

BYLAWS OF THE RHODE ISLAND FLOOD MITIGATION ASSOCIATION, INC.

Last updated Spring 2021

ARTICLE I. Membership

The Membership of the Rhode Island Flood Mitigation Association (Association) shall be as hereinafter set forth.

SECTION 1. Members - Membership in the Association shall be comprised of individuals and organizations interested in furthering floodplain management in the State of Rhode Island and the New England region. There are three classifications of members.

INDIVIDUAL - Members are public or private professionals interested in the management of floodplains, the coastal zone, watersheds, wetlands, water resources, and stormwater in addition to other related disciplines.

ORGANIZATIONAL- Entities wishing to provide *additional* support for the Association and its activities may become an organizational member of the organization. Depending upon the membership level, one to three INDIVIDUAL memberships, to be designated by the organization, will be included.

STUDENT - Members are registered full- or part-time students interested in floodplain management and related fields.

SECTION 2. Only INDIVIDUAL members of the Association are full voting members.

SECTION 3. The Board of Directors may modify the membership categories as deemed necessary. The Board shall establish dues for the membership categories as well as fees and charges for other services, materials and activities. Dues are payable on or before the Annual Membership Meeting.

SECTION 4. The Association shall contact any member delinquent in payment of annual dues as soon as possible upon discovery of non-payment and provide them sixty (60) days from date of contact to submit payment before canceling their membership.

SECTION 5. The Association Treasurer or Vice-Treasurer, with assistance from members of the Membership Committee as needed, will be responsible for sending out member renewal notices and collecting dues.

ARTICLE II. Meeting of the Membership

SECTION 1. Annual Meeting - The annual meeting of the Association shall be held in accordance with the Constitution and Bylaws and shall include nominations and election of a members to open Board of Directors position for the coming term; may establish policy by resolution; may consider and revise proposed amendments to the Constitution and/or Bylaws 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 Annual Meetings - Notice of annual meetings should be provided to members not less than 14 days before such meeting to include the day and time.

ARTICLE III. Board of Directors

SECTION 1. The purpose for which the Association is 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 and Members at Large of the Association. In furtherance of the purpose of the Association, the Board may establish and appoint committees and delegate authority.

- a) **Term** – Effective with the election of the Board of Directors at the 2017 annual meeting, Board members will serve a two-year term.
- b) **Quorum** – A quorum consists of the participation of a majority of members of the Board of Directors in person or electronically, including any one Officer among the Chair, Vice-Chair, Treasurer, Vice-Treasurer, or Secretary.
- c) **Regular Meetings of the Board of Directors** – No less than six (6) meetings of the Board of Directors shall be held during a twelve-month time period at such time and location that the Board may prescribe. It shall be permissible for the Board to conduct meetings electronically or by conference call.
- d) **Special Meetings of the Board of Directors** – Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by a majority of the Board. A call for such a special meeting shall specify the purpose, time and location of the meeting. It shall be permissible for the Board to conduct a special meeting electronically or by conference call.
- e) **Notice of Special Meetings** – Notice of the purpose, time and date of special meetings of the Board should be e-mailed or phoned to each member of the Board of Directors with adequate lead time to review the proposed agenda.

SECTION 2. Directors and their Duties:

