

B Y L A W S

O F

ALABAMA ASSOCIATION OF FLOODPLAIN MANAGERS, INC.

(An Alabama Nonprofit Corporation)

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**BYLAWS  
OF  
ALABAMA ASSOCIATION OF FLOODPLAIN MANAGERS, INC.  
(an Alabama Nonprofit Corporation)**

**ARTICLE I**

**NAME**

The name of the corporation is ALABAMA ASSOCIATION OF FLOODPLAIN MANAGERS, INC. (the "Corporation").

**ARTICLE II**

**OFFICES**

The principal office of the Corporation in the State of Alabama shall be located at 100 Cedar Cove Drive, Pelham, Alabama 35124 in Shelby County, Alabama or at such other place as shall be lawfully designated by the Board of Directors of the Corporation (the "Board"). The corporation may have such other offices, either within and without the State of Alabama, as the Board may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE III**

**PURPOSES**

The purposes of this Corporation shall be provided in its Articles of Incorporation (the "Articles"). The aims of this Corporation are to be carried out through any and all lawful activities, including others not specifically stated in the Articles but incidental to the stated aims and purposes, both directly and through contributions to any other corporation, trust, fund, or foundation whose purposes are religious, charitable, scientific, or educational; provided, that any such activity or contribution shall conform to any limitations or restrictions set forth in the Articles or which are imposed on corporations described in the Internal Revenue Code of 1986 (the "Code"), and under section 170, or are exempt from tax pursuant to section 501(c)(3). This restriction as to activities or contributions shall apply under the authority of any amendment to the Articles, the Code, or sections 170 or 501(c)(3) of the Code, or a successor to the Code or sections 170 or 501(c)(3).

## ARTICLE IV

### DIRECTORS

#### Section 4.1 General Power

The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board shall (1) manage the property of the Corporation, (2) formulate, adopt and administer policy, (3) implement the purposes of the Corporation, (4) approve all presidential committee appointments, accept reports from committees and (5) adopt rules and regulations for the conduct of its business and the business of the Corporation as it deems advisable. The Directors of the Corporation, as such, shall not be liable for obligations of the Corporation.

#### Section 4.2 Qualifications

Directors must be individual members, natural persons who are of legal age and residents of the State of Alabama.

#### Section 4.3 Number & Composition

The number of Directors of the Corporation shall be Eight (8). The number of Directors may be increased or decreased from time to time by amendment to these Bylaws, so long as the legal requirement is met that there be no fewer than Three (3) Directors. No decrease in number shall have the effect of shortening the term of any incumbent Directors. The Officers of the Corporation shall be members of the Board of Directors. In addition, there shall be one director from each geographical district of the Corporation, and one Director at-large representing the State of Alabama, being either the State NFIP Coordinator or his/her designee. The immediate past president shall be an ex officio member of the Board of Directors. In addition, any Association member who holds elective office in the Association of State Floodplain Managers (ASFPM) shall serve as an ex-officio, non-voting member of the Board of Directors.

#### Section 4.4 Term of Directors

Directors shall be elected for terms of One (1) year and shall be eligible to succeed themselves. Each Director shall hold office for the term to which he is elected and thereafter until his successor shall have been elected and qualified.

#### Section 4.5 Vacancies in Board

A vacancy occurring in the Board for any reason need not be filled unless the remaining Directors are fewer in number than that required by law or the Articles; any vacancy may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his

predecessor in office or, if such vacancy occurs by reason of an increase in the number of Directors, for a term of office continuing only until the next election of Directors.

#### Section 4.6    Resignation

Any Director may resign at any time by giving written notice to the President, the Secretary, or the Board. Such resignation shall take effect at the time specified in the notice or, if no time is specified, at the time of acceptance by the Board.

#### Section 4.7    Removal

Any Director may be removed only as provided in the Articles.

#### Section 4.8.    Executive Committee

The Corporation shall have an Executive Committee which shall be comprised of the President, Vice-President, and Secretary/Treasurer. The immediate past President will be an ex-officio member of the Executive committee. The President may designate One (1) or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee.

