

**THE CONSTITUTION AND BY-LAWS OF
THE ASSOCIATION OF
FLOODPLAIN MANAGERS OF MISSISSIPPI**

Prepared By

**The Members of the Association of Floodplain Managers of
Mississippi**

**ADOPTED ON OCTOBER 29, 2010
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CONSTITUTION OF THE ASSOCIATION OF FLOODPLAIN MANAGERS OF MISSISSIPPI

PREAMBLE

The State of Mississippi has an abundance of scenic rivers and streams meandering throughout its territory and a picturesque Gulf of Mexico coastline. These attractive but potentially flood prone aquatic treasures and surrounding lands are home to a diverse population of fish and wildlife along with an increasing number of residents and tourists.

The state's flood protection community has recognized the need for a professional organization for many years. In August of 1999, a letter was circulated among the local Floodplain Administrators calling for an organizational meeting to be held in Jackson. That meeting was held September 22, 1999. On that date, officials from thirty-two (32) jurisdictions formed the Association of Floodplain Managers of Mississippi (AFMM). It was decided to become a potential chapter of the nation-wide group, the Association of State Floodplain Managers (ASFPM) as well.

The mission of the association is to support the general advancement, promotion and public understanding of good floodplain management at the state and local levels, to aid in prevention and/or abatement of flood damage where possible and to minimize the impact of flooding on life and property if and when it does occur. Furthermore serve as a unifying force and/or voice for all those whose career, interests, and goals are vested in floodplain management, flood damage prevention and abatement within the State of Mississippi.

The purpose will be to encourage research, provide continuing education opportunities and make the latest information and technology available to its membership. The Association will inform the general public and public officials about the nature and extent of flood problems and promote wise use and management of floodplains.

NAME AND LOCATION

The name of the organization shall be the **Association of Floodplain Managers of Mississippi**. Hereafter referred to as "**the Association**" or "**AFMM**". The principle place of business of the Association shall be within the State of Mississippi, with the Board of Directors having full authority to designate office needs and locations.

DESIGN

There shall be a Board of Directors which shall serve as the governing body for the association. The design of who resides, positions, duties, election, tenure, representation and responsibilities of the board and its officers shall be legislated by the By-Laws. Membership in the association shall also be governed by the by-laws and

consideration of those who which may become members should be considered based on the purpose of the association.

The Association is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code

The Association is one, which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. No part of the net earnings of the Association shall personally benefit or be distributed 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.

AMENDMENTS

The Constitution can only be amended at the regularly constituted annual conference by two-thirds of the active membership in attendance at the annual conference. A thirty (30) day written notice to the active membership of the Association is required prior to the annual conference before the proposed amendment can be placed on the agenda.

PARLIAMENTARY LAW

Robert's Rules of Order (Revised) shall be the governing authority in all questions concerning parliamentary procedure, including election procedures, that are not covered by this Constitution adopted pursuant to this Constitution.

WHEREUPON, the President declared the motion carried and the Constitution has adopted as amended and sealed, this the ____ day of _____, 2013.

ATTEST:

Allison Brand, President

Tara Coggins, Vice President

Richard Stickler, Secretary

Kristin Greger, Treasurer

ASSOCIATION OF FLOODPLAIN MANAGERS OF MISSISSIPPI BY-LAWS

ARTICLE I – MEMBERS

Section 1.1 - Classification of Members

The membership of the Association shall consist of four classes: Individual, Retired, Student, and Honorary.

Section 1.2 - Admissions and Qualifications

1. **Individual:** Any individual interested in furthering floodplain management and flood damage prevention or abatement shall be granted membership by the Board of Directors upon payment of the annual membership fee.

2. **Retired:** Any retired individual member of the Association shall be eligible for retired membership. Retired members will not be eligible to vote nor hold office, however they may be appointed to committees. Their membership will become effective upon approval by the Board of Directors and payment of dues, if any.

3. **Student:** Any student from an institution of higher learning located in the State of Mississippi shall be eligible for a student membership. Student members will not be eligible to vote or hold office. Their membership will become effective upon approval by the Board of Directors and payment of dues, if any.

4. **Honorary:** Any person who, in the opinion of the Association, has rendered distinguished service to the cause of floodplain management in Mississippi shall be eligible for honorary membership. Honorary members shall be elected by the Board of Directors of the association. Honorary members shall not be eligible to vote or hold office.

