



**CONSTITUTION
OF THE
FLOODPLAIN MANAGEMENT ASSOCIATION**

PREAMBLE

In order to promote the common interest in reducing flood losses and to encourage the protection and enhancement of natural floodplain values, this Association is formed and this document adopted as the constitution of the Association.

ARTICLE I - NAME

The name of this organization shall be "Floodplain Management Association", hereinafter referred to as the "Association".

ARTICLE 2 - PLACE OF BUSINESS

The principal place of business of the Association shall be within the States of California, Nevada, and Hawaii, United States of America.

ARTICLE 3 - PURPOSES

The purposes of the Association are to:

1. Promote awareness on the part of the public and public officials of the nature and extent of flood problems and encourage wise use and management of floodplains.
2. Support and encourage research, continuing education, distribution and exchange of pertinent information, and other activities anticipated to enhance the capability of members to plan, evaluate and carry out floodplain management programs.
3. Encourage actions in accord with the accepted principals of floodplain management by the California, Nevada, and Hawaii Legislatures, U.S. Congress, California, Nevada, and Hawaii, and federal agencies, Association of State Floodplain Managers, and other appropriate bodies and organizations.
4. Assist in developing, testing, evaluating and describing new, innovative, and improved, measures or techniques for floodplain management.

The foregoing purposes shall be construed broadly in any analysis of the permissibility of an activity pursuant to this Constitution.

ARTICLE 4 - NOT FOR PROFIT

The Association is organized solely for non-profit purposes. No part of the net earnings of the Association shall personally benefit or be distributed to the members, officers, directors, or other private persons except to

reimburse expenses incurred in authorized services rendered to the Association or to make payments in furtherance of the will of the Association.

ARTICLE 5 - MEMBERSHIP

Membership shall be open to all persons, agencies and organizations subscribing to the purposes of the Association as stated in the PREAMBLE and ARTICLE 3. Categories, privileges and responsibilities of membership shall be as set forth in By-laws of the Association adopted pursuant to this Constitution.

ARTICLE 6 - OFFICERS

The officers of the Association shall be the Chair, Vice-Chair, Secretary, and Treasurer who shall be elected annually by the membership of the Association and an Executive Director who shall be appointed by the Board. Officers may not be elected to the same position for more than two consecutive full terms. Once appointed, the Executive Director shall serve as an ex-officio, non-voting member of the Board until another is appointed to the position. All officers must be members of the Association. Responsibilities of each office shall be described in By-laws of the Association adopted pursuant to this Constitution.

ARTICLE 7 - BOARD OF DIRECTORS

The government and direction of the Association and the control of its property shall be vested in a Board of Directors. The Board of Directors shall consist of the Association officers, immediate past Chair, two (2) at-large representatives and four (4) regional representatives. The Board of Directors shall execute policy established by the general membership of the Association.

ARTICLE 8 - MEETINGS

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

ARTICLE 9 - AMENDMENTS

Amendments to this Constitution may be proposed by majority vote of the Board of Directors or delivery to the Association Secretary of a petition signed by 15 voting members of the Association or 20 percent of the Association membership. Motions for amendment by the Board of Directors or petitions to amend must contain the exact language of the proposed amendment. No amendment shall be effective until its adoption has received a minimum of two thirds of the votes cast in an election. Written notice of the proposed amendment by the Association Secretary, including the exact language of the amendment, must be given to the general membership of the Association at least 20 days in advance of the election date. Petitions for amendment shall not be denied for minor matters of form so long as their purpose and effect are clear, the exact text of the proposed amendment is legible, and the signatures are valid signatures of members in good standing having voting privileges. Any amendment that is adopted shall become effective on the 10th day after approval.

ARTICLE 10 - PARLIAMENTARY LAW

Robert's Rules of Order (Revised) shall be the governing authority in all questions concerning parliamentary procedure, including election procedures, that are not covered by this Constitution or By-laws adopted pursuant to this Constitution.

ARTICLE 11 - RECORDS AND REPORTS

The records and reports of the Association shall be kept on file at a place specified by the Board of Directors and be open to inspection at all reasonable times by any member of the Association. Among such other records and documents as may be maintained pursuant to the direction of the Board of Directors, this shall include:

1. The original Constitution and By-laws, and copies thereof as amended to date and certified by the Association Secretary as correct.
2. The minutes of the meetings of the Board of Directors and the general membership.
3. The roster of current members.
4. The books of account.
5. Contracts, memoranda and other agreements affecting the obligations and/or responsibilities of the Association.

ARTICLE 12 - DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Association, dispose of all of the assets of the Association to an organization or organizations operating exclusively for charitable, educational or scientific purposes and qualifying as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision(s) of any revised version of the U.S. Internal Revenue Code).

ARTICLE 13 - BYLAWS

By-laws to govern the operation of the Association shall be adopted and/or modified by a two-thirds vote of the Board of Directors. No By-law may be adopted that would conflict with this Constitution and in the event that a conflicting By-law is inadvertently adopted, it shall have no effect.

ARTICLE 14 - NOTICES

All notices to Board Members and the General Membership that are required by this Constitution or any subsequently adopted By-Laws may be given by publication in the Association's newsletter.

ARTICLE 15 - SAVINGS CLAUSE

Should any provision of this Constitution or By-laws adopted pursuant to this Constitution or the application thereof to any person or circumstance be held invalid by a court of law with appropriate jurisdiction, then the remainder of this Constitution or By-laws or their application to other circumstances shall not be affected thereby.

Signed on the 14th day of October, 1990, at Alameda, California
Revised through Vote of Membership __ day of _____ 2006