

BYLAWS OF THE CONNECTICUT ASSOCIATION OF FLOOD MANAGERS

ARTICLE I Membership

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

SECTION 1. Members – A person becomes a member upon approval of their written application for membership by the Membership Committee, payment of dues, and enrollment on the list of active members of the Association.

SECTION 2. Classification of Membership and Dues – The Association shall have three classifications of members.

- A. Individual – Members are public or private professionals interested in floodplain management, flood insurance, coastal zone management, watershed management, wetlands management, water resources management, stormwater management, flood hazard mitigation, surveying, or other related disciplines. Individual memberships have an annual cost of sixty-five dollars (\$65).
- B. Student – Members are registered, full-time students at the time of application who are interested in floodplain management or related disciplines. Student memberships have an annual cost of twenty dollars (\$20). The Board may waive this fee in exchange for volunteer assistance by a student member on a case-by-case basis.
- C. Sponsoring – Public, academic, or private nonprofit groups or private professional enterprises engaged in disciplines related to the purposes of the Association and interested in providing *additional* support for the Association and its activities may purchase a Sponsoring membership. Sponsoring memberships have an annual cost of one hundred and fifty dollars (\$150). A sponsoring membership is in addition to Individual or Student memberships maintained by members related to such organizations and does not confer upon, or replace, the need for Individual or Student membership(s) for interested persons. Sponsoring entities shall be listed in brochures available at Association seminars and conferences and may be eligible for discounts at the discretion of the Board of Directors.

Dues for the next calendar year are payable by December 31 of the current calendar year. For new members approved on or after September 1, membership begins immediately and carries through to the end of the next calendar year. No refunds shall be given for annual dues for any

reason. Any member delinquent in payment of dues for the current calendar year shall be dropped from membership as of March 1 of that calendar year.

Per Board of Director Vote on September 19, 2023, updated individual membership to \$65, updated student membership to allow for volunteer assistance, updated sponsoring membership to \$150.

SECTION 3. Voting Rights – Only Individual members of the Association are voting members. Sponsoring and Student memberships do not convey the right to vote. Each Individual member whose dues are current shall be allowed one vote for every issue presented to be voted upon. Association members must be physically present to vote unless a letter ballot or electronic ballot for the issue under consideration is preapproved by the Board of Directors or otherwise required by the Constitution or Bylaws.

SECTION 4. Modification – The Board of Directors may modify, add to, or reduce the various membership categories as deemed necessary. The Board of Directors shall establish and may modify dues for the various membership categories as deemed necessary. Changes to membership categories and dues amounts in Article I, Section 2 of these Bylaws may be performed by the Board of Directors with a two-thirds majority vote. Such a change is exempt from the amendment process presented in Article VI of these Bylaws.

SECTION 5. Rejection or Revocation of Membership – Members are expected to comport themselves in accordance with the appropriate ethics expected for their professional standing. All membership applications that are rejected by the Membership Committee or memberships suggested for termination by the Membership Committee (except as required for delinquent memberships under Article I, Section 2) must be presented to the Board of Directors for its concurrence. In such cases, membership may be rejected or terminated by the Board of Directors by majority vote.

ARTICLE II

Meeting of the General Membership

SECTION 1. Annual Meeting – The annual meeting of the Association shall be held in accordance with the Constitution and Bylaws. Business conducted at the annual meeting may include nomination and election of a Board of Directors for the Association; establishment of policy by resolution; amendment of the bylaws; consideration, discussion, and revision of proposed amendments to the Constitution; and conducting 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 subject the provisions of the Constitution and the Bylaws.

SECTION 3. Notice of Meetings – Written notice of each meeting of the Association shall be given by mailing and/or electronic mailing a copy of such notice at least twenty-one (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.

SECTION 4. Voting – Unless otherwise determined by the Constitution or the Bylaws, a majority vote of the voting membership present shall be needed to approve any resolution.

ARTICLE III **Board of Directors**

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

SECTION 1. Board of Directors Members and their Duties – The Board of Directors consists of the Officers of the Association and At-Large representation, including a Chair Emeritus as an alternate At-Large member.

- A. **Chair** – The Association Chair shall be responsible for the execution of the policies and resolutions of the Association. The Chair shall preside over Association and Board of Directors meetings, shall appoint committee chairs, and approve committee members. The Chair shall represent the organization's interests with other groups, legislators, or other parties but may not enter into binding contracts without approval from the Board of Directors.

- B. **Vice Chair** – The Association Vice Chair shall act in the place and stead of the Chair in the event of absence or inability or refusal of the Chair to act. The Vice Chair shall arrange the location and time for Board of Directors meetings and shall organize such meetings. The Vice Chair shall exercise and discharge such other duties as may be required of the Chair by the Board of Directors. The Vice Chair shall serve on a minimum of one Committee and shall be the Chair of the Incorporation Committee when such committee is active.