ARTICLE II – Finance & Legal

Section 2.1 - Dues

1. **Individual, Retired and Student:** Annual dues for individual membership shall be \$75. All retired and student memberships shall be \$25.
2. **Honorary:** Honorary members shall not be required to pay dues unless otherwise voted upon by the Board of Directors prior to the close of the annual meeting for the next year of dues.
3. **Payment of Dues:** Annual dues shall be payable prior to January 1st of each year. Continued membership will be contingent upon payment of dues by March 1st of each year.

Section 2.2 - Expenses

The association shall reimburse or make payment of actual expenses for one (1) registration, travel, food and lodging of the President to attend the national conference of the **Association of State Floodplain Managers (ASFPM)** or any other functions the President should attend as prescribed by the Board of Directors as its representative. The Association shall pay **fifty percent (50%)** of the expenses for registration, travel, food and lodging for any AFMM member serving of the ASFPM Board of Directors. The per diem for meals shall not exceed the most current rate established by the United States General Services Administration . Receipts are required for reimbursement of registration cost, food, travel expense and lodging expense and must be submitted to the treasurer. **Alcoholic beverages are not reimbursable .**

Section 2.3 - Execution of Checks, Notes, Drafts and Demands for Money

The Treasurer and one additional officer shall sign checks, notes, drafts and demands for money that have been previously approved for expenditure in the annual budget or by resolution. Checks, notes, drafts and demands for money that did not have previous approval as noted above may be approved for up to \$500.00 with supporting documentation by the President, Vice President, Secretary or Treasurer prior to signature.

The Board of Directors must approve amounts exceeding \$500.00. In the event of the Treasurer's absence, inability or refusal to act, the signatures of the President, Vice President or Secretary shall be allowed.

The Treasurer shall ensure that the President, Vice-President, Secretary and Treasurer of the Association are signatories of the Association's bank accounts.

Section 2.4 - Fiscal Year

The Fiscal year of the Association shall extend from January 1 through December 31.

Section 2.5 - Execution of Written Instruments

The execution of written instruments such as contracts, deeds, documents and instruments shall be executed by the President, Vice President and shall be attested by the Secretary unless the Board of Directors shall adopt a special resolution in a particular situation, which designates a different procedure for their execution.

Section 2.6 – Annual Report

The treasurer shall file an annual report to be approved by the Board of Directors for submittal purposes to comply with all 501(c)3 laws of the federal and state governments, as well as the national association as necessary. This report shall be made available at such a time in which the Board of Directors shall have time to review and consider before voting to submit.

Section 2.7 – Budget

The treasure shall keep a workable budget which the Board of Directors shall approve prior to the start of the physical year. This budget shall include at minimum, projected revenue from membership, amount of savings in any accounts, grants, or other funding sources, and projected expenses of the association for the physical year. The Board of Directors shall vote to accept the budget as a basic template of guidance prior to the start of the physical year.

Section 2.8 – Documentation

All documentation of the association including, but not limited to that which is submitted to any outside party, agency, or between districts shall be made available for viewing to all members in good standing and to the Executive Committee and Board of Directors as requested and needed. A copy of all documentation shall be furnished to the Secretary for recording and historical record keeping purposes. It shall be the duty of all Directors and Statewide Office holders to provide a full and complete record and like documentation of his or her time in office to the next subsequent holder of that particular office.

ARTICLE III – STATEWIDE OFFICES

Section 3.1 - Officers

The elective officers of the Association shall be made up of a President, Vice President, Secretary and Treasurer. The officers shall be a member of AFMM.

Section 3.2 - Duties of Officers

1. **President** – The President of the Association shall:

- a. Preside at all meetings of the Association, Board of Directors and Executive Committee;
- b. Appoint all standing and special committees subject to the approval of the Board of Directors;
- c. Serve as an ex-officio member of the Association committees except the Nominating Committee;
- d. Authorize on behalf of the Association the signing of all contracts not specifically requiring the president’s signature;
- e. Name delegates to represent the Association at meetings of other associations, agencies and committees;
- f. Be the official spokesperson for the Association;
- g. Serve as a member of the Executive Committee and
- h. Perform such other duties as may be prescribed by these By-Laws, the Association membership or the Board of Directors.

