

ARTICLE I Membership

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

Section 1. Members - A person, group, association or corporation becomes a member upon payment of dues and enrollment on the list of active members of the organization.

There are four classifications of members.

FULL - Members of governmental agencies and other professionals such as Engineers, Insurance Agents, or Land Surveyors involved in floodplain management or others deemed appropriate by the Board of Directors.

AGENCY/GROUP - Non-profit organizations interested in floodplain management.

CORPORATE - Businesses (for profit) interested in floodplain management.

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

Section 2. Full members of the Association are voting members. Agency/Group, Student and Corporate members are entitled to sit and vote on NCAFPM Committees. They are not entitled to general membership voting rights.

Section 3. The annual dues of the Association shall be \$40 per person for Full members; \$20 per person for Agency/Group members with a minimum of \$100 and the maximum not to exceed \$500; \$100 for Corporations (small) with one (1) to ten (10) employees; \$200 for corporations with eleven (11) to one hundred (100) employees; and \$400 for Corporations with over one-hundred employees; and \$10 per person for Student members. *(Amended April 24, 2005)*

Dues are subject to review and modification of the Full members as established by the Bylaws.

Section 4. Any member delinquent in payment of dues for more than sixty (60) days shall be dropped from membership of the Association until such time as dues are paid.

Section 5. 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 II Meetings of the General Membership

Section 1. Annual Meeting. The annual meetings of the Association shall be held in accordance with the Constitution; shall elect a Board of Directors for the Association; may establish policy by resolution; and 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, may be conducted at special meetings, except for the election of the Board of Directors. Special meetings of the Association may be called at any time by a majority of the four officers. Any member of the Board of Directors may request in writing a special meeting of the Association subject to approval of

the majority of the four officers.

Section 3. Notice of Meetings - Written notice of each meeting of the Association shall be given, by mailing, a copy of such notice at least 21 days before such meeting to each member, addressed to each member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose 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 objectives 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, the Regional Representatives, Two (2) At-Large Representatives and a Corporate Liason. In furtherance of the purposes of the Association, the Board may establish and appoint committees and delegate authority. *(Amended April 12, 2010)*

The Board of Directors shall be and shall maintain, in good standing, the North Carolina Certified Floodplain Manager status. If a member of the Board of Directors is decertified, they will lose their position on the Board. The remaining Board of Directors may choose to leave the position vacant or may appoint a temporary replacement that will fulfill the duties of the vacant position until a new member is voted into the position by the membership. *(Amended April 12, 2010)*

Section 2. Officers and their Duties

- a. Enumeration of Officers - The officers of the Association shall be Chair, Vice Chair, Secretary and Treasurer.
- b. Election of Officers - The election of officers shall take place at the annual meeting. Election shall be by a majority of all votes cast by Full members in good standing.
- c. Term - The officers shall hold office for one year or until the next annual meeting.
- d. 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/she replaces.
- e. Multiple Offices - No person shall simultaneously hold more than one office.
- f. Resignation and Removal - 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 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.

Any member of the Board of Directors missing three (3) or more consecutive meetings without justifiable cause shall be requested to appear before the full Board for explanation. If there is no justifiable cause, such member shall be asked to resign or be removed. *(Amended October 19, 1989)*

- g. Duties - The duties of the officers are as follows:

Chair - The Chair shall preside at all meetings of the Board of Directors, the annual meeting, 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 absence, inability or refusal to act, and shall exercise and discharge such other duties as may be 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, keep appropriate current records showing the members of the Association together with their addresses, 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, when requested by the Chair or Board, report the state of the finances of the Association at each meeting thereof. The Treasurer shall also perform such other services as the Board may require from time to time. Checks issued by the Treasurer in excess of \$500 shall be co-signed by the Chair or his designee. The Treasurer and Chair shall be bonded at the discretion of the Board. *(Amended April 24, 2005)*

Section 3. Regional Representatives, At-Large Representatives, Corporate Liason *(Amended April 12, 2010)*

a. Six members of the Association shall be selected as Regional Representatives to serve on the Board of Directors. Each Regional Representative shall represent the membership in one of the geographic regions defined as follows: *(Amended July 14, 2004)*

