



**Reaffirmation  
of the  
Bylaws**

**West Virginia Floodplain Management Association**

We, as the Board of Directors of the West Virginia Floodplain Management Association, do hereby vote and reaffirm the Bylaws of the Association as signed on June 11th, 2019.

[Signature], Chair

[Signature], Director

[Signature], Vice-Chair

[Signature], Director

[Signature], Secretary

[Signature], Director

[Signature], Treasurer

[Signature], Director

[Signature], Director

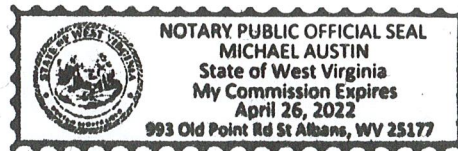
STATE OF WEST VIRGINIA

COUNTY OF KANAWHA

The foregoing instrument was acknowledged before me this June 12<sup>th</sup> by [Signature] (2019)

My commission expires 04/26/2022

[Signature]  
Notary Public



**BYLAWS  
WEST VIRGINIA FLOODPLAIN MANAGEMENT ASSOCIATION**

**Article I - Name**

The name of the organization shall be the West Virginia Floodplain Management Association, hereinafter referred to as WVFMA.

**Article II - Purpose**

The WVFMA is an organization dedicated to mitigating the losses, costs and human suffering caused by flooding, and promoting the protection and natural beneficial function of floodplains.

**Article III - Membership**

Section 1. Eligibility

Anyone interested in mitigating the losses, costs and human suffering caused by flooding, and promoting the protection and natural beneficial function of floodplains is eligible for membership in the WVFMA.

Section 2. Classes of Membership

Upon payment of dues and enrollment on the list of active members the following types of membership will be available:

- a. Individual - Members of governmental agencies and other professionals such as Floodplain Managers, Emergency Preparedness Coordinators, Engineers, Land Surveyors, Insurance Agents, Real Estate Agents, Lenders, or Homebuilders and the general construction industry involved in floodplain, stormwater, and emergency management and/or mitigation or others deemed appropriate by the Board of Directors.
- b. Agency/Group - Non-profit organizations and government agencies interested in floodplain and stormwater management and/or mitigation.
- c. Corporate - Businesses (for profit) interested in floodplain and stormwater management and/or mitigation.
- d. Student - Registered, full or part-time students interested in floodplain and stormwater management and/or mitigation.

## Section 2. Deposits

All funding and other sources of income of the WVFMA shall be deposited into one or more accounts maintained by the Board in such banks, trust companies, or other depositories as the Board may select.

## Section 3. Disbursements

All payments or withdrawals of funds shall be based upon proper vouchers, invoices, or documentation for such disbursements. All disbursements shall be signed by the Treasurer, as set forth above.

## Section 4. Fiscal Year

The fiscal year of the WVFMA shall begin on July One.

## Section 5. Non-profit status

No funds of the WVFMA shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred. Notwithstanding any other provision of these Bylaws, the WVFMA shall not conduct any activity not permitted to be conducted (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## Section 6. Distribution of Assets Upon Dissolution

Upon the dissolution of the WVFMA, all of the assets and property of the corporation shall be distributed to the Association of State Floodplain Managers, headquartered in Madison, Wisconsin, if that organization is exempt within the meaning of Section 501(c)(3) at the time of dissolution, for a public purpose. If this named beneficiary is not qualified, or not in existence, or unwilling or unable to accept the dissolved assets, the dissolved assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or such corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## Section 11. Signatures

All agreements, deeds, instruments, contracts, documents, and other obligations of the Board shall be signed by the Chair, or Vice-Chair in the Chair's absence, and attested to by the Secretary.

## **Article V - Bylaws**

### Section 1. Amendments

These Bylaws may be amended, altered, suspended, or repealed, in whole or part, by a majority vote of the General Membership at a regular or annual meeting in which said amendments under consideration are clearly indicated on the agenda.

These Bylaws may be amended, altered, suspended, or repealed, in whole or part, by a two thirds (2/3) vote of the Board at a Regular meeting in which said amendments under consideration are clearly indicated on the agenda.

### Section 2. Inconsistency

Whenever a provision of these Bylaws is found to be inconsistent with the laws of the State of West Virginia or the United States, State or Federal law shall be the controlling factor and actions will be taken to amend the Bylaws accordingly.

