

CONSTITUTION OF THE MARYLAND ASSOCIATION OF FLOODPLAIN AND STORMWATER MANAGERS (MAFSM)

ARTICLE I Name and Location

Section 1. The name of the organization shall be the Maryland Association of Floodplain and Stormwater Managers.

Section 2. The principal place of business of the Association shall be within the State of Maryland, United States of America.

ARTICLE II Purpose

The purpose of Association is the following:

1. To provide educational opportunities and dissemination of general and technical information to individuals concerned with sound floodplain and stormwater management.
2. To promote public awareness of sound floodplain and stormwater management and the linkages between them.
3. To encourage the exchange of information, ideas, experiences, etc., among the practitioners of floodplain and stormwater management.
4. To promote the professional status of floodplain and stormwater managers.
5. To inform and provide technical information relative to legislation pertinent and necessary to the effective implementation of sound floodplain and stormwater management practices.
6. To promote environmentally sound solutions to floodplain and stormwater management problems.

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 carry on or propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

The Association is one, which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. No part of the net earnings of the Association shall personally benefit or be distributable to its members, directors, officers, or other private persons, except to recompense for authorized services

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1 of 9

rendered and to make payments and distribution in furtherance of the will of the Association.

ARTICLE III
Parliamentary Law

In all questions involving parliamentary procedure, including election procedures not covered by the Constitution of the Association or established by the Board of Directors, *Roberts Rules of Order* (Revised) shall be considered as guidance.

ARTICLE IV
Membership

The membership of the Association shall be open to all persons involved or interested in floodplain management and related disciplines in the State of Maryland.

ARTICLE V
Officers

The officers of the Association shall be the Chair, Vice-Chair, Secretary, Treasurer and three (3) regional representatives. The officers shall be elected every two years by the membership of the Association. The Chair may not serve more than 2 consecutive terms.

Board of Directors

The government and direction of the Association, and the control of its property, shall be vested in the Board of Directors. The Board of Directors of the Association shall comprise of the Association officers, Committee Chairs and Chair Emeritus set forth in the Bylaws of the Association. The Board of Directors shall execute policy established by the general membership of the Association.

ARTICLE VI
Meetings

One meeting of the Association shall be held annually to elect officers and to conduct any other business. Other meetings may be called as provided for in the Bylaws of the Association.

ARTICLE VII
Amendments

Amendments to this Constitution may be proposed by the Board of Directors or by written petition signed by 15 voting members or 10% of the membership of the

Association, whichever is less. All such petitions shall be submitted to the Association Secretary. The Secretary shall draft a proposed amendment in accordance with the intent of the petition and shall give written notice of it to the membership at least 21 days prior to the meeting at which it is to be discussed. The proposed amendment shall be discussed at any scheduled meeting or at a special meeting and may be amended in any manner pertinent by a majority vote at said meeting, and if amended, shall be voted upon by letter ballot in such form. If not amended, the proposed amendment as submitted shall be voted upon by letter ballot. Ballots shall be counted 21 days after mailing by a tellers committee appointed by the Chair. The Secretary shall notify the membership of the results. For adoption of any amendment to the Constitution, two-thirds of the valid ballots cast shall be in the affirmative. An amendment, which has been adopted, shall become effective 10 days after counting the ballots.

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 VIII Association Records and Reports

1. Section Inspection or 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 a 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 IX Saving Clause

Should any provisions of the Constitution or Bylaws of this Association, or the application thereof to any person or circumstance be held invalid, then the remainder of the same or the application for such provision to other circumstance shall not be affected thereby.

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3 of 9

ARTICLE X
Dissolution Clause

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I certify that the foregoing Constitution of the MARYLAND ASSOCIATION OF FLOODPLAIN AND STORMWATER MANAGERS, a nonprofit organization, were duly adopted on December 30, 2008.

October 28, 2015
Dated


Secretary

Chair

**BYLAWS
OF THE
MARYLAND ASSOCIATION OF FLOODPLAIN AND
STORMWATER MANAGERS**

**ARTICLE I
Membership**

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

SECTION 1. Members - A person becomes a member upon registering for the annual MAFSM conference or 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.

FULL Members are public or private professionals, elected officials, or other persons interested or involved in floodplain management.

SECTION 2. FULL members of the Association are full voting members.

SECTION 3. The annual dues of the Association shall be \$30 per person for FULL members and are included with the cost of attending the annual MAFSM conference or can be paid individually by submitting a membership application. Dues are payable for October 1st through September 30th. Dues are subject to the review and modification of the voting members as established by duly adopted modification of the Bylaws.

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 60 days.

SECTION 5. The Association 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 meetings of the Association shall be held in accordance with the Constitution and Bylaws and shall nominate and elect a Board of

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5 of 9

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

SECTION 2. Officers and their Duties:

- (a) Enumeration of officers - the officers of the Association shall be Chair, Vice-Chair, Treasurer, Secretary, Three (3) Regional Representatives and such other officers as the Board may from time to time by resolution create.
- (b) Election of officers - the election of officers shall be by a majority of all votes cast.
- (c) Officers must be full term members of the association in good standing.
- (d) Term - the Officers shall hold their respective office for two years unless he/she shall sooner resign, or shall be removed or otherwise be disqualified to serve.
- (e) Resignation and Removal - any officer may be removed from office with justifiable cause by the Board. 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 at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective.

- (f) 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.
- (g) Duties - the duties of the officers are as follows:

(1) 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.

(2) Vice Chair

The Vice Chair shall act in the place and stead of the Chair in the event of his absence, inability or refusal to act, and shall exercise and discharge-such other duties as may be required of him by the Board. The Vice Chair shall arrange the location and time for Board meetings and shall organize such meetings.

(3) Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board 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.

(4) 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.

(5) Regional Representatives

The Regional Representatives shall act as represent the interests of their respective regions at meetings of general membership. Regional representatives must hold a position with a state or local government.

The regions are described as follows

- **Region 1:** Western Maryland (Garrett, Allegany, Washington, Frederick, Carroll, Montgomery, Howard)
- **Region 2:** Central Maryland (Anne Arundel, Baltimore, Baltimore City, Harford, Prince George's, Charles, Calvert, St. Mary's)
- **Region 3:** Eastern Shore Maryland (Cecil, Kent, Queen Anne's, Caroline, Talbot, Dorchester, Wicomico, Somerset, Worcester)

SECTION 3. Quorum - a quorum at a meeting of the Board of Directors shall consist of a simple majority of the Directors currently serving as fully designated directors of the Association.

SECTION 4. 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 my 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 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, 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 MARYLAND ASSOCIATION OF FLOODPLAIN AND STORMWATER MANAGERS, a nonprofit organization, were duly adopted on May 13, 2010.

October 28, 2015
Dated


Secretary


Chair

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