- a) **Enumeration of Officers** – The Officers of the Association shall be Chair, Vice-Chair, Treasurer, Vice-Treasurer, and Secretary. Officers must be members of the Association in good standing.
- b) **Election of the Board of Directors** – The election of the Board of Directors shall be by a majority of all votes cast. The Board of Directors must be members of the Association in good standing.
- c) **Term** – The term is for two years unless the Director shall sooner resign, or shall be removed or otherwise be disqualified to serve.
- d) **Resignation and Removal** – At any meeting of the Board of Directors with respect to which notice of such purpose has been given and a quorum is present, any Director may be removed from the Board with justifiable cause by the vote of two-thirds of all of the Directors **present at the meeting and voting**. Any Director being considered for removal from the Board shall be afforded the opportunity at the meeting to present a defense, or if so requested, to answer questions. Cause for removal shall include but not be limited to the failure of the Director to personally attend in any consecutive twelve-month period at least one meeting of the Board (including any special called meetings) or annual membership meetings where the Board officially meets to conduct business of the Association. For purposes of this subsection, the initial “twelve-month period” shall begin on the date the person assumed the duties of Director. Attendance by proxy at a Board meeting shall not be construed as attendance for purposes of this subsection. A vote cast electronically or by telephone on a matter taken up by the Board electronically or by telephone shall not be considered attendance in person for the purposes of this subsection. Any Director 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 any time later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective.
- e) **Vacancies** – A vacancy in any Director position may be filled by appointment by the Board. The Director appointed to such vacancy shall serve for the remainder of the term of the Director he or she replaces.
- f) **Duties** - The duties of the Officers are as follows:
 - **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.

- **Vice-Chair** – The Vice-Chair shall act in the place and stead of the Chair in the event of his/her absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Chair by the Board. The Vice-Chair or their designee shall arrange the location and time for Board meetings and shall organize such meetings.
- **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 also perform such other services as the Board may require from time to time. The Treasurer or Vice-Treasurer will also serve on the membership conference planning committees. The treasurer shall provide quarterly finance reports and an annual report to the Board of Directors.
- **Vice-Treasurer** – The Vice-Treasurer shall assist the Treasurer in the performance of his/her duties as needed.
- **Secretary** – The Secretary shall record the votes and keep and provide the minutes of all meetings and proceedings of the Board and the general membership of the Association, keep appropriate current records showing the members of the Association together with their contact information, and shall perform such other duties as required by the Board. The Secretary shall prepare notices of all meetings of the Board and General Membership.
- **Members at Large (4 or 6)**- The Members at Large shall serve as subject experts and assist the Board with duties as needed.

Commented [1]: Propose to increase Members at Large to 6 or 8

SECTION 3. 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. In lieu of a called meeting, certain activities as deemed appropriate by the Board may be voted on by email ballot. The Secretary shall be responsible for distributing ballots and tallying votes.

ARTICLE IV. Association Records and Reports

SECTION 1. Inspection Records.

- a) The original Constitution and Bylaws, 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 by 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 recommend amendments to the Bylaws in conformity with the Constitution, provided that written notice of such shall have been made to each Board member at least twenty-one (21) days prior to the meeting at which action thereon is to be taken. Amendments may also be submitted by written or electronic petition signed by fifteen (15) voting members or 10% of the membership of the Association, whichever is less, and submitted to the Secretary 60 days prior to the meeting at which action thereon is to be taken. The Bylaws may then be amended by a majority vote of the members present and voting at the annual meeting. Any conflict between the Articles of Incorporation and these Bylaws shall be determined by the provisions of this Article.

A Constitution and Bylaws committee shall be formed at least every fifth year, beginning in year 2026, or more frequently as deemed necessary, to conduct a thorough review of the Constitution and Bylaws and provide a report to the Board.

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 shall be attested by the Secretary or Treasurer, unless the Board of Directors shall adopt a special resolution in a particular situation which designates a different procedure for their execution.

SECTION 2. Signing of Checks and Notes

Checks, notes, drafts, and demands for money that have been previously approved for expenditure in the annual budget or by resolution shall be signed by the Treasurer. Checks, notes, drafts, and demands for money which do not have previous approval as noted above shall be approved by the Chair prior to signature. In the event of the Treasurer's absence, or inability or refusal to act, the signature of the Chair or Vice-Treasurer shall be allowed.

I certify that the foregoing Bylaws of the RHODE ISLAND FLOOD MITIGATION ASSOCIATION, a nonprofit organization, were duly adopted on

Date

Secretary

Chair