The executive committee shall have and exercise all powers and authority granted by the Board of Directors, provided, however, that the Executive Committee shall not have the authority of the Board in reference to: amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the articles of incorporation, restating the articles of incorporation, adopting a plan of merger, or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any action or resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The Executive Committee may handle urgent business of the Corporation when it is not possible or practical to convene a meeting of the Board. Any such action taken by the Executive Committee is subject to the affirmation of the Board of Directors at its next meeting whenever possible.

The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law. So far as applicable, the provisions of law and these Bylaws relating to the calling and conduct of meetings and any other activities of the Board shall likewise govern the Executive committee.

## ARTICLE V

### DIRECTOR MEETINGS

#### Section 5.1 Meetings of Board

The Board shall hold regular meetings at least twice annually or more often as the Board may decide. The Board shall meet to organize and transact such business as may be necessary at the conclusion of the Annual meeting of the Members of the Corporation. By resolution, the Board may establish the day and hour of any regular meeting of the Board to be held between annual meetings. Special meetings of the Board may be called at any time by the President or upon petition by five (5) members of the Board. In case of an emergency, the President may initiate an emergency meeting of the Board of Directors for the purpose of transacting urgent business.

#### Section 5.2 Place of Meetings

Meetings of the Board shall be held at any place, either within or without the State of Alabama, that the Board may from time to time appoint by resolution. If no such resolution is in force, the meeting shall be held at the place designated in the notice of the meeting. In the absence of such designation, the meeting shall be held at the principal office of the Corporation.

#### Section 5.3 Notice Requirements

Notice of any meeting, setting forth the place, day, and hour of the meeting, shall be given to each Director, by any usual means of communication, not less than Ten (10) days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice of such meeting. In case of emergency, the President may waive the Ten (10) day notice requirement.

#### Section 5.4 Waiver of Notice

Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice in writing, signed by the Director entitled to the notice, whether signed before or after the time stated in the waiver, shall be equivalent to the giving of such notice.

#### Section 5.5 Quorum

At all meetings of the Board, a simple majority of the number of Directors fixed by these bylaws shall constitute a quorum for the transaction of business. Except with respect to indemnification proceedings, common or interested Directors may always be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves, or



ratifies a transaction of the Corporation. When a quorum is once present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken.

#### Section 5.6 Voting

Each Director shall be entitled to One (1) vote on each matter presented to the Board for a vote. The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board.

#### Section 5.7 Presumption of Assent

A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the secretary of the meeting before the adjournment of the meeting, or shall forward such dissent by registered or certified mail or personal delivery to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. A Director who is absent from a meeting of the Board at which such action is taken shall be presumed to have concurred in the action unless he shall deliver or send by registered or certified mail his dissent to such action to the secretary of the Corporation or shall cause such dissent to be filed with the minutes of the proceedings of the Board or committee within Ten (10) days of the date of the meeting at which such action was taken. Any expression of dissent which is not registered at the time a vote of the Board is taken on any matter shall not act to alter the action taken by the Board on such matter.

#### Section 5.8 Action by Consent

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors. Such consent shall have the same force and effect as a unanimous vote of the Directors.

#### Section 5.9 Telephone Meeting Allowed

Members of the Board may participate in meetings of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## ARTICLE VI

### FINANCES AND EXPENSES

#### Section 6.1 Annual Dues

There shall be annual dues for individual members, associate members, retiree members, student members and corporate sponsors. There shall be no dues for Honorary members. The amount of the dues shall be determined by the Board of Directors. Annual dues shall be due and payable on or before the 1<sup>st</sup> day of each year. Any member or sponsor that fails to pay their respective dues by March 1 of each year shall be terminated from membership in the Corporation.

#### Section 6.2 Expenses & Compensation.

The actual expenses for travel, food and lodging incurred by officers, directors and members of Association committees attending any meetings of the Board of Directors and committees of the Association not held in conjunction with a summer or winter meeting shall be reimbursed by the Association.

The actual expenses for registration, travel, food and lodging of the President to attend the national conference of the Association of State Floodplain Managers (ASFPM) shall be paid by the Association.

