

**BYLAWS OF THE
ASSOCIATION of MONTANA FLOODPLAIN MANAGERS
A MONTANA NONPROFIT ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The Association of Montana Floodplain Managers shall hereinafter be referred to as the "Association". The principal office of the Association shall be located in Helena, Montana, but meetings of members and directors may be held at such places within the State of Montana as may be designated by the Board of Directors.

**ARTICLE II
PURPOSE**

The main purpose and objective for which this Association is formed is to provide a means of local representation on a statewide basis regarding policies and activities dealing with floodplain management within the State of Montana. Other purposes and objectives of the Association are set forth in the Articles of Incorporation.

**ARTICLE III
MEMBERSHIP**

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

Section 1. Members

A person shall become a member upon approval of their application for membership by the Board of Directors and payment of dues. Members are generally described as (but not limited to) public or private professionals; or elected officials involved in stormwater, floodplain management, or other related fields.

Section 2. Voting

Each member shall have one vote for items requiring a vote during the annual membership meeting, or any special meeting of the membership called by the Board.

Section 3. Dues

The annual dues of the Association shall be established by the Board and sent out with notice of the annual conference. Dues are payable ~~on or before the 31st of March during annual conference registration, each calendar year unless the annual fees are waived by a vote of the~~ unless an alternative deadline is established by the Board.

Section 4. Delinquency in Payment of Dues

Any member delinquent in payment of dues after the annual conference shall be dropped from the membership and the list of members of the Association.

~~Section 5. Notices for Dues~~

~~The Association Treasurer will be responsible for sending out notices and collecting dues.~~

ARTICLE IV OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Directors

The Board of Directors shall be comprised of the Officers of the Association.

Section 2. Enumeration of Officers

The Officers of the Association shall be Chair, Vice Chair, Secretary, Treasurer, and such other Officers as the Board may from time to time by resolution create. Each Officer shall ~~at all times~~ be a member of the Association at the time of voting and while serving as an Officer.

Section 3. Executive Director

An Executive Director may be appointed by the Board of Directors if the Board deems it necessary.

Section 4. Nomination and Election of Officers

Nomination of officers shall be made yearly by the general membership at the annual meeting to be held in conjunction with the annual Floodplain ~~Workshop~~/Conference.

At the ~~Annual Meeting~~, the ~~Members Board~~ shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors.

The number of Directors elected shall be not less than seven (7) ~~-(Chair, Vice Chair, Secretary, Treasurer, three (3) Regional-At-Large Directors).~~

(a) After the Board of Directors ~~members~~ are elected, the Board shall meet in private to elect the officers. After the election of officers, the Board of Directors shall assume the performance of its duties. The Board's term of office shall continue until its successors are elected and qualified under this section.

- The Officers of the Board of Directors shall include, at a minimum, the Chair, Vice Chair, Treasurer, Secretary, ~~Western Regional Director, Central Regional Director, and Eastern Regional Director~~ and three At-Large Directors.
- ~~Each of the seven (7) Board of Directors positions would be up for reelection every year.~~ Terms for Officers shall be for 2-years and shall be staggered such that four Officers are up for election one year and three are up for election the following year.
- ~~No Term limits.~~ No Officer shall serve more than two consecutive terms (four years) in the position of Chair or Vice Chair.
- Individuals will be nominated and elected to serve on the ~~general~~ Board of Directors only at the annual meeting by the Association membership.
- During the nomination process, individuals can state a preference as to the particular Board position that they wish to either fill or remain in, ~~however they can only be elected to the general Board of Directors by the Association membership.~~
- -The top seven (7) individuals who receive the most votes will form the Board of Directors.

- Once the seven (7) Board of Directors members are elected, they will, at the next Board meeting, then go behind closed doors and elect determine which individuals willto fill the seven (7) specific Board positions.