### Section 3. Severability

Whenever a section, subsection, sentence, or clause of these Bylaws is adjudged to be invalid, such adjudication shall not affect the validity of the remaining portions of the document, and to this end, each provision of the Bylaws is hereby declared to be severable.

## **Article VI – Funds**

### Section 1. WVFMA Fund

The Board shall establish a Fund to carry out the purposes of the WVFMA, and may accept money or property appropriated to it by the any county or state, private or governmental unit, and by private contributions, fund raising, gifts, fees, and earnings from investments, interest, dividends, or distributions. The Board may decline, reject, or deny any private grant, contribution, or gift that it may deem inappropriate.

## Section 6. Special Meetings

Special meetings of the Board may be called at any time by the Chair or by any two other board members, upon written request to the Secretary. The written request shall set forth the date, time, place and purpose for the special meeting. The Secretary shall mail or e-mail notice to all Directors no less than five days prior to the date of the special meeting. The Directors calling for the special meeting shall preside over the meeting, and the agenda shall be limited to the matters set forth in the written request. Directors may participate in person or by telephone.

## Section 7. Emergency Meetings

An emergency meeting of the Board shall be called only when action of the Board is required to address time-sensitive business of great significances to the purpose of the WVFMA, and only by the Chair or two other Directors, upon written request to the Secretary. The written request shall set forth the date, time, place and purpose for the special meeting, as well as a justification that the emergency meeting is necessary. The written request shall set forth the date, time, place and purpose for the special meeting. The Secretary shall mail or e mail notice to all Directors no less than 24 hours prior to the date and time of the special meeting. Directors may participate in person or by telephone.

## Section 8. Removal of Directors

Any Director may be removed from office by an affirmative vote of a majority plus one, for non-performance of duties, failure to participate, or any other cause deemed sufficient by the Board. Any Director absent three (3) or more consecutive meetings without cause shall be asked to resign or be removed.

## Section 9. Vacancies

Vacancies on the Board of Directors shall be filled at the next regularly scheduled meeting, or by special meeting of the Board if deemed necessary. The vacancy shall be filled by simple majority vote of remaining board members.

## Section 10. Committees

The Chair may appoint standing or special committees of the Board which shall consist of at least two Directors. Each committee shall be limited to the power delegated to it by the Board; but may not, without prior Board approval, engage in receiving funds, disbursing funds, or any other action which would require a vote of the Directors as set forth in these Bylaws.

### Section 3. Elections

Nomination of nine (9) Board Members shall be made from the floor at the Annual Meeting. The election shall follow immediately after nomination for each board position and only after the nominee has accepted the nomination and term. Candidates receiving a majority vote of the general members present at the Annual Meeting shall serve for (3) three years. Members may succeed themselves for two additional terms.

In order to establish staggered terms, the first board of directors elected after the revisions adopted on June 12, 2018, shall be divided as equally as possible into three (3) groups. One group shall serve an initial term of one (1) year. Another group shall serve an initial term of two (2) years. The remaining group shall serve an initial term of three (3) years. Thereafter, at each Annual Meeting, the body shall elect directors to fill expiring terms, each director to hold office for a term of three (3) years until the director's successor has been elected and assume office. In the event of a vacancy that does not fulfill the assigned term, the director may be elected to a shorter term as may be appropriate to fulfill the vacancy and maintain the balance of staggered terms. All Directors shall hold office until their successors are elected and assume office."

The Officers of the Board of Directors as outlined in Article IV, Section 2 of this document shall be elected annually by the (9) nine member elected board. This election shall take place annually at the first meeting of the newly elected board. The election for each office shall follow immediately after nomination for each position and only after the nominee has accepted the nomination. Officer candidates receiving a majority vote of the Board of Directors members shall serve for one (1) year. Officers may succeed themselves for an unlimited number of terms.

The election of a Secretary and Treasurer does not preclude the appointment or employment of persons to assist in these functions. Individuals appointed and/or hired to assist with the duties of Secretary or Treasurer will be under the direct supervision of the Board Member who holds the office of Secretary or Treasurer.

### Section 4. Quorum

A quorum shall be a majority of the Directors. A quorum shall be required to conduct Board business.

### Section 5. Regular Meetings

Meetings of the Board of Directors shall be held at least quarterly. For all meetings other than special or emergency meetings, the Secretary shall provide written notice of the date, time, place and agenda for the meeting to all other Directors at least fourteen days prior to the date of the meeting. Directors may participate in person or by telephone.