The expenses for any Director acting in any official capacity as representative of the Association at other meetings or conferences shall be approved in advance by the Board of Directors.

Directors, as such, shall receive no compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated Officers of the Corporation. Nothing herein shall preclude a Director from serving the Corporation in any other capacity and receiving reasonable compensation for such services. The Corporation shall make no loans of money or property to any Director.

## ARTICLE VII

### OFFICERS

#### Section 7.1 Titles of Officers

The Corporation shall have a President, a Vice President, a Secretary/Treasurer and such other Officers and Assistant Officers as may be deemed necessary by the Board. One person may

be elected to more than one office, except that the offices of President and Secretary may not be held by the same person.

## Section 7.2 Elections

### Section 7.2.a Date of Elections

All Officers shall be elected at the first annual meeting of the Corporation Thereafter, officers will be elected by mail or e-mail ballot prior to the annual meeting of the Association. Officers shall assume official duties at the beginning of the Calender year following their election.

### Section 7.2.b. Report of Nominating Committee

The Nominating Committee hereinafter established shall prepare a report naming at least one candidate for the offices of President, Vice-President and Secretary-Treasurer. The committee shall furnish a copy of its report to the Board of Directors not less than sixty (60) days prior to the annual meeting along with the written consent of the candidates for nomination.

Members may submit recommendations for nomination along with the written consent of the nominee for consideration by the Nominating Committee as a candidate for office not less than ninety (90) days prior to the annual meeting.

Voting where more than one candidate is nominated for a position will be conducted by mail or by e-mail ballot sent to the membership not less than thirty (30) days in advance of the annual meeting specifying return date required. The Nominating Committee will meet at the winter conference prior to the annual meeting to tally the votes and notify the Board of Directors of the results which will be announced at the annual meeting. In case of a tie vote, a special election will be held at the winter conference.

## Section 7.3 Term of Office

The Officers of the Corporation shall be elected for terms of One (1) year and shall be eligible to succeed themselves for one additional term, with the exception of the office of Secretary/Treasurer which shall have no limits of succession. Each Officer shall hold office for the term to which he is elected and thereafter until his successor shall have been elected and qualified.

## Section 7.4 Removal

Any Officer may be removed by the vote of the Board whenever in the Board's judgment the best interests of the Corporation will be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed. Election of an Officer shall not of itself create contract rights.

## Section 7.5 Vacancies

A vacancy in any office, regardless of the reason for such vacancy, may be filled by the Board; provided, however, that the Vice President shall succeed the President in the event of a vacancy in the office of President. The successor officer shall serve the remainder of the term of such office.

## Section 7.6 Duties

The duties of the Officers of the Corporation shall be as set forth in this section and as may from time to time be established by the Board. The Officers of the Corporation, as such, shall not be liable for obligations of the Corporation. All officers shall be residents of the State of Alabama and an individual member in good standing of the Corporation.

- (a) President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Association, Board of Directors, Executive and Membership committees. He shall have custody of the Treasurer's bond, if any is required. He shall be a member of the Board and an ex officio member of all committees by virtue of his office except the Nominating Committee. The President shall appoint all standing and special committees subject to the approval of the Board of Directors. The President shall authorize the signing of all contracts not specifically requiring the President's signature. The President shall appoint delegates to represent the Association at meetings of other associations, agencies and committees. The President shall serve as a member of the Executive Committee. The President shall perform such other duties as may be prescribed by these bylaws, the Association membership and the Board of Directors.
- (b) Vice President. The Vice President shall act in stead of the President in the event of the absence or refusal or inability to act of the President. In the event that the office of President shall be vacant, the Vice President shall assume and discharge pro tempore the powers and duties of the President. The Vice President shall have no authority, by virtue of his office, to bind the Corporation in any respect. The Vice President shall serve as a member of the Executive Committee. The Vice-President shall perform such other duties as may be prescribed by these bylaws, the Association membership and the Board of Directors.
- (c) Treasurer. The Treasurer shall be the chief executive fiscal officer of the Corporation. He shall, when and if required by the Board, give bond for the faithful performance of the duties of his office in such form, in such sum, and with such sureties as the Board shall require. The Treasurer shall have responsibility for the care, custody, collection, and disbursement of the

funds, securities, and valuable papers of the Corporation, except his own bond if any is required and except records and documents required by vote of the Board or by these Bylaws to be controlled by some other person. Subject to the direction and control of the Board of Directors, he shall have general charge of the financial affairs of the Corporation. The Treasurer shall have no authority, by virtue of his office, to bind the Corporation in any respect.