Section 5. Term

~~All Officers shall be selected from the membership of the Association and shall hold office for one (1) year unless he/she shall resign sooner, or shall be removed, or otherwise be disqualified to serve.~~

Section 65. Resignation and Removal

Any Officer can be removed from office with cause by the Board. Any officer may resign at any time by giving written notice to 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.

Section 76. Vacancies

In the case of any vacancy on the Board of Directors, the remaining members of the Board may elect a successor **Director** from the current list of members, to complete the current term.

Section 87. Responsibility of the Board of Directors

The purpose and objectives for which the Association is formed and established, and the Association's property shall be managed by the Association's Board of Directors.

Section 98. Duties

The duties of the Officers are:

CHAIR

The Chair shall preside at all meetings of the Board of Directors; ensure the Association remains in good standing with the Association of State Floodplain Managers (AMFMSFPM) including participation in conference calls, filing reports and ~~representing AMFM~~ representing AMFM (or designating a representative) at the National Conference; and shall see that the 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 ~~either the~~ Chair's absence, inability or refusal to act, and shall exercise and discharge such other duties as required by the Board.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall maintain the Association's website (or designating another individual to maintain the website); file the Business Entity Annual Report with the Montana Secretary of State; and shall perform such other duties as required by the Board.

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, when requested by the Chair or Board, report the state of the finances of the Association at each meeting thereof, and keep appropriate current records showing the members of the Association and their addresses.

The Treasurer shall be ~~bonded within 30 days of his~~ their ~~election and shall be~~ the primary contact with the Association's accountanting firm to ensure good standing with the Internal Revenue Service (IRS). The Treasurer shall also perform such other duties as required by the Board.

EXECUTIVE DIRECTOR

When appointed by the Board, the Executive Director shall maintain and provide mailing list information, maintenance of all permanent records files, assist the Association with meeting agendas and other meeting formalities, maintain, monitor, and respond to inquiries through a mail address and electronic media as provided by the association. The Executive Director shall also perform such other duties as required by the Board.

~~WESTERN REGIONAL DIRECTOR~~

~~The Western Regional Director shall generally represent the area of the State of Montana located west of the Continental Divide. The Western Regional Director shall have full voting rights on the board and also perform such other duties as required by the Board.~~

~~CENTRAL REGIONAL DIRECTOR~~

~~The Central Regional Director shall generally represent the area of the State of Montana located east of the Continental Divide. The Central Regional Director shall have full voting rights on the board and also perform such other duties as required by the Board.~~

~~EASTERN REGIONAL DIRECTOR~~

~~The Eastern Regional Director shall generally represent the area of the State of Montana located in the eastern portion of the state. The Eastern Regional Director shall have full voting rights on the board and also perform such other duties as required by the Board.~~

AT-LARGE DIRECTORS

At-Large Directors conduct such activities as may be necessary to support the named Officers in carrying out the purpose of the Association.

ARTICLE V MEETINGS

Section 1. Annual Meeting

The annual meeting of the Association shall be held in accordance with the Articles of Incorporation and these Bylaws. Members shall establish policy by resolution, may amend Bylaws, and may conduct such other business and activities that may come

before it. The date, time, and place of the annual meeting shall be held at the Association's annual ~~workshop~~Conference, or at a time designated by the Board of Directors.

Section 2. Special Meetings

All business and activities that may be conducted at an annual meeting may be conducted at a special meeting. Special meetings of the Board of Directors and the members may be called at any time by the Chair, or upon written request of at least 50 percent of the Board of Directors.

~~Section 3. Notice of Meetings~~

~~Written notice of each meeting of the Board of Directors and the members shall be posted on the Association's website prior to the meeting. Such notice shall specify the; place, day, and hour of the meeting, and; in the case of a special meeting, the purpose of the meeting.~~

Section 43. Quorum

A quorum at a meeting shall consist of more than 50 percent of the officers currently serving on the Board of Directors.

Section 54. Voting Required

The affirmative vote of the simple majority of the Officers present, and voting at the meeting in which a quorum is present shall be required for any act of the Board of Directors.