Area A consists of the following counties: Beaufort, Bertie, Camden, Carteret, Chowan, Craven, Currituck, Dare, Gates, Hertford, Hyde, Martin, Pamlico, Pasquotank, Perquimans, Pitt, Tyrrell, and Washington

Area B consists of the following counties: Chatham, Durham, Edgecombe, Franklin, Granville, Halifax, Harnett, Johnston, Lee, Nash, Northampton, Orange, Person, Vance, Wake, Warren, and Wilson

Area C consists of the following counties: Bladen, Brunswick, Columbus, Cumberland, Duplin, Greene, Hoke, Jones, Lenoir, New Hanover, Onslow, Pender, Robeson, Sampson and Wayne

Area D consists of the following counties: Alamance, Anson, Caswell, Davidson, Davie, Forsyth, Guilford, Montgomery, Moore, Randolph, Richmond, Rockingham, Scotland, Stokes, Surry, and Yadkin

Area E consists of the following counties: Alexander, Alleghany, Ashe, Avery, Burke, Cabarrus, Caldwell, Catawba, Cleveland, Gaston, Iredell, Lincoln, Mecklenburg, Rowan, Stanly, Union, Watauga, and Wilkes

Area F consists of the following counties: Buncombe, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Rutherford, Swain, Transylvania, and Yancey

- b. Election of Regional Representative to serve the following year shall be accomplished by the regional members prior to the adjournment of the annual meeting.
- c. Regional Representative shall be a Full member of the Association.
- d. Each At-Large Representative shall act to represent the overall interests of the members at meetings of the general membership and the Board of Directors; undertake activities and programs as assigned by the Chair; and promote the goals and objectives of the Association. *(Amended April 12, 2010)*
- e. At-Large Representatives shall be a Full member of the Association.
- f. The Corporate Liaison shall act to represent the interests of non-governmental, corporate members, at meetings of the general membership and the Board of Directors; undertake activities and programs as assigned by the Chair; recruit new members and sponsorship for the Association; and promote the goals and objectives of the Association. The Corporate Liaison must be employed in the private sector in a flooplain management related position. *(Amended April 12, 2010)*

Section 4. Quorum - A quorum at a meeting of the Board of Directors shall consist of a simple majority of the Directors currently serving.

Section 5. Voting Required - The affirmative vote of the majority of the Directors at the meeting in which a quorum is present shall be required for any act of the Directors.

ARTICLE IV

Executive Director

Section 1. An Executive Director may be appointed by the Board of Directors if the Board deems it necessary.

Section 2. The Board shall establish; methods of selection, term of service, compensation (if any) budget of related expenditures and level of effort, duties and responsibilities.

Section 3. Minimum duties of the Executive Director shall include, but are not limited to:

- A. Maintain up to date membership and mailing list information,
- B. Maintain all permanent records, and documents,
- C. Provide permanent mailing address for Association related correspondence.
- D. Assist with all Board meetings, conferences and other activities and duties as deemed necessary by the Board of Directors.

Section 4. If no Executive Director has been appointed by the Board of Directors, then the Chair may assign the duties specified in IV.C above to another person or agency. If compensation is to be provided to this person or agency, such compensation must be approved by the Board of Directors. *(Amended March 16, 2009)*

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 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 VI

Special Corporate Acts

Section 1. Execution of Written Instruments - Contracts, deeds, documents and instruments shall be executed by the Chair and Vice-Chair and verified by the Secretary, unless the Board of Directors shall, in a particular situation, designate another procedure for their execution. *(Amended June 23, 1992)*

Section 2. Signing of Checks and Notes - Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

These Bylaws were amended at a general meeting of the Association on April 12, 2010.

These Bylaws were re-adopted at a meeting of the Board of Directors held on March 16, 2009.

These Bylaws were originally adopted at a meeting of the general membership held on January 12, 1989 and previously amended by the Board of Directors on October 18, 1989, June 23, 1992, January 19, 1993, July 14, 2004 and April 24, 2005.