

# **Amended and Restated Bylaws of the Utah Floodplain and Stormwater Management Association**

## **Article 1 - Name**

This organization is called the Utah Floodplain and Stormwater Management Association (the “Association”). The Association is a Utah nonprofit corporation.

## **Article 2 - Purpose**

The Association was founded by professionals interested in and responsible to promote proper floodplain and stormwater management in the State of Utah. The purposes of the Association include:

- Promote public awareness of proper floodplain and stormwater management;
- Promote the educating, training, and networking of individuals involved with floodplain and stormwater management;
- Explore issues pertinent to and necessary for the effective implementation of floodplain and stormwater management matters and support needed changes;
- Promote communication and cooperation with local, state, and federal agencies involved with floodplain and stormwater management;
- Develop partnerships with other professional associations, environmental associations, and the development community to further promote proper floodplain and stormwater management; and,
- Encourage technical assistance and mutual aid between jurisdictions to address floodplain and stormwater management and flood disaster needs.

## **Article 3 - Membership**

Membership in the Association is open to all persons involved in floodplain and stormwater management and related disciplines. Persons must be current on their annual dues to retain membership status. The membership of any member who is delinquent in payment is automatically terminated.

## **Article 4 - Dues**

The Board of Directors shall set the annual dues of the Association. Dues are due no later than November 1<sup>st</sup> of each year. The Treasurer will be responsible for sending out notices and collecting dues.

## **Article 5 - Voting and Elections**

Every member of the Association shall be entitled to one vote. For elections of the Board of Directors pursuant to Article 9, each member shall have one vote for each vacancy to be filled.

Elections of the Board of Directors shall be held at the annual meeting of the Association or at a special meeting of the members called for that purpose. Each member present is entitled to one vote. Voting by proxy is not permitted. The nominating period shall commence no earlier than thirty (30) days prior to the election. The Secretary shall accept nominations and present the list of qualified nominations to the membership at the meeting. Upon certification of the results of the election, the management of the Association shall be assumed immediately by the newly elected Board of Directors.

#### **Article 6 - Board of Directors**

The Board of Directors, excluding ex officio members, shall consist of no less than five (5) and no more than fifteen (15) directors. Each director shall hold office for a three (3) year term, unless he or she is removed or resigns in accordance with the provisions of these Bylaws. The Board of Directors shall be elected as provided in Article 5. Only members of the Association may serve on the Board of Directors. Nothing herein shall preclude members of the Board of Directors from being elected to successive terms.

Directors may be removed with or without cause at any time by vote of a majority of the Board of Directors at any meeting duly called for that purpose. A director may be removed from office if such member is absent for three (3) consecutive meetings. Vacancies may be filled by the Board of Directors at any regular or special meeting of the Board of Directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office. A director may resign at any time. A resignation shall become effective upon its receipt by the Board of Directors.

Directors shall not be paid or compensated for their service as directors, except that they may be reimbursed for expenses incurred on behalf of the Association.

The Board of Directors shall meet at times as directed by the Chairman.

#### **Article 7 - Officers**

The Board of Directors shall elect the following officers of the Association: Chairman, Vice-Chairman, Secretary and Treasurer. The terms of office for Chairman, Vice-Chairman, Secretary and Treasurer shall be for a period of one (1) year or until a new Board is elected at the next annual meeting. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Nothing herein shall preclude officers from being elected to successive terms.

#### **Article 8 - Duties of the Officers**

The Chairman of the Board of Directors shall be the principal executive officer of the Association and shall manage and control the affairs of the Association. The Chairman shall preside over and conduct all meetings of the Association and the Board. The Chairman shall sign and execute any agreements or other contracts which have been duly approved by a majority of the Board of Directors. The Chairman shall appoint an officer to fill a temporary absence of the Secretary or Treasurer.

The Vice-Chairman shall serve as the Chairman of the Association if the Chairman is unable or unwilling to serve. During such time, they shall have all of the powers of and be limited by the constraints upon the Chairman.

The Secretary shall keep the minutes of the general membership meetings, as well as those of the meeting of the Board of Directors. The Secretary shall ensure that all notices required by these by-laws or by state law are made. They shall keep a roll of the membership.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever; deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board and, in general, perform all duties incidental to the office of Treasurer and such assigned duties by the Board of Directors. The Treasurer will maintain a General Ledger and record all transactions therein. This ledger will be available for inspection at all times during business hours.

All upcoming and past expenditures will be reviewed and approved at each Board meeting. All financial accounts of the Association shall bear the name of the Treasurer and at least one other Board member.

#### **Article 9 - Meeting and Quorum**

There shall be an annual meeting of the members of the Association. Notice of the annual meeting, stating the date, time and location shall be delivered not less than ten (10) days before the date of the meeting, either personally, by mail, or e-mail, by or at the direction of the Chairman or Secretary or officer calling the meeting, to each member of record entitled to vote. The Board of Directors shall meet just prior to the annual meeting to discuss the business and affairs of the Association, propose policies and develop an agenda for the annual meeting. Attendance of ten percent (10%) or more of the active members shall constitute a quorum.

i. Meetings of the Board of Directors may be called by the Chairman with at least ten (10) days' notice. A regular meeting of the Board of Directors shall be held, without other notice than this Bylaw, immediately prior to and at the same place as the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Utah, for the holding of additional regular meetings without other notice than such resolution.

At any meeting of the Board of Directors, a quorum shall consist of one half (1/2) of the then serving directors.

ii. Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

#### **Article 10 - Parliamentary Authority**

All meetings of the Board of Directors and all general membership meetings shall generally follow Roberts' Rules of Order.

**Article 11 - Indemnification**

To the fullest extent permitted under § 16-6a-901, et. seq. of the Utah Revised Nonprofit Corporation Act, as amended, or pursuant to any successor statute with similar effect, no director or officer of the Association shall be personally liable to the Association or its members for civil claims arising from acts or omissions made in the performance of his or her duties as a director or officer. Any repeal or modification of the foregoing sentence by the Association shall not adversely affect any right or protection of a director or officer of the Association existing at the time of such repeal or modification.

**Article 12 - Amendments**

The Bylaws of the Association may be amended by the Board of Directors or by a vote of two-thirds (2/3) of the votes at an annual meeting of members. Any proposed amendment to be adopted by the members must be circulated to the active members no less than thirty (30) days prior to the annual meeting at which a vote is to be taken.

Proposed amendments from the floor during the annual meeting of members may be adopted by a vote of seventy-five percent (75%) of the membership present without a thirty (30) day notice.

These Amended and Restated Bylaws shall be in force and effect from and after their adoption by the Board of Directors of the Association.

**Approved by the Association and signed by the Chairman on October 23, 2019.**

Randy Wahlen, Chairman



ATTEST:

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\_\_\_\_\_, Secretary