

Bylaws of the
New York State Floodplain and Stormwater Managers Association
(NYSFSMA)

By vote of the General Membership, effective September 27, 2000

As amended by the General Membership on September 25, 2007

Article I. Membership

Section 1. Membership is granted to a person or organization upon receipt of their dues, and is officially registered at that time on the Association's records.

Section 2. Dues for a calendar year are payable by January 1 of that year. For new members who pay dues on or after September 1, membership begins immediately and carries through to the end of the next calendar year.

Dues are subject to the review and modification of the members as established by duly adopted modification of the Bylaws.

Section 3. Any member delinquent in payment of dues for over 90 days shall be dropped from membership.

Section 4. Classifications of Membership and Dues:

- A. Individual. Individuals interested in floodplain or stormwater management may join with voting rights at an annual cost of \$30.
- B. Student. Full-time students registered with an institution of higher education, who possess an interest in floodplain and stormwater management, may join with voting rights at an annual cost of \$15.
- C. Organizational. Public, academic, or private not for profit groups or enterprises which are involved in activities which promote floodplain and stormwater management. This membership classification will cover up to ten (10) individuals, who shall be registered at the time of application for membership. Any more than ten individuals shall require additional memberships under the name of the particular organization. The classification shall have one vote; annual dues shall be \$50.
- D. Professional. This membership classification will cover up to ten (10) individuals engaged in floodplain and/or stormwater management activities, who shall be registered at the time of application for membership. Any more than ten individuals shall require additional memberships under the name of the particular organization. The classification

shall have one vote; annual dues shall be \$100.

- E. Associate. A business or an individual which is engaged in products, materials and related services that are used in floodplain and/or stormwater management. This shall be a non-voting classification. Annual dues shall be \$250 and shall entitle the Associate member to all member mailings, membership lists, and advertising opportunities.
- F. Sponsoring. A business or an individual which is engaged in products, materials and related services that are used in floodplain and/or stormwater management. This membership classification will cover up to ten (10) individuals with full voting rights. Annual dues shall be \$500 and shall entitle the Sponsoring member to all member mailings, membership lists, advertising opportunities, and appropriate recognition.
- G. Other Membership. The Board of Directors may decide to create other classes of membership. These may include non-voting memberships with limited privileges.

Section 5. Voting Rights - Each individual member is allowed one vote for every issue presented to be voted on. Organizational and Professional members, although they may have several members, also are only allowed one vote. The organization shall delegate this responsibility to a representative of that organization. Sponsoring members may have one vote per member present, up to a maximum of ten (10). The organization shall delegate this responsibility to representatives of that organization.

Article II. Meetings

Section 1. The Annual Meeting - Each year, the Board of Directors shall designate a time and a place for the annual meeting to be conducted. This meeting shall fall at about the same time every year, and members will be notified by the Secretary of when and where it will happen.

Section 2. Special Meetings - Special meetings may be called by the Chair or by action of the Board of Directors.

Section 3. The Secretary shall inform all members of such meetings at least 30 days in advance of them, and shall provide the time, purpose and location.

Section 4. Unless otherwise determined by the Board or the Bylaws, a majority vote of the voting membership present is needed to approve any resolution voted upon.

Article III. The Board of Directors

Section 1. Members and their Duties

- A. Chair - The Association Chair is responsible for the execution of the policies and resolutions of NYSFSMA. He or she also will preside over Association and Board meetings, and will appoint committee Chairs and delegates.
- B. Vice-Chair - The Vice-Chair's responsibilities include the organization of Board meetings, as well as any other duties to be determined by the Board. Also, the Vice Chair shall replace the Chair in the event that the Chair is unable to carry out his or her obligations for various reasons.
- C. Secretary - The Secretary will perform duties that mainly involve records-keeping for the Association. These include such tasks as keeping minutes at meetings, recording votes, supervising the filing and storage of all Association records, and distributing notices, newsletters, and other literature to the membership.
- D. Treasurer - The oversight of the Association's funds shall be the primary responsibility of the Treasurer. Therefore, this individual will collect dues, make payments as directed by the Board of Directors for Association expenses, and report the financial state of the Association at each meeting of the Board of Directors, and at least once per year. Checks issued by the Treasurer in excess of \$250 shall have written concurrence by the Chair at the direction of the Board of Directors.
- E. Immediate Past Chair - This individual will serve for one year in order to consult the next administration on issues that carry over from the previous one. Other duties may be assigned to this individual as well.
- F. Regional Directors - Each region will elect an individual to represent their interests in the Board of Directors. Regional Directors will have one vote each within the Board, and may address issues specific to their region during Board meetings. The terms of this office listed below apply, but they are only applicable to a particular region's membership.

Section 2. Terms of the Offices:

- A. Eligibility - All offices are open to voting members who are in good standing with the Association.
- B. Nominations - Nominations for the offices shall be presented to the Association at the annual meeting by the Nominations and Membership Committee. At that time, any member of the Association may also put forth a nomination. Nomination of Regional Directors will follow the nominations for the other Board members, with the membership separated by region. Regional nominations will come from the floor only,

and not from a committee, unless otherwise agreed upon by that region's members. In the absence of a nomination or in case of a vacancy, the Chair may appoint a regional director.