The affirmative vote of the simple majority of the members present and voting at the meeting in which a quorum is present shall be required for any act of the Association.

Section 65. Proxy

At all meetings of the general membership, each such member may vote in person

or by proxy. All proxies must be in writing and must be submitted to the Secretary for the meeting for which the proxy is to be included with the minutes of such meeting in the Association's records.

Section 76. Conduct of Meetings

All meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE VI ASSOCIATION RECORDS AND REPORTS

Section 1.

Official documents of the Association of Montana Floodplain Managers Bylaws, minutes, Articles of Incorporation, List of Accounts, Membership Register and

All other official documents shall be kept on file at a location selected by the Board of Directors, and shall be open to inspection by member's at all reasonable times.

ARTICLE VII COMMITTEES

Section 1.

Committees may be appointed by the board.

- ~~A Board member is required to serve on a~~ny committee formed by the Association is required to have at least one Officer of the Board of Directors on its membership.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the ~~voting~~ members, by a vote of a majority of the members present in person or by proxy.

Any possible conflict between the Articles of Incorporation and the Bylaws shall be controlled by the Bylaws.

ARTICLE IX

SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments

Contracts, deeds, documents, and instruments shall be executed by an executive board member (Chair, Vice Chair, Secretary, or Treasurer) or the Executive Director upon the verbal or written confirmation by a quorum.

Section 2. Signing of Check and Notes

Checks, notes, drafts, and demands for money shall be signed by an executive board member or the Executive Director upon the verbal or written confirmation by a quorum.

NOW THEREFORE BE IT RESOLVED:

~~The Board of Directors of~~ In accordance with the vote of the membership, the Association of the Montana Floodplain Managers hereby ~~approves this resolution to amend the existing~~ adopts the Bylaws as stated herein.

Signed by: Chair

Date

STATE OF MONTANA)
) ss.
County of _____)

On this _____ day of _____, 20____, before me, a notary public in and for said State, personally appeared _____ known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

(SEAL)

**Notary Public for State of Montana,
residing at _____.
My commissioner expires _____**

~~NOW THEREFORE BE IT RESOLVED:~~

~~The Board of Directors of the Association of the Montana Floodplain Managers hereby approves this resolution to amend the existing Bylaws.~~

~~_____~~
~~Signed by: Vice-Chair _____ Date _____~~

~~STATE OF MONTANA _____)
_____) ss.
County of _____)~~

~~On this _____ day of _____, 20____, before me, a notary public in and for said State, personally appeared _____ known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.~~

~~IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.~~

~~(SEAL)~~

~~_____

_____ Notary Public for State of Montana,
residing at _____
My commissioner expires _____~~

~~NOW THEREFORE BE IT RESOLVED:~~

~~The Board of Directors of the Association of the Montana Floodplain Managers hereby approves this resolution to amend the existing Bylaws.~~

Signed by: Treasurer _____ Date _____

~~STATE OF MONTANA _____)
_____) ss.
County of _____)~~

~~On this _____ day of _____, 20____, before me, a notary public in and for said State, personally appeared _____ known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.~~

~~IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.~~

_____(SEAL)

_____ Notary Public for State of Montana,
_____ residing at _____
_____ My commissioner expires _____

~~NOW THEREFORE BE IT RESOLVED:~~

~~The Board of Directors of the Association of the Montana Floodplain Managers hereby approves this resolution to amend the existing Bylaws.~~

~~_____
Signed by: Executive Director _____ Date _____~~

~~STATE OF MONTANA _____)
_____) ss.
County of _____)~~

~~On this _____ day of _____, 20_____, before me, a notary public in and for said State, personally appeared _____ known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.~~

~~IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.~~

~~_____(SEAL)~~

~~_____

_____ Notary Public for State of Montana,
_____ residing at _____.
_____ My commissioner expires _____~~