

**BYLAWS OF
OKLAHOMA FLOODPLAIN MANAGERS 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 review of Board of Directors and its concurrence.

There are four classifications of members.

INDIVIDUAL. Members are public or private professionals or elected officials involved in floodplain management. Individual membership entitled full voting privileges.

AGENCY MEMBERSHIP. Any agency involved in floodplain management may become a member of the Association. As a member, agency will receive one individual membership for a designated individual. Additional Association members may be designated for a per member fee to be set in accordance with Section 2 of the Article. The category includes the following types of agencies; city, town, county, federal, and state governments; tribal nations; and non-profit organizations.

CORPORATE MEMBERSHIP. Any corporation or firm involved in engineering, consulting, manufacturer or supplier, or other floodplain management activities may become a member of the Association. As a member, the firm will receive one individual membership for a designated employee. Additional Association members may be designated for a per member fee to be set in accordance with Section 2 of the Article.

STUDENT. Members are registered, full or part time students interested in floodplain management. Student members have no voting privileges.

SECTION 2. Membership Dues.

The annual dues of the Association for INDIVIDUAL, CORPORATE, AGENCY, and STUDENT members shall be established by the Board of Directors. The duly elected Secretary and Treasurer offices are exempt from annual dues. [Dues are payable between September 1 and September 30 of each year in full and prorated quarterly for new members after November 30 of each year.] Dues are applicable for the fiscal year from October 1 through September 30.

Modifications to the dues structure shall be completed no later than June 30. In the absence of Board action to modify dues on or before June 30, the existing dues structure will continue in effect for the

following fiscal year.

SECTION 3. Delinquent Dues.

Any member delinquent in payment of dues shall be dropped from membership and from the list of active members by the Association.

SECTION 4. Association Treasurer.

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 5. Membership Directory.

The membership directory will be completed and provided to the membership at the Annual Conference or provided upon written request to the Secretary or Treasurer.

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 regularly scheduled monthly meetings of the Association shall be provided to members during the annual business meeting held during the annual conference of the Association. 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. Board of Directors.

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.

SECTION 2. Officers.

A. Enumeration of Officers.

The officers of the Association shall be Chair, Vice-Chair, Secretary, Treasurer, Past Chair, and such other officers as the Board may from time to time by resolution create. Honorary officers

will not have voting privileges.

B. Election of Officers.

The election of officers, except the Office of Chairman, shall be by a majority of all votes cast of members attending the annual business meeting. In order to provide continuity in leadership, the previous year's Vice-Chairman shall become Chairman and assume the duties of the Chairman immediately upon official closing of the annual business meeting (unless circumstances prohibit such action) and the past Chairman shall remain on the Board for one year. The current Board of Directors shall present a proposed slate of officers for the upcoming year. Officers must be Full term members of the Association in good standing. Regions will elect their own representatives for the Board of Directors.

C. Term.

The officers shall hold office for one year unless the officer shall resign, or shall be removed or otherwise be disqualified to serve.

D. Resignation and Removal.

Any officer may be removed from office when justifiable cause is found 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, 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 that is replaced.

F. Multiple Offices.

The office of Secretary and Treasurer may be held by the same person. No other person shall simultaneously hold more than one office or any of the other offices.

G. Duties.

The duties of the Officers are as follows:

1. Chair

- a. Shall preside at all meetings and shall see that orders and resolutions of the Board of Directors are carried out. Attend Association Board of Directors meetings to provide input, offer suggestions and provide general direction to the Association. In the event the Chair is unable to attend a called meeting of the Board, he or she will be responsible for reviewing the meeting agenda and other Board briefing materials, and will provide the Board with appropriate comments or concerns which may affect the membership by written notice.
- b. Shall provide support for the goals and objectives of the Association.
- c. Is empowered to officially represent the Association at all public meetings, conferences or other related official functions and to act as a liaison with other associations, organizations, federal and state agencies, the private business sector and the general public.
- d. Offer suggestions and/or newsworthy articles for the association's quarterly

- newsletters.
- e. Offer suggestions and/or newsworthy articles for the association's quarterly newsletters.
- f. Voting Board Member.
- g. Shall prepare an annual report to the Board of Directors on activities performed during their term and meetings attended to be read at annual conference.
- h. Recommend members that they have been in contact with during their term for awards.
- i. Distribution of the TADD Calendars and promotion of TADD poster contest.
- j. Be certified on the 3D model and present throughout the year as needed.

