

**CONSTITUTION OF THE
CONNECTICUT ASSOCIATION OF FLOOD MANAGERS
(CAFM)**

ARTICLE I

Name

The name of the organization shall be the Connecticut Association of Flood Managers, hereinafter referred to as the "Association" or "CAFM."

ARTICLE II

Location

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

ARTICLE III

Purpose

The mission of CAFM shall be to promote education, policies, and activities that mitigate current and future flood losses, costs, and human suffering caused by flooding and to protect the natural and beneficial functions of floodplains – all without causing unreasonable adverse impacts.

The Association shall solicit the thoughts, ideas, concerns, and issues related to floodplain management from its members in order to affect and integrate better management practices within public policy. Such pursuits will be based on the collective experience of a diverse statewide membership and result in environmental stewardship and better collaboration locally, statewide, and regionally among all partners and stakeholders with an interest in minimizing future flood risk and damages in the state of Connecticut.

The Association shall strive to serve as a unifying force for its membership and their related disciplines within the state of Connecticut, producing a forum and supportive framework whose aim shall be to become a full-fledged Chapter of the existing national floodplain management network of professionals around the United States of America.

Specifically, the Association will focus its purpose on the following:

- To provide educational opportunities and dissemination of general and technical information to individuals concerned with sound floodplain management as well as the general public

- To promote public awareness of sound floodplain management principles including mitigation, resiliency, preparedness, response, and recovery and the linkages between them
- To encourage the exchange of information, ideas, experiences, etc. among the practitioners of floodplain management at local, state, and regional scales
- To promote the professional status of floodplain managers and related disciplines
- To inform and provide technical information relative to legislation pertinent and necessary to the effective implementation of sound floodplain management practices
- To promote environmentally-sound solutions to floodplain management problems

The Association is organized exclusively for charitable, educational, and/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 to intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code.

The Association does not contemplate pecuniary gain or profit to the members thereof and shall be organized solely for nonprofit 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 rendered and to make payments and distribution in furtherance of the will of the Association. The Association shall continue in perpetuity until dissolution in accordance with the provisions of its Constitution.

ARTICLE IV **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 V **Membership**

The membership of the Association shall be open to all persons aged 18 years or older involved or interested in floodplain, watershed, coastal zone, wetlands, disasters, natural hazard, stormwater management, and/or related disciplines in and around the State of Connecticut (to also include real estate, insurance, higher education institutions, grant managers, inter alia). The Board of Directors shall appoint a Membership Committee to determine an applicant's

qualifications. The Board of Directors shall set membership categories with associated dues reflective of the various categories of membership.

ARTICLE VI

Voting

Each member eligible to vote as provided in the Bylaws shall be allowed one (1) vote on each matter submitted to the Association.

ARTICLE VII

Officers

The officers of the Association shall be the Chair, Vice Chair, Treasurer, and Secretary. The officers shall be elected annually by the voting membership of the Association. The responsibilities of office shall be set forth in the Bylaws of the Association.

ARTICLE VIII

Board of Directors

The government, direction, and methods of the Association, as well as the administration of its property and finances, shall be vested on behalf of the Association in the Board of Directors. The Board of Directors shall establish goals and objectives for the Association and shall execute policy on behalf of and as established by the General Membership of the Association. The Board of Directors shall be comprised of the Association Officers and any At-Large representatives as set forth in the Bylaws of the Association. At-Large representatives of the Board of Directors shall be elected annually by the voting membership of the Association. The size of the Board of Directors shall always be an odd number. The size, representation, responsibility, and tenure of the Board of Directors shall be set forth in the Bylaws of the Association in conformity with the provisions of this Constitution.

ARTICLE IX

Meetings

One meeting of the Association shall be held annually to elect Officers and At-Large representatives for the Board of Directors and to conduct any other business and programs in accordance with the Bylaws. Other meetings may be called as provided for in the Bylaws of the Association.

ARTICLE X
Amendments

Amendments to this Constitution may be proposed by the Board of Directors or by written petition signed by fifteen (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 Association Secretary shall present the petition to the Board of Directors for consideration. The Board of Directors shall discuss the proposed amendment and determine which Articles of the Constitution shall be affected by the proposed amendment and if the proposed amendment shall also impact sections of the Bylaws of the Association. The Board of Directors shall have the right to outright reject unreasonable petitions that would cause the Association to violate applicable local, state, and federal laws.

The Association Secretary shall draft a proposed amendment in accordance with the intent of the petition and present it to the Board of Directors. Should the proposed amendment also impact sections of the Bylaws, the Secretary shall also draft proposed revisions to the Bylaws in accordance with the intent of the petition. The Board of Directors shall review the revisions to ensure the intent of the petition is maintained within the proposed changes.

The Association Secretary shall give notice of the proposed amendment to the Constitution (and the proposed amendment to the Bylaws, if applicable) to the membership at least twenty-one (21) days prior to the meeting at which the amendment is to be discussed. The Board of Directors may choose to hold a specially called meeting of the Association such that the membership may consider the amendment or may defer the amendment to the next annual meeting.

The proposed amendment shall be discussed at the specified meeting and may be revised in any manner pertinent by a majority vote at said meeting. The final proposed constitutional amendment (as revised, if applicable) shall be voted upon by letter or electronic ballot distributed to all members of the Association. Ballots shall be mailed or electronically distributed to all voting members within ten (10) days following the meeting at which the proposed amendment was discussed (and revised, if applicable). All written or electronic ballots must include the voting member's name and Association identification number to be considered valid.

Ballots shall be counted twenty-one (21) days after mailing by a Tellers Committee appointed by the Association Chair in accordance with the Bylaws. A minimum of one-quarter (25%) of eligible voting members in the association must cast a ballot for any amendment to the Constitution to be adopted. Furthermore, adoption of any amendment to the Constitution requires two-thirds of the valid ballots cast in the affirmative.

The Association Secretary shall notify the membership of the results within seven (7) days of the counting and reading of the ballots. An amendment to the Constitution that has been adopted shall become effective ten (10) days after counting and reading the ballots.

ARTICLE XI
Association Records and Reports

The original Bylaws and Constitution and copies thereof as amended to date, as 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.

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 or her interest as a member. Board minutes will be posted as prescribed in the Bylaws.

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 or her interest as a member.

All existing and future copyrights will be in the name of the Association, and any royalties will accrue to the Association, not individual members of the Association or any other parties.

ARTICLE XII
Severability and 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.

ARTICLE XIII
Dissolution Clause

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the association to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code.

We hereby certify that the foregoing Constitution of the CONNECTICUT ASSOCIATION OF FLOOD MANAGERS, a nonprofit organization, was duly adopted as of:

April 2, 2014
Date

[Signature]
Secretary

[Signature]
Chair

Diana C Berriman

Diana C. Berriman
Notary Public-Connecticut
My Commission Expires
October 31, 2018