

The Constitution
for 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 November 6, 2003

PREAMBLE

In order to promote the common interest in floodplain and stormwater management as a means of reducing flood damage and protecting, restoring and enhancing water quality, to enhance cooperation between the various related private, local, state and federal agencies, and to encourage and ensure effective, new and innovative approaches to managing the region's floodplain and stormwater systems, this body hereby adopts this document as the official Constitution of the New York State Floodplain and Stormwater Managers Association, hereafter referred to as "the association."

ARTICLE I. NAME

The name of this organization shall be the New York State Floodplain and Stormwater Managers Association (NYSFSMA).

ARTICLE II. PURPOSE

The purpose of the Association is the following:

1. To provide educational opportunities and a method for dissemination of general and technical information to individuals concerned with sound floodplain and stormwater management;
2. To promote public awareness of sound floodplain and stormwater management and the linkages between them;
3. To promote the professional status of floodplain and stormwater management and secure all benefits resulting therefrom;

4. To promote an interaction among individuals concerned with sound floodplain and stormwater management and to encourage the exchange of information, ideas, and experiences;
5. To inform concerned individuals of pending floodplain and stormwater legislation and other related floodplain and stormwater management matters;
6. To study and provide technical information related to legislation pertinent and necessary to the effective implementation of floodplain and stormwater management;
7. To promote environmentally sound solutions to floodplain and stormwater management problems.
8. The organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c) (3) of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

The membership of the Association shall be open to persons and organizations who are involved or interested in floodplain management, stormwater management and/or related disciplines.

ARTICLE IV. OFFICERS

The officers of the Association shall be the Chair, Vice-Chair, Secretary, and Treasurer. The Officers shall be elected every other year from the voting membership of the Association. The responsibilities of office shall be set forth in the Bylaws of the Association.

ARTICLE V. REGIONAL REPRESENTATIVES

Regional Representatives of the Association must be voting members who reside or work in the region they are representing and shall be chosen by members of the corresponding regions as set forth in the Bylaws of the Association. The responsibilities of the Regional Representatives shall be set forth in the Bylaws of the Association.

ARTICLE VI. BOARD OF DIRECTORS

The government and direction of the Association, and the control of its property, shall be vested in the Board of Directors, hereafter referred to as "the Board." The Board shall be comprised of the Association officers and the Regional Representatives.

ARTICLE VII. MEETINGS

One meeting of the Association shall be held annually to elect officers and Regional Representatives and/or to conduct any other business and programs in accordance with the Bylaws. Other meetings may be called for as provided for in the Bylaws of the Association.

ARTICLE VIII. AMENDMENTS

Amendments to this Constitution may be proposed by the Board or by written petition signed by 15 voting members or 10% of the membership of the Association, whichever is less. All such petitions shall be submitted by the Association Secretary. The Secretary shall draft a proposed amendment in accordance with the intent of the petition and shall give written notice of same to the membership at least 21 days prior to the meeting at which it is to be discussed. The proposed amendment shall be discussed at any annual or special meeting and may be amended by a majority vote at said meeting. Any proposed amendment to this Constitution shall then be voted upon by letter ballot. Ballots shall be counted no sooner than 21 days after mailing by the Secretary. The Secretary shall notify the membership of the results.

For adoption of any amendment to the Constitution, two-thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall become effective 10 days after counting of ballots.

At any annual or special meeting attended by at least 35 voting members or one third of the voting membership, whichever is less, the membership, by a two-thirds vote of the voting members present, may amend the Bylaws in conformity with the Constitution, provided that written notice of such shall have been made to each member of the Association at least 21 days prior to the meeting at which action thereon is to be taken.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the Association, the Board shall after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association to such organization or organizations operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

ARTICLE X. PARLIAMENTARY LAW

In all questions involving parliamentary procedure, including election procedures not covered by the Bylaws of the Association or established by the Board, Robert's Rules of Order (Revised) shall be considered the governing authority.

ARTICLE XI. ASSOCIATION RECORDS AND REPORTS

- 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, and open to inspection at all reasonable times.
- b. The minutes of the Board and membership meetings and the membership register shall be kept on file at a location selected by the Board 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 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.
- d. All existing and future copyrights will be in the name of the Association and any royalties will accrue to the Association, not individual members of the Association or any other parties.

ARTICLE XII. ASSOCIATION EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (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.

ARTICLE XIII. SAVING CLAUSE

Should any provisions of the Constitution or Bylaws of this Association, or the application thereof to any person or circumstance be held invalid, then the remainder of the same or the application of such provision to other circumstances shall not be affected thereby.