

**BYLAWS
OF THE
LOUISIANA FLOODPLAIN MANAGEMENT ASSOCIATION**

**ARTICLE I
Membership**

The membership of the Association shall be as hereinafter set forth.

Section 1. Members - A person becomes a member upon submittal of their application with payment of dues, and enrollment on the list of active members of the organization.

There are two classifications of members.

FULL members are public or private professionals, elected officials, and others involved in floodplain management.

STUDENT members are registered, full or part time students interested in floodplain management.

Section 2. Only FULL members of the Association are full voting members.

Section 3. Dues are to be established for both classifications of members by the Board of Directors prior to November each year. The Association Treasurer will mail membership renewal notices in November. Dues are payable in January.

Section 5 4. The Association Secretary will be responsible for sending out notices and the Treasurer will collect dues.

Section 4 5. Any member delinquent in payment of dues after March 11 shall be dropped from membership and from the list of active members of the Association.

**ARTICLE II
Meetings of the General Membership**

Section 1. Annual Meeting - The annual meeting of the Association shall be held in accordance with the Constitution and Bylaws and shall nominate and elect a Board of Directors for the Association; may establish policy by resolution; may amend the bylaws; may consider and revise proposed amendments to the constitution; and may conduct 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.

Section 3. Notice of Meetings - Written notice of each meeting of the Association shall be given by mailing or e-mailing a copy of such notice at least 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.

ARTICLE III BOARD OF DIRECTORS

Section 1. The purpose and objective for which the Association are formed and established and the Association's property shall be managed by the Association's Board of Directors.

The Board of Directors consists of the Officers, the Chair Emeritus, Regional Representatives, the Workshop Coordinator, and Committee Chairs of the Association. In furtherance of the purposes of the Association, the Board may establish and appoint committees and delegate authority.

Section 2. Officers and their Duties

- a. Enumeration of Officers - the officers of the Association shall be the Chair, Vice-Chair, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.
- b. Election of Officers - the election of officers shall take place at the annual meeting. Election shall be by a majority of all votes cast.
- c. Term - the officers shall hold office through May 31 of the year following election unless he/she shall sooner resign, or shall be removed or otherwise be disqualified to serve.
- d. Resignation and Removal - any officer may be removed from office with justifiable cause by the Board. Any officer may resign at any time by giving written notice to the Board, the Chair or the Secretary. 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.

- e. Vacancies - a vacancy in any office may be filled by appointment by the Board. The office appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
- f. Multiple Offices - the offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.
- g. Duties - the duties of the officers are as follows:

(1) Chair

The Chair shall preside at all meetings of the Board of Directors and shall see that orders and resolutions of the Board are carried out.

(2) Vice-Chair

The Vice-Chair shall act in the place and stead of the Chair in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. The Vice-Chair shall arrange the location and time of Board Meetings and shall organize such meetings.

(3) Secretary

The Secretary shall record the votes and keep the minutes of all meetings and procedures of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. The Secretary shall prepare and mail notices of all meetings of the Board and General Membership.

(4) Treasurer

The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Directors, and shall, when requested by the Chair or Board, report the state of the finances of the Association at each meeting thereof. Treasurer shall also perform such other services as the Board may require from time to time.

Section 3. Regional Representatives

- a. Eight members of the Association shall be selected as Regional Representatives to serve on the Board of Directors. Each region will have one vote on the Board of Directors. Each Regional Representative shall represent the membership in one of the geographic regions defined as follows:

Region 1: Jefferson, Orleans, Plaquemines, St. Bernard, and St. Tammany Parishes.

Region 2: Ascension, East Baton Rouge, East Feliciana, Iberville, Livingston, Pointe Coupee, St. Helena, Tangipahoa, Washington, West Baton Rouge, and West Feliciana Parishes.

Region 3: Assumption, Lafourche, St. Charles, St. James, St. John the Baptist, and Terrebonne Parishes.

Region 4. Acadia, Evangeline, Iberia, Lafayette, St. Landry, St. Martin, St. Mary, and Vermilion Parishes.

Region 5. Allen, Beauregard, Calcasieu, Cameron, and Jefferson Davis Parishes.

Region 6. Avoyelles, Catahoula, Concordia, Grant, LaSalle, Rapides, Vernon, and Winn Parishes.

Region 7. Bienville, Bossier, Caddo, Claiborne, DeSoto, Lincoln, Natchitoches, Red River, Sabine, and Webster Parishes.

Region 8. Caldwell, East Carroll, Franklin, Jackson, Madison, Morehouse, Ouachita, Richland, Tensas, Union, and West Carroll Parishes.

- b. Nomination and election of Regional Representatives shall be accomplished by a vote of those members within their respective regions who are in attendance at the annual meeting.
- c. Term - the Regional Representatives shall be elected annually from the membership of the Association and each shall hold office for one year unless he/she shall sooner resign, or shall be removed or otherwise be disqualified to serve.

- d. Resignation and Removal - any Regional Representative may be removed from office with justifiable cause by the Board. Any Regional Representative may resign at any time by giving written notice to the Board, the Chair or the Secretary. 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.
- e. Vacancies - vacancies for Regional Representative shall be appointed from the membership of the region for which the vacancy exists. The representative appointed to such vacancy shall serve for the remainder of the term of the representative he replaces.

Section 4. Committee Chair -

The committees of the LFMA are: Legislative, Permitting Administration, Coastal Issues, Riverine Issues, Education & Awards, Workshop Coordinator, and Certified Floodplain Managers. Committee Chairs are on the Board of Directors.

Section 5. Quorum - a quorum at a meeting of the Board of Directors shall consist of no less than five (5) Directors currently serving as duly designated directors of the Association.

Section 6. Voting Required - the affirmative vote of the majority of the directors present at the meeting in which a quorum is present shall be required for any act of the Directors.

**ARTICLE IV
Association Records and Reports**

Section 1 - Inspection of Records

- (a) The original Bylaws and Constitution and copies thereof as amended to date, 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) 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 any reasonable time upon written request of any member for any purpose reasonably related to his interest as a member.

- (c) 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 interest as a member.

ARTICLE V Amendments

At any meeting of the Board of Directors, the Board, by a two-thirds vote may amend the Bylaws in conformity with the Constitution, provided that written notice of such shall have been made to each Board member at least 21 days prior to the meeting at which action thereon is to be taken. The Bylaws may be amended by a majority vote of the members present at any Association meeting. Any conflict between the Articles of Incorporation and these Bylaws shall be determined by the provisions of the Articles.

ARTICLE VI Special Corporate Acts

- Section 1.** Execution of Written Instruments - contracts, deeds, documents and instruments shall be executed by the Chair or Vice-Chair and attested by the Secretary, unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.
- Section 2.** Signing of Checks and Notes - checks, notes, drafts and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

ARTICLE VII Executive Director

The Board of Directors, at its discretion, may appoint a member in good standing of the Association to serve as an Executive Director of the Association for a period of service determined by the Board. The Executive Director will be an advisor to the Board of Directors, but not be a member of the Board of Directors. The Executive Director shall act on behalf of the Association and represent the Association as authorized, directed, and required by the Board of Directors. The Executive Director shall be a voluntary position and subject to the same provisions as provided by the Constitution and Bylaws for the officers and regional representatives.