

BYLAWS OF THE RHODE ISLAND FLOOD MITIGATION 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 Board of Directors and its concurrence.

There are three classifications of members.

GENERAL - Members are public or private professionals, interested in floodplain management, insurance, coastal zone management, watershed management, wetlands management, water resources management, Stormwater management, flood hazard mitigation, or other related disciplines.

CORPORATE SPONSOR - Private businesses wishing to show and provide *additional* support for the Association and its activities can become a corporate sponsor for the organization. Any corporation or firm involved with insurance, engineering, surveying, consulting, or other floodplain management activities may become a sponsor of the Association.

STUDENT - Members are registered, full-time students interested in floodplain management.

SECTION 2. Only GENERAL members of the Association are full voting members.

SECTION 3. The Board of Directors may modify, add to or reduce the various membership categories as deemed necessary. The Board shall establish dues for the various membership categories as well as fees and charges for other services, materials and activities. Dues are payable on or before the Annual Conference and Membership Meeting, generally held during the spring of each year.

SECTION 4. The Association shall drop from membership and from the list of active members any member delinquent in payment of dues for more than sixty (60) days after the anniversary date.

SECTION 5. The Association Secretary/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.

ARTICLE II

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.

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 each meeting of the Association shall be given by mailing and/or emailing a copy of such notice at least twenty-one (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

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 of the Association. In furtherance of the purpose of the Association, the Board may establish and appoint committees and delegate authority.

- a) **Regular Meetings of the Board of Directors** – No less than six (6) meetings of the Board of Directors shall be held during a twelve-month time period at such time and location that the Board may prescribe. No further notice shall be given for such regular meetings. It shall be permissible for the Board to conduct no more than two regular meeting electronically or by conference call.
- b) **Special Meetings of the Board of Directors** – Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or

by a majority of the Board. Call for such special meetings shall specify the purpose, time and location of the meeting. It shall be permissible for the Board to conduct a special meeting electronically or by conference call.

- c) **Notice of Special Meetings** – Notice of the purpose, time and place of special meetings of the Board shall be delivered personally, mailed, e-mailed or phoned to each member of the Board of Directors at least five days prior to meetings.
- d) **Quorum** – A majority of members of the Board of Directors, including any one officer among the Chair, Vice-Chair, Secretary, Treasurer or Vice-Treasurer.

SECTION 2. Officers and their Duties:

- a) **Enumeration of Officers** – The Officers of the Association shall be Chair, Vice-Chair, Treasurer, Vice-Treasurer and Secretary. Officers must be full term members of the Association in good standing.
- b) **Election of the Board of Directors** – The election of the Board of Directors shall be by a majority of all votes cast. The Board of Directors must be full term members of the Association in good standing.
- c) **Term** – The term of office is for one year unless the officer shall sooner resign, or shall be removed or otherwise be disqualified to serve.
- d) **Resignation and Removal** – At any meeting of the Board of Directors with respect to which notice of such purpose has been given and a quorum is present, any Officer may be removed from office with justifiable cause by the vote of two-thirds of all of the Directors present at the meeting and voting. Any Officer being considered for removal from office shall be afforded the opportunity at the meeting to present a defense, or if so requested, to answer questions. Cause for removal shall include but not be limited to the failure of the Officer to personally attend in any consecutive twelve-month period at least one meeting of the Board (including any special called meetings) or annual membership meetings where the Board officially meets to conduct business of the association. For purposes of this subsection, the initial “twelve-month period” shall begin on the date the person assumed the duties of office. Attendance by proxy at a Board meeting shall not be construed as attendance for purposes of this subsection. A vote cast electronically or by telephone on a matter taken up by the Board electronically or by telephone shall not be considered attendance in person for the purposes of this subsection. 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 any time later 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. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.
- f) **Duties** - The duties of the officers are as follows:
 - **Chair** – The Chair shall preside at all meetings of the Board of Directors and shall see that orders and resolutions of the Board are carried out.

- **Vice-Chair** – The Vice Chair shall act in the place and stead of the Chair in the event of his/her absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Chair by the Board. The Vice Chair shall arrange the location and time for Board meetings and shall organize such meetings.
- **Secretary** – The Secretary shall record the votes and keep and provide the minutes of all meetings and proceedings of the Board and the general membership of the Association, keep appropriate current records showing the members of the association together with their contact information, 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.
- **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 may require from time to time. The Treasurer will also serve on the conference planning committee. The treasurer shall provide quarterly finance reports and an annual report to the Board of Directors.
- **Vice-Treasurer** – To assist the Treasurer in the performance of his/her duties as needed.

SECTION 3. 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 mail-in or email ballot. The Secretary shall be responsible for mailing ballots and tallying votes.

ARTICLE IV

Association Records and Reports

SECTION 1. Inspection 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 his interest as a member.

ARTICLE V

Amendments

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 Board member at least twenty-one (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. Any conflict between the Articles of Incorporation and these Bylaws shall be determined by the provisions of this Article.

ARTICLE VI

Special Corporate Acts

SECTION 1. Execution of Written Instruments

Contracts, Deeds, documents, and instruments shall be executed by the Chair or Vice Chair and shall be attested by the Secretary or Treasurer, unless the Board of Directors shall adopt a special resolution in a particular situation which designates a different procedure for their execution.

SECTION 2. Signing of Checks and Notes

Checks, notes, drafts, and demands for money that have been previously approved for expenditure in the annual budget or by resolution shall be signed by the Treasurer. Checks, notes, drafts, and demands for money which do not have previous approval as noted above shall be approved by the Chair prior to signature. In the event of the Treasurer's absence, or inability or refusal to act, the signature of the Chair, Vice Chair, or Secretary shall be allowed. The Treasurer shall ensure that all Officers of the Association are signatories of the Association's bank accounts.

I certify that the foregoing Bylaws of the RHODE ISLAND FLOOD MITIGATION ASSOCIATION, a nonprofit organization, were duly adopted on

Date

Secretary

Chair