## Section 2. Officers

- a. Chair. The Chair shall be the executive officer of the WVFMA and shall preside at all meetings of the WVFMA and the Board except when a Special Meeting is called by the Directors pursuant to Article IV, Section 5. The Chair, or the Chair's appointee, shall act as, and be the sole spokesman for the WVFMA and the Board on issues to which the organization has made a formal decision or opinion. The Chair shall sign and/or co-sign any necessary documents as authorized by the Board, and appoint any committees of the Board. The Chair shall set the agenda for all meetings.
- b. Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or disability of the Chair. In the event that the office of Chair is vacated, the Vice-Chair shall perform the duties of Chair until a new Chair is appointed.
- c. Secretary. The Secretary or their designee shall keep the minutes, resolutions, directory of the membership, and other association documents, in an approved permanent repository, and a copy for themselves. The Secretary shall provide timely notice of all meetings with the meeting agenda and Minutes from the previous meeting. The membership directory shall include addresses, telephone numbers, facsimile numbers, and electronic addresses; along with members' preferred means of contact. The Minutes of each Board and Membership meeting shall include the date, time and place of the meeting; the attendance of each Board member; all motions, proposals, resolutions, orders, ordinances, and measures proposed, the name of the person proposing the same and their deposition; and the results of all votes. The Minutes of Board meetings shall include, upon request of any Board member, the recording roll call votes, and the vote of each member, by name.
- d. Treasurer. The Treasurer shall be the custodian of the funds of the Board; and shall keep accurate and adequate records of the assets, liabilities, and financial transactions of the Board. The treasurer shall disburse, or cause to be disbursed, the funds of the Board based upon proper vouchers for such disbursement, or as otherwise approved by the Board. All checks for disbursement of funds must be signed by the Treasurer with written approval of the Chair or after approval of invoices by the Board. The Treasurer shall provide a written financial report to the Board at each meeting and at such other times as the Board may require. At the close of each fiscal year, the Treasurer shall present a full and complete Annual Report including a statement of all funds received and expended, and the existing condition of the funds and assets of the WVFMA. Treasurer is responsible for filing State and Federal taxes and any other required annual reports or updates including registered agent. The financial records of the WVFMA may be inspected by any Board member upon demand. An audit, undertaken by the Board or an independent certified public accountant selected by the Board, shall be required prior to the departure of any Treasurer from office and shall take place every two years at minimum. Audits may be requested more frequently and at any time, by majority vote of the Board.

### Section 3. Voting Privileges

Individual Members of the Association on the day of the meeting or the day of mailing ballots shall be eligible to vote. All other classes of membership may participate in WVFMA committees, but are not eligible to vote with the general membership.

### Section 4. Annual Dues

The annual dues of the Association shall be established by the Board of Directors.

- a. Annual dues shall be stated on the membership application and are subject to change via discussion and vote by the board in an open meeting.
- b. Dues not paid within sixty (60) days of their due date shall cause the delinquent member to be suspended from membership of the WVFMA until their dues are made current.
- c. The WVFMA Treasurer shall notify members of dues owed and shall collect dues with assistance as determined by the Board of Directors.
- d. Annual dues will be determined prior to the conclusion of the Annual Meeting.

### Section 5. Meetings

The Board shall determine the frequency of membership meetings needed to conduct necessary business; but shall meet, at a minimum, annually, at such date, time, and place, as determined by the Board. The Secretary shall mail or e mail notice of all meetings to all members at least twenty one days prior to the date of the meeting. Board members may participate in membership meetings only in person. A quorum at membership meetings shall be a majority of the Directors.

Robert's Rules of Order shall be considered the parliamentary authority in conducting the order of business not specifically covered by the Bylaws or by specific rules of procedure adopted by the WVFMA.

## **Article IV – Board of Directors**

### Section 1. Directors


The Board of Directors shall be comprised of nine members, including a Chair, Vice-Chair Secretary and Treasurer. The same person may not hold more than one office concurrently. To be eligible, each Director must be a current member of the WVFMA. Each director shall be entitled to vote on all Board matters.

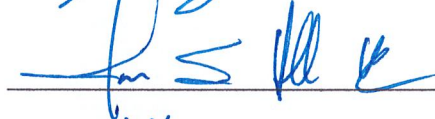


Adopted:


June 11, 2019

By Directors:






Allen Ballard



Ben Lovc





Kelly Banton