2. Vice-Chair

- a. Shall arrange the location and time for Board meetings and shall organize such meetings. Attend Association Board of Directors meetings to provide input, offer suggestions and provide general direction to the Association. In the event the Vice-Chair is unable to attend a called meeting of the Board, he or she will be responsible for reviewing the meeting agenda and other Board briefing materials, and will provide the Board with appropriate comments or concerns which may affect the membership by written notice.
- b. In the event of the Chair's absence, inability or refusal to act shall act in the place and stead of the Chair and shall exercise and discharge such other duties as may be required of the Chair by the Board.
- c. Organize conferences.
- d. Offer suggestions and/or newsworthy articles for the association's quarterly newsletters.
- e. Recruit new members and promote the association and benefits of membership.
- f. Voting Board member.
- g. Shall prepare an annual report to the Board of Directors on activities performed during their term and meetings attended to be read at annual conference.
- h. Recommend members that they have been in contact with during their term for awards.
- i. Distribution of the TADD Calendars and promotion of TADD poster contest.
- j. Be certified on the 3D model and present throughout the year as needed.

3. Secretary

- a. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Association.
- b. Shall provide notices of all meetings of the Board to the membership at the annual conference or upon written request.
- c. Attend Association Board of Directors meetings to provide input, offer suggestions and provide general direction to the Association. In the event the Secretary is unable to attend a called meeting of the Board, he/she will be responsible for reviewing the meeting agenda and other Board briefing materials, and will provide the Board with appropriate comments or concerns which may affect the membership by written notice.
- d. Shall have free individual membership for the term of their office.
- e. Perform such other duties as required by the Board.
- f. Offer suggestions and/or newsworthy articles for the Association's quarterly

- newsletters.
- g. Recruit new members and promote the Association and Benefits of membership.
- h. Voting Board member.
- i. Recommend members that they have been in contact with during their term for awards.
- j. Distribution of the TADD Calendars and promotion of TADD poster contest.
- k. Be certified on the 3D model and present throughout the year as needed.
- l. Shall present the Annual Minutes at the Annual Board Meeting of the Association.

4. Treasurer

- a. Shall have the custody and control of the funds of the Association, subject to the action of the Board of Directors.
- b. Shall also perform such other services as the Board may require from time to time.
- c. Attend Association Board of Directors meetings to provide input, offer suggestions and provide general direction to the Association. In the event the Treasurer is unable to attend a called meeting of the Board, he or she will be responsible for reviewing the meeting agenda and other Board briefing materials, and will provide the Board with appropriate comments or concerns which may affect the membership by written notice.
- d. Shall keep appropriate records showing the members of the Association together with their addresses, the status of members' accounts, collecting membership dues, mailing Certificates of Membership and collecting registration fees for all Association conferences or meetings.
- e. Shall be responsible for paying the Association's bills and chairing the Budget Committee to establish annual budgets.
- f. Shall prepare a financial statement of the Association's general fund, a statement of the funds generated by and the costs associated with the Annual conference, and a statement of the funds and costs generated by the Association's Certified Floodplain Manager Program.
- g. Offer suggestions and/or newsworthy articles for the association's quarterly newsletters.
- h. Recruit new members and promote the association and benefits of membership.
- i. Voting Board Member.
- j. Shall have free individual membership for the term of their office.
- k. Recommend members that they have been in contact with during their term for awards.
- l. Distribution of the TADD Calendars and promotion of TADD poster contest.
- m. Be certified on the 3D model and present throughout the year as needed.
- n. Notify Membership Committee Chair and appropriate Region Representative of new members throughout the year.
- o. Shall prepare and present an annual budget for consideration of the Association Board of Directors.

5. Past Chair

- a. Shall serve on the Board of Directors and offer guidance and assistance to the current Chair and Vice-Chair for one year following the year they served as Chair.
- b. Attend Association Board of Directors meetings to provide input, offer suggestions and provide general direction to the Association. In the event the Past Chair is unable to

- attend a called meeting of the Board, he or she will be responsible for reviewing the meeting agenda and other Board briefing materials, and will provide the Board with appropriate comments or concerns which may affect the membership by written notice.
- c. Shall perform various duties as may be requested by the Board of Directors.
 - d. Coordinate and facilitate the Strategic Planning retreat.
 - e. Prepare presentation for and attend the fall CAP meeting with the new Chair.
 - f. Offer suggestions and/or newsworthy articles for the association's quarterly newsletters.
 - g. Recruit new members and promote the association and benefits of membership.
 - h. Voting Board Member.
 - i. Shall prepare an annual report to the Board of Directors on activities performed during their term and CAP meeting and any other activities or meetings attended at expense of association to be read at annual conference.
 - j. Recommend members that they have been in contact with during their term for awards.
 - k. Distribution of the TADD Calendars and promotion of TADD poster contest
 - l. Be certified on the 3D model and present throughout the year as needed.
 - m. Serve as Chair of the Nomination Committee and submit list of proposed officers to the Board.

SECTION 3. Regional Representatives.

A. Membership.

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 in the document entitled "Delineation of Regional Boundaries, Oklahoma Floodplain Manager Association."

This document shall be approved on an annual basis, prior to the Annual Meeting of the Association by the Board of Directors. At this time, the Board of Directors shall make any changes in region composition necessary to promote equitable distribution of association members throughout the regions.