- C. Election - The election of officers shall take place at the annual meeting. Election shall be by a majority of all votes cast by voting members in good standing.
- D. Terms - Terms of office for all Board of Directors members will be effective upon a board member's election, and are to be valid for two years until the annual meeting at the completion of the term. Officers will be elected in odd numbered years. Regional Directors will be elected in even numbered years.
- E. Resignation and Removal - Any officer may willfully resign their position by providing the Board with written notice. Any officer may be removed from their position by a majority vote by the members present at a special meeting. This vote shall take place only after the Board approves a grievance against the individual, and determines that it justifies a vote for removal. These votes will occur at special meetings.
- F. Inactivity – Any office of a Director having voting rights shall become vacant upon three unexcused absences during a single year following the annual membership meeting. Absences may be excused by contacting the Chair or Secretary prior to the meeting.
- G. Vacancies - Any office that is vacant shall be filled by an eligible individual, determined by the Board. This acting officer's term will be effective until the next election for that office, or until their removal or resignation.
- H. Multiple Offices - No officer may hold more than one office during the same term.

Section 3.

- A. Meetings of the Board of Directors may be called by the Chair or by a majority vote of the Board of Directors.
- B. Directors shall be notified of any meeting at least one week in advance of said meeting.
- C. Meetings may be held in person or by teleconference.
- D. A majority of the Board of Directors shall constitute a quorum at any Board meeting.
- E. A Board member may select a proxy from the membership to represent him or her when the Board member cannot participate in a Board of Directors meeting. A Proxy for a Regional Director must come from the same region.

Section 4. Any approved act or resolution of the Board shall require votes from a majority of the members present. In the case of a tie, the Chair will cast the tie-breaking vote.

Section 5. Members of the Board shall serve without compensation, but may be reimbursed for actual documented expenses incurred in the execution of their duties on behalf of the Association as approved by the Board.

Article IV. Committees

Section 1. The Board of Directors may establish committees to facilitate the goals and objectives of the organization. Committees also may be dissolved by the Board of Directors.

Section 2. Committee members and Chairs are to be appointed by the Association Chair. Committee Chairs will have the same rights and responsibilities over their respective committees as the Board of Directors has over the Association.

Article V. Regional Structure

Section 1. The Association shall have 9 regions. They will include the following counties:

Region 1	Nassau, Suffolk
Region 2	Kings, Queens, New York, Bronx and Richmond
Region 3	Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster and Westchester
Region 4	Albany, Columbia, Delaware, Greene, Montgomery, Otsego, Rensselaer, Schenectady and Schoharie
Region 5	Clinton, Essex, Franklin, Hamilton, Fulton, Warren, Saratoga and Washington
Region 6	Herkimer, Jefferson, Lewis, Oneida and St. Lawrence
Region 7	Broome, Cayuga, Chenango, Cortland, Madison, Onondaga, Oswego, Tioga and Tompkins
Region 8	Chemung, Genesee, Livingston, Monroe, Ontario, Orleans, Schuyler, Seneca, Steuben, Wayne and Yates
Region 9	Allegany, Cattaraugus, Chautauqua, Erie, Niagara and Wyoming

Section 2. Regional Directors - Each of these regions shall have a Regional Director, whose responsibilities are outlined in Article III, Sections 1 and 2.

Section 3. Special Regional Meetings - Special Meetings may be called by the Director for his or her region. The membership must be notified of the whereabouts of this meeting by the Director.

Article VI. Preparation of an Annual Workplan

Section 1. The Board of Directors shall prepare an annual workplan to be reviewed by the membership and approved by the Board of Directors.

Section 2. The Board of Directors shall prepare an annual budget to be reviewed by the membership and approved by the Board of Directors.

Section 3. The Board of Directors shall prepare an annual report, to include a financial summary, for presentation at the annual meeting.

Article VII. Bylaw Amendments

Section 1. Amendment proposals may be presented by any member in good standing to the Secretary. An amendment vote will not be conducted less than 30 days after a proposal is submitted. The Board shall announce the proposal and explain its implications to the membership at least 21 days before the vote.

Section 2. Bylaw amendment proposals will be ratified with a two-thirds vote of the voting members present at an annual or special meeting.

Section 3. Ratified amendments will be effective upon approval.

Article VIII – Executive Director

Section 1. An Executive Director may be appointed by the Board of Directors to act and serve as an agent of the Association in accordance with the directives of the Board and the guidelines of the Constitution and Bylaws of the Association. The Executive Director position will be an unpaid position of the Association.

Section 2. The Executive Director is expected to meet with the Board of Directors during all business meetings but is not entitled to voting privileges during those meetings.

Section 3. Duties – The Executive Director shall perform those duties as agreed to between the Executive Director and the Board in accordance with the policies of the Board of Directors. The Executive Director, under the direction of the Board, shall generally have the power to carry on the business of the Association, and to perform the actions necessary or appropriate to execute the policies, decisions, and instructions of the Board. Responsibilities may include the maintenance of Association financial records, membership records, contracts, correspondence, newsletters, supervision of staff, and completion of any management activities necessary for maintaining the interests of the Association.

Section 4. The Board may specify that the Executive Director prepare and submit periodic activity reports, and/or reports on specific items or activities.

Article IX – Ex Officio Directors

Section 1. Ex Officio Directors may be appointed by the Board of Directors to maintain and promote the interests of the Association, and to act and serve as an intermediary of the

Association in accordance with the directives of the Board and the guidelines of the Constitution and Bylaws of the Association.

Section 2. The Board of Directors of the Association may, at a minimum, select and approve two Ex-Officio Directors, one from the New York State Department of Environmental Conservation and one from the Federal Emergency Management Agency, Region 2.

Section 3. The Ex Officio Director is expected to meet with the Board of Directors during all business meetings but is not entitled to voting privileges during those meetings.