- C. **Treasurer** – The Treasurer shall have the custody and control of the funds of the Association. The Treasurer shall collect dues and make payments as directed by the Board of Directors for Association expenses. Checks issued by the Treasurer in excess of \$250, and any payment to one payee in the aggregate exceeding \$250 in one calendar year, shall be approved in

advance by the Board of Directors. The Treasurer shall serve on the Event Committee. The Treasurer shall provide quarterly finance reports and an annual finance report to the Board of Directors. The Treasurer shall report any automatically recurring charges from vendors and subscription services for approval as part of the annual budget. Copies of bank statements shall be presented with the financial report at each Board meeting. The Treasurer shall be responsible for the annual Internal Revenue Services tax reporting requirements and annual Secretary of State filings and present a copy of such reports to the Board of Directors annually.

- D. Secretary – The Secretary shall perform recordkeeping for the Association, including taking minutes at meetings, recording votes, supervising the filing and storage of all Association records, and distributing notices, newsletters, and other literature to the membership. The Secretary shall retain appropriate current records of members of the Association. The Secretary shall serve on a minimum of one Committee and shall be the Chair of the Tellers Committee when necessary. The Secretary shall maintain a secure log of all passwords for software, subscriptions, bank accounts, websites, software as services, and like electronic communications and services. Said log will be shared with the Chair and Vice Chair when updated. Said log shall be immediately returned to the Chair upon resignation of the Secretary.
- E. At-Large – The Board of Directors shall include five (5) At-Large representatives. An At-Large member of the Board of Directors shall perform any duties as may be required by the Board of Directors. An At-Large member shall serve on a minimum of one Committee. At least one At-Large member shall be a municipal government staff employee, at least one At-Large member shall be a State employee whos job description involves floodplain management at the state level (e.g., the State NFIP Coordinator), and at least one At-Large member shall be employed in municipal planning and development.
- F. Chair Emeritus – The immediate past Chair is recognized as an alternate At-Large member of the Board of Directors for a period of one year past their term in office. The Chair Emeritus shall be recognized by the Chair as empowered to vote as an alternate should sufficient regular members of the Board be unavailable to form a quorum. The Chair Emeritus shall be a non-voting member of the Board of Directors except as otherwise provided.

Per Membership Vote on November 1, 2023, added Chair Emeritus position as part of At-Large representation; added Board approval for payments to any one payee in the aggregate exceeding \$250, reporting by Treasurer on recurring charges, need for bank statements, and IRS and Secretary of State responsibilities; Corrected Telling Committee and required Secretary to maintain secure log of passwords; increased At-Large board members to five and assigned specific roles to three of such members.

SECTION 2. Terms of the Board of Directors – Membership on the Board of Directors shall be subject to the following:

- A. Eligibility – All director positions are open to Individual members who are in good standing with the Association. No member of the Board Directors may hold more than one position on the Board of Directors.
- B. Nominations – Nominations for the positions shall be presented to the Association at the annual meeting by the Membership Committee. At that time, any Individual member of the Association may also put forth a nomination. At-Large nominations will come from the floor only and not from the Membership Committee. In the absence of a nomination, the Chair may appoint a replacement.
- C. Election – The election of directors shall take place at the annual meeting. Election shall be by a majority of all votes cast by voting members in good standing.
- D. Term – When elected at the annual meeting, the term of office for all members of the Board of Directors will be effective immediately on the day following election. The term of office shall be valid for approximately one year until the next day following elections at the subsequent annual meeting.
- E. Resignation or Removal – Any member of the Board of Directors may willfully resign their position by providing the Board with written notice. Such resignation shall be effective immediately. Any member of the Board of Directors may be removed from their position by a majority vote by the members present at a Special Meeting. This vote may take place only after the Board of Directors approves a grievance against the director in question and determines that it justifies a vote for removal. Any member of the Board of Directors being considered for removal shall be afforded the opportunity at the Special Meeting to present a defense or, if so requested, to answer questions.
- F. Inactivity – Any member of the Board of Directors having three unexcused absences from any meetings of the Association or the Board during the year following the annual membership meeting shall effectively resign and vacate their office. Absences may be excused by contacting the Chair or Secretary prior to the meeting. Attendance by proxy at a Board of Directors meeting without prior authorization shall not count as an excused absence.
- G. Vacancies – In the event that a director resigns, is removed, or is otherwise disqualified to serve, the vacant position shall be filled by an eligible Individual member by majority vote of the Board of Directors. The replacement director's term shall be until the next election for that office, or until the director's removal or resignation.

H. Compensation – Members of the Board of Directors shall serve without compensation but may be reimbursed for actual documented expenses incurred in the execution of their duties on behalf of the Association as approved by the Board of Directors.

SECTION 3. Meetings of the Board of Directors – The Board of Directors may schedule meetings and conduct business in accordance with this Section.