2. **Vice President.** The Vice President of the Association shall:

- a. Perform all duties assigned to the President in the absence of the President;
- b. Serve as a member of the Executive Committee;
- c. Serve as Chairman of the Nominating Committee and
- d. Perform such other duties as may be prescribed by these By-Laws, the Association membership or the Board of Directors.

3. **Secretary.** The Secretary of the Association shall:

- a. Record the votes and keep the minutes of all meetings and proceeding of the Board of Directors and the Association;
- b. Keep appropriate current records showing the members of the Association together with their addresses;
- c. Certify the list of CFMs attendees at all conferences and send the list to the Certification Coordinator at ASFPM and
- d. Prepare and mail notices of all meetings of the Association to the general membership.

4. **Treasurer.** The Treasurer of the Association shall:

- a. Have custody of the funds of the Association, subject to the action of the Board of Directors;
- b. Prepare and mail invoices, collect and deposit dues and other income and
- c. Perform such other duties and services as the Board and the Association may require from time to time.
- d. Keep a list of all financial members of the association. A copy shall be forward to the secretary.

Section 3.3 - Election of Statewide Officers

1. All officers shall be elected at the mandatory annual conference of the association. The officers shall assume official duties at the beginning of the physical year following their election. The officers shall hold office for two (2) years or until their successors shall have been duly elected.
2. An officer may not be elected to more than two (2) consecutive terms in any one position. A member having held a certain same office for the full initial consecutive terms may hold said same office again after first being out of that same office for at least one term.
3. Whenever the office of President becomes vacant before the completion of a term, the Vice President shall become President; and the Board of Directors shall appoint a member in good standing to be Vice President. Such appoints shall expire at the end of the same term.

4. Whenever any other elective office becomes vacant before completion of term, the Board of Directors shall vote to appoint a member in good standing to fulfill the term. Such appointments shall expire at the end of the same term.
5. No person shall be eligible for election to office unless that member is in good standing with all dues paid and meeting all other criteria as set by these by-laws and the Board of Directors.

Section 3.4 - Report of Nominating Committee

1. The Nominating Committee hereinafter established shall prepare a report naming candidates (at least one) for the offices of President, Vice President, Secretary and Treasurer. The committee shall furnish a copy of its report to the Board of Directors listing all nominees not less than 60 days prior to the annual conference along with the written consent of the candidates for nomination. The Board certifies candidates and prepares and distributes ballots.
2. Members may submit recommendations for nomination along with the written consent of the nominee for consideration by the Nominating Committee as a candidate for office not less than 90 days prior to the annual conference.
3. Voting where more than one candidate is nominated for a position will be conducted by ballot sent to the membership not less than 30 days in advance of the annual conference specifying return date required. The Nomination Committee will meet prior to the annual conference to tally the votes and notify the Board of Directors of the results which will be announced at the luncheon of the annual conference.
4. In the event of a tie vote, the executive committee will select the officer prior to the luncheon at the annual conference.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 - Composition

The Board of Directors shall consist of the officers as well as one Director from each geographical district, and one Director representing the State of Mississippi being either the State NFIP Coordinator or his/her designee. The Immediate Past President shall be a member of the Board of Directors. In addition, any Association member who holds elective office in the **ASFPM** also shall serve as an ex-officio member of the Board of Directors.

Section 4.2 - Meetings

1. **Regular.** Regular meetings of the Board of Directors shall be held at the conclusion of each conference.
2. **Special.** Special meetings of the Board of Directors shall be called by the President or upon petition by five (5) members of the Board.
3. **Emergency.** In case of an emergency situation, the President may initiate an emergency meeting of the Board of Directors for the purpose of transacting urgent business.
4. **Conference Calls.** At the discretion of the President, any meeting of the Board of Directors may be conducted by a conference call.

Section 4.3 - Quorum

A quorum shall consist of a simple majority of the Directors currently serving.

Section 4.4 - Notice

A minimum notice of ten (10) days, which may be waived by the President in case of emergency, shall be given prior to each meeting of the Board of Directors.

Section 4.5 - Duties

The Board of Directors shall:

1. Manage the property and business of the Association;
2. Formulate, adopt and administer policies;
3. Implement the purposes of the Association;
4. Approve all presidential committee appointments, accept reports from committees and
5. Adopt rules and regulations for the conduct of its business and business of the Association as it shall deem advisable.