The Treasurer shall as often as the Board shall direct, but at least annually, render or cause to be rendered a written account of the finances of the Corporation, which account shall become a part of the minutes of the meeting at which it was rendered. The Treasurer shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for the payment of money to the Corporation. He shall maintain books of account of Corporation financial matters, which shall be the property of the Corporation and open to inspection at all reasonable time by the Board and shall send all notices and conduct all correspondence relating to financial matters of the Corporation. If at any time the Treasurer is absent or unable to serve, all of the powers given to the Treasurer by these Bylaws shall inure to the President. The President may, within his discretion, delegate the performance of these duties and the exercise of the Treasurer's powers. The Treasurer shall perform such other duties as may be prescribed by these bylaws, the Association membership and the Board of Directors.

- (d) Secretary. The Secretary shall record the votes of all meetings and proceedings of the Board of Directors and the Corporation. The Secretary shall keep or cause to be kept in an easily accessible format a true and accurate record of the meetings of the Board and the Corporation. He shall ensure that such record is at all reasonable times available for inspection by any Officer or Director. He shall serve all notices as directed by these Bylaws or as directed by the proper Officers of the Corporation if not provided by these Bylaws. He shall deliver to the Board or the appropriate Officers any communications received by him. All books and records, other than fiscal records of the Corporation, shall be in the custody of the Secretary, including but not limited to the minute books, the Articles of Incorporation, and an attested copy of the Bylaws with marginal references to all amendments thereto. In the absence of the Secretary from any meeting, a Secretary Pro Tempore shall be appointed by the President to keep the minutes thereof. The Secretary shall have no authority, by virtue of his office, to bind the Corporation in any respect. The Secretary shall perform such other duties as may be prescribed by these bylaws, the Association membership and the Board of Directors.

It is anticipated that the Secretary and Treasurer shall be one and the same person until such time it is determined by the Board of Directors that the Office of Secretary/Treasurer shall be split into two (2) offices.

## ARTICLE VIII

### MEMBERS

#### Section 8.1 Qualifications

The membership shall consist of five classes: Individual, Associate, Retiree, Student and Honorary. Any person may become a member upon application upon the prescribed application form, approval by the Board of Directors, and payment of membership dues. Membership thereafter shall continue upon payment of annual membership dues and application upon the prescribed application form for renewal of membership.

##### Section 8.1.a. Individual Members

Any local, state or federal employee, contract employee or governmental official currently involved in floodplain administration, management and flood damage prevention or abatement shall be granted membership by the Board of Directors upon payment of the annual membership dues. Individual members are eligible to vote, serve on committees and hold elective office.

##### Section 8.1.b. Associate Members

Any person interested or involved in floodplain management and floodplain damage prevention or abatement shall be eligible for associate membership. Associate members are eligible to vote and serve on committees. Associate members can not hold elective office.

##### Section 8.1.c. Retiree Members.

Any retired individual member of the Association shall be eligible for retiree membership. Retired members are eligible to serve on committees. Retired members can not vote or hold elective office.

##### Section 8.1.d. Student Members.

Any student of a college or university located in the State of Alabama shall be eligible for Student membership. Student members are eligible to serve on committees. Student members can not vote or hold elective office.

Section 8.1.e. Honorary Members.

Any person who, in the opinion of the Board of Directors has rendered distinguished service to the cause of floodplain management in Alabama shall be eligible for honorary membership. Honorary members shall be elected by the Board of Directors. Honorary members shall not be eligible to vote, hold elective office or serve on committees.

