

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

Section 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
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 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. If a proclamation by the Governor restricts the attendance at the scheduled annual meeting than the annual meeting can be cancelled for that year. The Board of

Director may also vote to cancel, remove, change, or postpone the Annual Meeting due any other unforeseen events or circumstances which the Board deems is in the Best Interest of the Association. If an Annual Meeting is changed in any manner, all Board Members and current Officers will remain in their current positions until an election can be held. The new election process will be decided by the Board of Directors, to be at another annual meeting or a virtual election.

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 5 members of the Board of Directors.

Section 3. Notice of Special Meetings – Written notice of each Special 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, and the purpose of the meeting.

Section 4. Periodic Board of Directors Meetings – Board of Directors Meetings may be called anytime by the Chairperson. Generally, they will be conducted the evening before a workshop. A notice and agenda for each meeting will be emailed to each Board member and invited guests. Any member who has a specific issue to present to the board should contact the LFMA secretary to have the issue placed on the agenda and the member may be invited to the meeting as an invited guest. These meetings cannot consider or revise proposed amendments to the Constitution but may amend Bylaws.

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, 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 - Officers shall be nominated by submitting a notification of "intent to run" to the Secretary of the Association by March 1. Ballots listing each of the nominations will be distributed in the registration package at the

annual meeting. The ballots may be cast at the announced time and place at the annual meeting. Election shall be by a majority of votes cast. This section is void, if modified by the Board of Directors as per Article 2, Section 1.

- c. Term – the officers shall hold office through June 30 of the year following election unless he/she shall sooner resign, or shall be removed or otherwise be disqualified to serve, or extended by Article 2, Section 1.
- 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 officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.
- 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 and Qualifications– 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. The Chair must have served on the Board of Directors in any position for at least one term.

(2) Vice - Chair

The Vice-Chair shall act in the place and stead of the Chair in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required 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 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. The Treasurer must have served on the Board of Director in any position for at least one term.

Section 3. Regional Representatives

- a. There are eight regions within the state. Each region will be allowed up to two Representatives – one Primary Representative and one Alternate with a maximum of one vote per region. The representative must be located within the region they represent as determined by address in Membership Directory. If both the Primary Representative and the Alternate are available to cast a vote, then the Primary Representative will have first choice at casting the vote for the region. If only the Alternative is available then they would cast the vote for the region. If neither is available, then the region will have no vote. The geographic regions are 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 of Regional Representatives shall be accomplished by a notification of intent to run for office by March 1. Notification is to be made to the Secretary of the

Association. Election will be by vote of those members within their respective regions who are in attendance at the annual meeting on ballots in the registration packet. If two or more members are on the ballot for a region, the candidate with the most votes will be the Primary Representative and the candidate with the second highest number of votes will be the Alternate.

- c. Term – the Regional Representatives shall be elected at the annual meeting of the General Membership of the Association and each shall hold office until June 30 of the year following the election unless he/she shall sooner resign, or shall be removed or otherwise be disqualified to serve, or extended by Article 2, Section 1.
- 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 by vote of the Board of Directors at their next regular meeting. The representative appointed to such vacancy shall serve for the remainder of the term of the representative being replaced.

Section 4. Committee Chair –

LFMA may designate committees to enhance the purpose of the Association. These committees may constitute any of the following:

- Membership
- Legislative
- Compliance Issues
- Coastal, Riverine & Watershed Issues
- Awards
- Workshop Program
- Continuing Education
- Newsletter
- Conference Program
- Disaster Response Team
- Non-Structural Mitigation
- CAP-SSSE

The LFMA Chair shall nominate a Committee Chair to head the designated committee. The LFMA Board of Directors shall approve or reject the nomination. These selections can be made at any time using e-mail correspondence. Upon Board approval, the Committee Chair becomes a member of the Board of Directors.

Each committee must have at least two members selected from the general membership of the Association. It is the responsibility of the Committee Chair to ensure that their committee has the appropriate membership. It is also the responsibility of the Committee Chair to remove any members for justifiable cause.

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 of 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.

Section 7. Expenses at Meetings and Conferences - It is the responsibility of each board member and the Executive Director to participate in Board Meetings and Conferences. Normally, the employer will pay expenses incurred by the participant. If the participant needs to pay their own expenses, LFMA will reimburse their registration, lodging, meals and transportation costs.

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 also 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

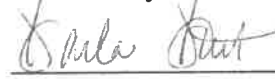
- Section 1.** Execution of Written Instruments – contracts, deeds, documents and instruments shall be executed by the Chair or Vice-Chair and attested by the Secretary, unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.
- Section 2.** Signing 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.

These Bylaws were revised at a Board of Directors meeting held on 11 January 2021.


Certified by:



Darla Duet, Secretary

28 January 2021

Date



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MELISSA J. BECKER Notary Public Parish of Rapides State of Louisiana