ARTICLE V – DISTRICTS

Section 6.1 - Defined

The State of Mississippi will be divided into four (4) geographic regional districts in the following manner:

1. **District 1** will be composed of the following counties: **Alcorn, Benton, Bolivar, Coahoma, Desoto, Grenada, Itawamba, Lafayette, Lee, Leflore, Marshall, , Panola, Pontotoc, Prentiss, Quitman, Sunflower, Tallahatchie, Tate, Tippah, Tishomingo, Tunica Union, and Yalobusha.**
2. **District 2** will be composed of the following counties: **Adams, Amite, Claiborne, Copiah, Franklin, Hinds, Holmes, Humphreys, Issaquena, Jefferson, Lawrence, Lincoln Madison, Pike, Rankin, Sharkey, Simpson, Walthall, Warren, Washington, Wilkinson, and Yazoo.**
3. **District 3** will be composed of the following counties: **Attala, Calhoun, Carroll, Chickasaw, Choctaw, Clarke, Clay, Jasper, Kemper, Leake, Lauderdale, Lowndes, Monroe, Montgomery, Oktibbeha, Neshoba, Newton, Noxubee, Scott, , Smith, Webster, Winston and**
4. **District 4** will be composed of the following counties: **Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jefferson Davis, Jones, Lamar, Marion, Pearl River, Perry, Stone, and Wayne.**

The Board of Directors may provide for the organization and governance of regional divisions of the Association. The Board may authorize the use of Association funds to assist in financing district activities. It may modify the boundaries of any district so created or terminate its existence.

Section 6.2 - District Officers/Director/Representative

Each district shall elect at minimum a Director/Representative, however may elect other officers as it deems proper for the operation of the district and shall conduct meetings dealing with business matters, including the election of a representative of that district on the Board of Directors.

Duties

1. Assist with conferences and other duties as requested by the Board of Directors.
2. Serve as liaison to all communities within their district to resolve problems or obtain other information as needed to enforce their local floodplain ordinance.
3. Work with all of the political subdivisions within their district to further the goals and objectives of AFMM.
4. Be a member of AFMM

Section 6.3 - Elections

All election shall be handled by the nominating committee for the association so as not to burden each district. Any active association member can nominate another active member or themselves for District Director/Representative. Nominations shall be made in writing to the Chairman of the Nominating Committee not less than 90 days prior to the annual conference of the year in which the election is held. The Nominating Committee shall inform the district membership of the nominees and shall prepare a ballot with all the eligible nominees. If only one nomination is received, nominee will become the District Director/Representative, and the President will notify the district. If more than one nomination is received, voting will be conducted by e-mail ballot sent to the district membership not less than 30 days prior to the annual meeting specifying return date required. The results of the election will be announced at the luncheon of the annual conference.

If no candidate receives a majority of the votes, a special election will be held at the annual conference. Only active members of the affected district shall be eligible to cast votes.

Section 6.4 - Term

The Director/Representatives from their respective geographical divisions shall be elected as provided in this Association except for the Directors representing the State of Mississippi who shall be the State NFIP Coordinator or his/her representative. District Director/Representative position shall be governed in the same manner in which any other Board of Director members elected at statewide office is governed by.

ARTICLE VI – COMMITTEES

Section 7.1 - Standing

The following standing committees shall be appointed by the President of the Association with the approval of the Board of Directors. Standing committees shall be guided by the policy of the Board of Directors.

1. **Executive Committee.** The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and the immediate Past President. The Executive Committee shall have and exercise all powers and authority granted by the Board of Directors. The Executive Committee may handle the urgent business of the Association when it is not possible or practical to convene a meeting of the Board. This business is subject to affirmation, when possible, by the Board of Directors at its next meeting.

2. **Nominating Committee.** The Nominating Committee, chaired by the Vice President shall consist of four (4) members including the chair. The committee shall meet at a time and place designated by the Chairman in compliance with

Article IV, Section 4 of these By-Laws, and shall name at least one candidate for each office to be filled by election. The Nominating Committee report shall be submitted to the Board of Directors.

3. Program/Education Committee. The Program/Education Committee, chaired by the Immediate Past President shall consist of six (6) members including the chair. The committee shall select the dates for the meetings in compliance with **Article VIII, Section 1** of these By-Laws, arrange for accommodations and meeting rooms at selected sites and plan and schedule education sessions, membership meetings and other associated events of the Association. All contracts pertaining to conferences must be submitted to the Treasurer for his or her signature.