B. Nomination and Election of Regional Representatives.

This shall be accomplished in caucus of regional members at the Annual Meeting.

C. Term.

The Regional Representatives shall be elected annually from the regional members of the Association and each shall hold office for one year unless the representative shall sooner resign, or shall be removed or otherwise be disqualified to serve.

D. Resignation and Removal.

Any Regional Representative may be removed from office if justifiable cause is found by the Board. Any Regional Representative 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.

E. Vacancies.

Vacancies for Regional Representative shall be appointed by the Board from the membership of the region for which the vacancy exists. The representative appointed to such vacancy shall serve for the remainder of the term of the representative that is replaced.

F. Duties and Responsibilities.

1. Attend Association Board of Directors meetings to provide input, offer suggestions and provide general direction to the Association. In the event a Regional Representative is unable to attend a called meeting of the Board, he or she will be responsible for reviewing the meeting agenda and other Board briefing materials, and will provide the Board with appropriate comments or concerns which may affect the regional membership by written notice.
2. Solicit input on regional issues from his/her regional membership through group emails.
3. Recruit and provide outreach to new members within the assigned region and promote the association and its benefits by emailing all region members with news and updates as provided by the board.
4. Offer suggestions and/or newsworthy articles for the association's quarterly newsletters.
5. Call at least one annual meeting within the region of the regional membership to discuss issues and concerns.
6. Shall prepare an annual report to the Board of Directors on activities and meetings within the region.
7. Recommend members of their respective region for awards.
8. Voting Board member.
9. Regional reps are responsible for promotion of and administration of the TADD posters contest within their region according to current rules of outreach committee.
10. Be certified on the 3D model and present throughout the year as needed.

SECTION 4. Executive Director.

The Board of Directors may appoint an Executive Director, to serve at the direction and pleasure of the Board. The Executive Director shall attend Board meeting and events as directed by the Board, but shall not be a voting member of the Board of Directors.

SECTION 5. Quorum.

A quorum at a meeting of the Board of Directors shall consist of a simple majority of the Directors currently serving as duly designated Directors for the Association.

SECTION 6. 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 by:

- a. Postal or electronic mail, or facsimile transmission; or
- b. By proxy.

The Secretary shall be responsible for mailing ballots and tallying votes. Full members have voting privileges for the election of officers.

Article IV Committees

SECTION 1. Standing Committees.

Standing Committees are those committees deemed necessary on a permanent basis to conduct the business of the association.

The OFMA Board of Directors Chair shall appoint the necessary members and designate the chair of each of the standing committees, except for the PDCC. The Board Chair shall fill any standing committee chair positions that become vacant during the administrative year. Each committee shall advise and inform the Board of its activities at each Board meeting or as otherwise directed by the Chair. Standing committees, specific membership requirements, and their duties are listed in the Standing Committees Document. This document shall be adopted by the Board at the first meeting of the administrative year. This document may be modified by vote of the Board at any regular or special Board meeting.

A standing committee chair who fails to perform the duties of the office may be removed by vote of the Board.

SECTION 2. Topical Committees

Topical committees are those committees deemed necessary to respond to technical or managerial issues in floodplain management or otherwise serve the interests of the membership. Topical committees and their functions are listed in the Topical Committees Document. This document shall be adopted by the Board at the first meeting of the administrative year. This document may be modified by vote of the Board at any regular or special Board meeting.

Any OFMA member may join any topical committee. The topical committees shall meet during the Annual Conference to select a chair and any other officers the committee membership deems necessary. The Board Chair may fill any vacant topical committee chair positions that occur during the administrative year. Each committee shall advise and inform the Board of its activities at each Board meeting or as otherwise directed by the Board Chair.

SECTION 3. Ad Hoc Committees

Ad Hoc Committees are appointed for a specific task and for a specific term of operation. Creation of Ad Hoc Committees shall be by action of the Board Chair or by vote of the Board. The committee name, specific task, membership list, and task completion date shall be entered into the minutes of the Board. The Board may approve changes to the completion date.

ARTICLE V 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 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 this interest as a member.

ARTICLE VI Amendment of Bylaws

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 Director 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 VII 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 demand for money shall be signed by the Officer or Officers from time to time designated by the Board of Directors.

ARTICLE VIII Conflict with Constitution

In the event of a conflict between a provision of these Bylaws and a provision contained in the Constitution of the Oklahoma Floodplain Managers Association, the provision of the Constitution shall take precedence.

The Bylaws were amended at a Regular Meeting called by the Board of Directors on August 22, 2013, at the City of Del City Training Room.

OFMA Bylaws Amended Adopted August 22, 2013

CERTIFIED BY:

Bill Robinson

Chairman

August 22, 2013

Date

Monica L. Cardin

Secretary

August 22, 2013

Date

Notarized by

Vicky L. Fowler

Name and Signature

on

October 30, 2014

Date

Seal