- A. Meetings – Regular meetings of the Board of Directors shall occur at least quarterly. Special Meetings of the Board of Directors may be called by the Chair or by a majority vote of the Board of Directors.
- B. Notification – Members of the Board of Directors shall be notified at least one week in advance of a meeting of the Board of Directors with the purpose, location, and time of the meeting.
- C. Location – Meetings may be held in person at a location organized by the Vice Chair and acceptable to the Board of Directors or by teleconference.
- D. Quorum – A minimum of six (6) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors provided that at least one of either the Chair or Vice Chair is present.
- E. Proxy – A member of the Board of Directors may select a proxy from the Individual membership to represent him or her when the member cannot participate in a Board of Directors meeting. Proxies must be approved by the Chair at least two days in advance of the meeting.
- F. Voting – Any approved act or resolution of the Board of Directors shall require votes from a majority of the directors present unless otherwise specified in the Constitution or Bylaws. A quorum must be present to vote on any business. In the event of a tie, the Chair's vote shall be the tie-breaking vote.

Per Membership Vote on November 1, 2023, increased quorum to six.

ARTICLE IV

Committees

SECTION 1. Establishment of Committees – In furtherance of the purpose of the Association, the Board of Directors may establish and appoint Committees and delegate part of its authority to

such Committees. The Board of Directors may also dissolve ad hoc committees that are not presently necessary.

SECTION 2. Committee Membership – Committee members and Committee Chairs are to be appointed by the Association Chair. Committee Chairs shall have the same rights and responsibilities over their respective committees as the Board of Directors has over the Association. All members of the Board of Directors, with the exception of the Chair, shall serve on a minimum of one committee.

SECTION 3. Standing Committees – The Board of Directors may establish Standing Committees as required to perform certain obligations of the Board. The name and purpose of such committees shall be listed in this section. Such committees are typically needed year-round although they may be more active during certain parts of the year. Standing Committees may not be dissolved although their membership may be replaced by the Association Chair. Addition of Standing Committees in Article IV, Section 3 of these Bylaws may be performed by the Board of Directors with a two-thirds majority vote. Such a change is exempt from the amendment process presented in Article VI of these Bylaws.

Standing Committees include the Communication Committee, the Event Committee, and the Membership Committee. The minimum responsibilities of these committees are presented below.

- A. Communication Committee – The Communication Committee shall prepare all written or electronic forms, informational materials, marketing materials, and educational materials necessary for the purposes of the organization.
- B. Event Committee – The Event Committee shall be responsible for planning the annual meeting and any conferences or educational activities that may be sponsored by the Association. The Association Treasurer shall be a permanent member of the Event Committee.
- C. Membership Committee – The Membership Committee shall review and approve new membership applications in accordance with the Bylaws of the Association. The Membership Committee shall seek out opportunities to attract new membership.

SECTION 4. Ad Hoc Committees – The Board of Directors may establish temporary committees as needed to perform certain actions required by the Board of Directors. Examples of ad hoc committees include, but are not necessarily limited to, the Incorporation Committee and the Tellers Committee.

- A. Incorporation Committee – The Incorporation Committee shall be responsible for drafting or reviewing proposed changes to the Association Constitution or Bylaws as well as maintaining incorporation with the State of Connecticut. The Association Vice Chair shall be the Chair of the Incorporation Committee when such services are necessary.
- B. Tellers Committee – The Tellers Committee shall be responsible for tallying votes from Individual members when such services are needed. The Association Secretary shall be the Chair of the Tellers Committee when such services are necessary.

ARTICLE V

Association Records and Reports

SECTION 1. Inspection of Records – Records of the Association shall be kept in accordance with the following:

- A. Constitution and Bylaws – 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.
- B. Meeting Minutes and Roster – The minutes of the Board of Directors and membership meetings, as certified by the Secretary, 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 or her interest as a member. Such minutes shall be made available electronically to all members.
- C. Financial Records – 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.

SECTION 2. Annual Report – The Board of Directors shall prepare an annual report, including a financial summary, for presentation at the annual meeting. A certified copy of such report shall be retained by the Secretary.

ARTICLE VI

Bylaw Amendments

SECTION 1. Conformity with the Constitution – Proposals to amend the Bylaws may be presented by any member in good standing to the Secretary. Such proposals will be reviewed by the Board of Directors for conformity with the Constitution. If the proposal is found to conflict with the Constitution, the Board of Directors shall respond in writing as to the reasons for the

conflict and refer the proposer to Article X of the Constitution. 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.

SECTION 2. Voting – If the proposal is found to be in conformity with the Constitution, the Board of Directors shall consider the proposal at the next annual meeting or at a special meeting as appropriate. An amendment vote shall not be conducted less than 30 days after a proposal is submitted. The Board of Directors shall announce the proposal and explain its implications to the membership at least twenty-one (21) days before the vote. Bylaw amendment proposals will be ratified with a two-thirds vote of the voting members present at an annual or special meeting. Ratified amendments shall be effective upon approval.

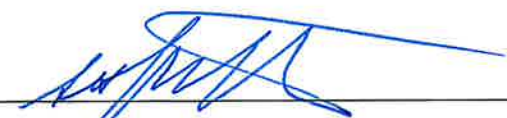
ARTICLE VII
Special Corporate Acts

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 that 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, or 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 CONNECTICUT ASSOCIATION OF FLOOD MANAGERS, a nonprofit organization, were duly adopted on:

November 7, 2023
Date


Secretary


Chair