4. Membership Committee. The membership committee consisting of four (4) members shall plan and execute membership recruitment and retention programs and assist the Treasurer in collection of annual dues.

Section 7.2 - Special

The President may appoint such special committees, as may be determined necessary to carry out the work and purposes of the Association.

ARTICLE VII – Conferences, Workshops, Meetings

Section 8.1 - Annual

The Association shall hold a minimum of (1) one annual conference each year at such time and place as may be designated by the membership being held in the spring. This mandatory conference is to allow for membership voting and election of officers as terms come up for selections.

Section 8.2 – Conferences/ Workshops

There is no limit as to how many conferences and workshops may be held within each year. Wherever possible, conferences and workshops should be scheduled in a manner to provide adequate timing between such so as not to become burdensome on members. Combination conference workshops are suggested to provide for more attendance options.

Section 8.3 - Meetings

Meetings may be called by the President at the direction of the Board of Directors or shall be called at the request in writing of not less than one-third of the active members. The members shall be given not less than thirty (30) day notice in writing of any special meeting. Meetings are for administrative, task, and technical purposes and not to be for

training, or social purposes. Meetings for committees must go through the President for call and request unless the Board of Directors votes to allow for set scheduling to occur.

Section 8.4 - Registration Costs

The Board of Directors will set the cost of registration fees for each conference, workshop, or meeting as necessary.

Section 8.5 - CFM Certification

All members that are CFM will sign in during registration. The Secretary of the Association shall maintain a list of all attendees with CFM certification at each meeting. The final list will be sent to the Certification Coordinator at **ASFPM** so as to provide for Continuing Education Credit hours.

Section 8.6 – Refunds for conference registration

If a member is unable to attend after he/she has paid registration cost, they have the option to receive **FULL** refund or have their registration transferred to the next conference. If registration is to be transferred, it shall be noted on the registration spreadsheet. No refund will be given if registration is transferred and he/she is unable to attend the next conference.

Section 8.7 – Sponsorships

Corporate sponsorship for conferences, workshops, or meeting shall consist of 4 levels. Sponsorship is available for full conference and workshops only. No sponsorship is allowed for meetings.

Platinum sponsors (\$775.00) will receive **four (4)** free conference registrations, the ability to have a part of the conference named on behalf i.e. social, luncheon, opening session, closing session, etc., the ability to have an information booth, promotional material provided placed in with conference packets, and notation in the conference packets

Gold sponsors (\$625.00) will receive **three (3)** free conference registrations, the ability to have an information booth, promotional material provided placed in with conference packets, and notation in the conference packets

Silver sponsors (\$475.00) will receive **two (2)** free conference registrations, ability to have an information booth, and notation in the conference packets

Bronze sponsors (\$325.00) will receive **one (1)** free conference registrations, notation in the conference packets

Section 8.8 – Conference presenters

Presenters making a presentation during conferences and workshops will be exempt from paying conference registration cost. If two or more presenters are presenting together, only one can receive the free conference registration. Credit for conference registration of sponsors presenters are given within the sponsorship levels.

ARTICLE VIII – AMENDMENTS TO THE BY-LAWS

Section 9.1 - Adoption

The By-Laws shall only be amended at the annual conference of the Association, by a two-third (2/3) vote of membership present. Amendments to the By-Laws shall become effective upon their adoption by the membership unless otherwise specified.

Section 9.2 - Proposed Amendments

Proposed amendments to the By-Laws shall be submitted through the President to the Board of Directors at least 60 days prior to the date of the annual conference and shall be submitted to all active members of the Association at least thirty (30) days prior to the annual conference.

ARTICLE IX – SEVERABILITY

The provisions of these by-laws are to be considered severable. If any provision, clause, sentence, or paragraph of these by-laws or the application thereof to any person, establishment, or circumstances shall be held invalid, such invalidity shall not affect the other provisions or application of these by-laws.

WHEREUPON, the President declared the motion carried and the By-Laws adopted as amended and sealed, this the ____ day of _____, 2013.

ATTEST:

Allison Brand, President

Tara Coggins, Vice President

Richard Stickler, Secretary

Kristin Greger, Treasurer

APPENDIX A

