**Bylaws of the North Carolina Association of Floodplain Managers (NCAFPM)**

 (As amended on May 3, 2022)

 **Article I**

 **Membership**

The membership of the North Carolina Association of Floodplain Managers (herein referred to as ‘NCAFPM’ or ‘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 TWO (2) classifications of members. ***(Amended May 3, 2022)***

**FULL** - Members of governmental agencies and other professionals involved in floodplain management or others deemed appropriate by the Board of Directors.

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

**Section 2.** Full members of the Association are voting members. Student 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 $60 per person for Full members; 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 also be conducted at special meetings. Special meetings of the Association may be called at any time by a majority of the four (4) officers.

Any member of the Board of Directors may request in writing a special meeting of the Association subject to approval of the four (4) officers.

Special meetings, (including election of officers) may occur virtually via phone call or video sharing platform if approved by a majority of the current board of directors. ***(Amended May 3, 2022)***

**Section 3. Notice of Meetings** - Notice of each meeting of the Association shall be provided via email to all members, no less than 10 days prior to the meeting. The notice shall specify the date, time, and purpose of the meeting. If the meeting is in person, the notice shall include the meeting location. If the meeting is virtual, the notice will include instructions on how to virtually connect to the meeting. The email address used will be the most recent address provided by the member, and housed in the membership database.

 ***(Amended May 3, 2022)***

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**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 Executive Director, the Regional Representatives, Two (2) At-Large Representatives and a Corporate Liaison. In furtherance of the purposes of the Association, the Board may establish and appoint committees and delegate authority. ***(Amended April 12, 2010)***

The Executive Board consists of the Executive Director, and the Officers, which include the President, Vice President, Secretary, Treasurer, and Immediate Past Chair. ***(Amended May 3, 2022)***

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

1. Enumeration of Officers - The officers of the Association shall be Chair, Immediate Past Chair, Vice Chair, Secretary and Treasurer.
2. 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.
3. Term - The officers shall hold office for one year or until the next annual meeting.
4. 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.
5. Multiple Offices - No person shall simultaneously hold more than one office.
6. 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 may be requested to appear before the full Board for explanation. If there is no justifiable cause, such member may be asked to resign or be removed. ***(Amended October 19, 1989)***

1. 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.

**Immediate Past Chair –** Provide support to the chair and board of directors, and serves as an ambassador of the Association. ***(Amended May 3, 2022)***

**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, (1) record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, (2) ensure that individual member records (including contact information and dues payment records) are kept up to date and, (3) prepare and provide notices of all meetings of the Board and General Membership. The Secretary shall also perform such other duties as required by the Board. Duties of items (1) and (2) may be performed by an administrative assistant under contract with the Association. ***(Amended May 3, 2022)***

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**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 Representative**s, **At-Large Representatives, Corporate Liaison *(Amended April 12, 2010)***

1. Six members of the Association shall be elected as Regional Representatives to serve on the Board of Directors. Each Regional Representative shall reside in the region they represent. Regional Representatives have full voting rights and serve to represent the members in their region. The regions are 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

1. The election of Regional Representatives shall take place at the annual meeting. Election shall be by a majority of all votes cast by Full members in good standing. ***(Amended May 3, 2022)***
2. Regional Representative shall be a Full member of the Association.
3. 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)***
4. The election of At-Large Representatives shall take place at the annual meeting. Election shall be by a majority of all votes cast by Full members in good standing.
5. At-Large Representatives shall be a Full member of the Association.
6. 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 floodplain management related position. ***(Amended April 12, 2010)***

The election of Corporate Liaison shall take place at the annual meeting. Election shall be by a majority of all votes cast by Full members in good standing.

1. The Corporate Liaison shall be a Full member of the Association.

### Section 4. Executive Director

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

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

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1. Duties of the Executive Director ***(Amended May 3, 2022)***
	1. provide guidance and direction to the Association.
	2. oversee the goals and objectives of Association.
	3. provide assistance to the Board of Directors.
	4. in concert and coordination with the Chair, 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.
	5. provide final approval and administer of professional services contracts as approved by the Board of Directors
2. The Executive Director shall notify the Executive Board at least six (6) months prior to vacating the position. Upon receiving the notification, the Executive Board will notify members of the upcoming position vacancy and advertise for a replacement. The Executive Board will develop a list of one or more qualified candidates. The new Executive Director will be determined following a vote of all members of Board of Directors. ***(Amended March 16, 2009 and May 3, 2022)***

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

**Section 4. Quorum** - A quorum at a meeting of the Board of Directors shall consist of a majority of the current Board Members

# 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 Executive Director upon approval 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 Executive Director or Officer(s) from time to time designated by the Board of Directors.

These Bylaws were amended at a general meeting of the Association on May 3, 2022.

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.

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