

**BYLAWS OF THE  
VIRGINIA FLOODPLAIN MANAGEMENT ASSOCIATION**

**ARTICLE I  
NAME, PURPOSE, AND OFFICES**

- A. *Name.* The name of the Association is the "Virginia Floodplain Management Association, Inc." ("Association").
- B. *Purpose.* The Association is a non-profit organization formed to protect the citizens, property, and environment of the Commonwealth from flood related damages by supporting statewide direction for floodplain management and flood hazard identification. The Association shall endeavor to accomplish this purpose by conducting workshops, participating in conferences, providing a forum for training in floodplain management, supporting the Certified Floodplain Manager (CFM) program, and through such other related activities as determined from time to time by the Association's Board of Directors.
- C. *Offices.* The principal office of the Association shall be within the Commonwealth of Virginia, United States of America and clearly identified on the Association's website. The Board of Directors may change the location of the principal office at any time and may, from time to time, designate other offices as the business of the Association may require. Any changes shall be clearly communicated in writing to all members.

**ARTICLE II  
MEMBERSHIP**

- A. Membership in the Association shall be available to such individuals and entities as provided for in the Association's Rules and Regulations, as may be amended from time to time by the Board of Directors.

**ARTICLE III  
MEMBERSHIP MEETINGS**

- A. *Annual Meeting.* An annual meeting of the members shall be held each March for the newly elected Directors to begin their terms and the transaction of such other business as may properly come before the members. The Secretary shall give notice of the annual meeting to all members. Such notice shall be given by emailing the membership and posting the meeting date to the Association's website not less than ten (10) days before the meeting.
- B. *Other Meetings.* In addition to the annual meeting, the Board of Directors will hold meetings as set forth in the Rules and Regulations.
- C. *Quorum and Voting.* The presence of a simple majority of the Board of Directors of the

Association shall constitute a quorum for the transaction of business at all meetings. Meetings and voting may take place in person, by phone, or electronically. Each Director shall be entitled to one vote. Except as otherwise provided by these Bylaws, the affirmative vote of a majority of the Board of Directors represented at the meeting and entitled to vote shall be the act of the Association.

#### **ARTICLE IV BOARD OF DIRECTORS**

- A. *Number and Qualifications.* As stated in the Articles of Incorporation, the Board of Directors shall consist of nine (9) Directors, to include four (4) Officers and five (5) Representatives. Directors must be voting members of the Association in good standing.
- a. *Officers.* The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.
  - b. *Representatives.* The Representatives shall consist of additional Directors who may serve the board generally or may be assigned specific roles as needed.
- B. *Manner of Election and Appointment.* The election of Directors shall take place prior to the annual meeting. A request for nominations will be sent to all Association members at least two (2) months prior to the annual meeting. At least one (1) month before the annual meeting, information on the positions and nominees will be emailed to all Association members, along with a link to vote online. Members will have the opportunity to vote online until five (5) calendar days before the annual conference begins, when the polls will close. Election shall be by a majority of all votes cast by voting members in good standing. Five (5) Directors (the President, Secretary, and three Representatives) shall be elected in odd years, and four (4) Directors (the Vice President, Treasurer, and two Representatives) shall be elected in even years.
- C. *Term of Office.* Each Director shall hold office for two (2) years or until his/her successor has been duly elected and has qualified. Each Director may serve only four (4) consecutive terms as a Director, with terms beginning to be counted following the 2018 elections. Based on a unanimous vote by the Board, a Director could be nominated for an additional consecutive term.
- D. *Vacancies.* A vacancy for any Director may be filled by appointment by the Board of Directors through a majority vote. The Director appointed to such vacancy shall serve for the remainder of the term of the Director he/she replaces.
- E. *Multiple Offices.* No person shall simultaneously hold more than one position on the Board.
- F. *Resignation and Removal.* Any Director may be removed from office, with justifiable cause, by the Board of Directors. Any Director may resign at any time by giving written notice to the President, Secretary, or the Board of Directors. 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 not be necessary to make it effective.

Any member of the Board of Directors missing three (3) or more consecutive meetings without justifiable cause shall be requested to provide a written explanation to the Board of Directors for review. If there is no justifiable cause, such member shall be asked to resign or be removed.

- G. *Duties and Powers.* The Board of Directors shall manage the affairs and business of the Association. The duties and powers of the Board of Directors shall be as set forth in the Rules and Regulations. The Directors may adopt and amend such Rules and Regulations for the conduct of their meetings and the management of the Association as they deem proper, not inconsistent with Virginia Non-Stock Corporation Act, the Articles of Incorporation, or these Bylaws.
- H. *Meetings.* The Board of Directors shall have meetings to manage the affairs and business of the Association, as set forth in the Rules and Regulations.
- I. *Consents.* Actions required or permitted by the Virginia Non-Stock Corporation Act, the Articles of Incorporation, or these Bylaws, to be taken at a Board meeting may be taken without a meeting if one or more written consents are signed by all the Directors entitled to vote on the action and such consents are filed with the Association's records.

## **ARTICLE V INDEMNIFICATION**

The Association shall indemnify a Director of the Association made a party to a proceeding because he/she is or was a Director or Officer against liability incurred in the proceeding, pursuant to and as provided by the Virginia Non-Stock Corporation Act.

## **ARTICLE VI DUES**

The amount and payment of the annual dues of the Association shall be as provided for in the Association's Rules and Regulations, as may be amended from time to time by the Board of Directors.

## **ARTICLE VII AMENDMENTS**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the affirmative vote of a majority of the members at the Association's annual meeting. These Bylaws may also be altered, amended, or repealed, by a majority of the entire Board of Directors at a regular or special meeting of the Board.

**ARTICLE VIII  
INCORPORATION OF CONSTITUTION**

Upon adoption, these Bylaws shall incorporate, amend, and restate all the terms and provisions of any previous Bylaws of the Association and the Constitution of the Association. It is the intent of the membership to provide for the control and management of the affairs and business of the Association solely through these Bylaws and such Rules and Regulations as may be adopted from time to time by the Board of Directors.

Adopted by vote of the Board of Directors on the 8<sup>th</sup> day of November 2018.

  
kevin W. Utt (Nov 15, 2018)

Kevin W. Utt, President

Attest:



Gina DiCicco, Secretary