PARLIAMENTARY AUTHORITY

All meetings of the Board of Directors and all general membership meetings shall be conducted under Robert's Rules of Order.

ARTICLE XVIII - AMENDMENTS

This Constitution may be amended by a vote of two thirds (2/3) of the votes cast at a general membership meeting. The amendment must be published and circulated to the active membership no less than thirty (30) days prior to the meeting at which a vote is to be taken.

Proposed amendments from the floor during a general membership meeting may be adopted by a vote of seventy five (75) per cent of the membership present without a thirty (30) day notice.

This constitution shall be in force and effect from and after its adoption by a majority vote of the general membership.

Adopted April 22-23, 1997 at the annual meeting.

Amended April 28-29, 1998 at the annual meeting.

Amended April 20-21, 1999 at the annual meeting.

Amended and Adopted on May 18, 2005 at annual meeting.

Amended and Adopted on May 12, 2006 at annual meeting.

Amended and Adopted on April 9, 2008 at annual meeting.

Amendment Proposals April 9, 2010 at annual meeting.

Amended and Adopted on April 1, 2011 at annual meeting.

ARTICLE XVIII – TERMINATION OF THE ASSOCIATION

In the event that the Association ceases to exist as an incorporated organization, all funds not outstanding will be donated to the Association of State Floodplain Managers (ASFPM) Foundation.

These By-Laws are true and accurate as adopted by the membership of the Missouri Floodplain & Stormwater Managers Association, Incorporated on April 9, 2010. Signed and attested by:

Errin Kemper – President

Ellie Marr – Vice-President

Brian Hess - Secretary