Section 8.1.f. Corporate Sponsors.

Any organization or company, including but not limited to, engineering, architecture, surveying, environmental, planning, software, construction or flood mitigation, interested in floodplain management or administration and/or flood damage prevention and abatement may apply for membership as a corporate sponsor. The sponsorship shall become effective upon approval of said application by the Board of Directors and payment of annual dues.

Section 8.2 Meetings of Members

The members shall hold two regular meetings at such time and place as may be designated by the Board of Directors. One such meeting shall be held in the Summer and the Annual business meeting for the election of officers shall be held in the Winter. The notice of the winter meeting shall designate the meeting as an annual meeting. Special meetings of the members may be called by the President, the Board, or not less than one-third (1/3) of all members entitled to vote at such a meeting.

Section 8.3 Place of Meetings

Member meetings may be held at any place, either within or without the State of Alabama, as may have been designated in the notice of the meeting.

Section 8.4 Notice Requirements

Written notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than Thirty (30) nor more than Fifty (50) days before the date of the meeting by or at the direction of the President or the Secretary, or other officers or persons calling the meeting, to each member entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 8.5 Waiver of Notice

Attendance of a member at a meeting shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice in

writing, signed by the member entitled to the notice, whether signed before or after the time stated in the waiver, shall be equivalent to the giving of such notice.

#### Section 8.6 Quorum

One-tenth (1/10) of the members entitled to vote at the meeting, either present in person or represented by duly executed proxy, shall constitute a quorum at a meeting of the members. Any interested party member may be counted in determining whether a quorum of members is present at a meeting of members which ratifies or approves a transaction of the Corporation. When a quorum is once present when a meeting is convened, the members present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum as fixed above, or the refusal of any member present to vote. A meeting may be adjourned despite the absence of a quorum. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

#### Section 8.7 Voting

Every Individual and Associate member of record shall be entitled to One (1) vote on each matter submitted to a vote of members. There shall be no cumulative voting. A member entitled to vote may vote in person or may vote by proxy executed in writing by the member, or by his duly authorized attorney-in-fact. No proxy shall be valid after Eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Except as provided in these Bylaws for the election of Directors and as otherwise required by law, a majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for action to be taken on any matter submitted to a vote of members.

### ARTICLE IX

#### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

##### Section 9.1 Authorization

The Board may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or agent of the Corporation in such manner as shall from time to time be determined by resolution of the Board.



## Section 9.2 Funds

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any Officer or agent of the Corporation to whom such power may be delegated by the Board.

## Section 9.3 Acceptance of Gifts

The Board, or any officer or agent of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## Section 9.4 Bond

At the direction of the Directors, any Officer, employee, or agent of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

# ARTICLE X

## MISCELLANEOUS

## Section 10.1 Seal

The Corporation may have a corporate seal which may be altered at pleasure, but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect the character, validity, or legal effect of the instrument in any respect.

## Section 10.2 Indemnification

The Corporation shall indemnify Officers, Directors, and other persons as permitted by Ala. Code § 10-3A-20(14), or any successor provision.

## Section 10.3 Gender and Number

In construing the provisions of these Bylaws, feminine pronouns shall be substituted for those masculine in form, and plural terms shall be substituted for singular and singular for plural, any place in which the context so requires.

## Section 10.4 Captions

The captions in these Bylaws are inserted for the convenience of the reader only, and are not a part of these Bylaws.

## ARTICLE XI

### AMENDMENT

#### Section 11.1 Adoption

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the two-thirds 2/3 vote of the annual membership present at the annual meeting of the Corporation. The resulting Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles. Any amendment of the Articles inconsistent with these Bylaws shall operate to amend the Bylaws pro tanto, and those Bylaws or parts of Bylaws which merely summarize or restate the provisions of the Articles or the provisions of the Alabama Nonprofit Corporation Act or other law applicable to the Corporation shall be operative with respect to the Corporation only so far as they are descriptive of the applicable law and of the Articles as amended.

#### Section 11.2 Proposed Amendments

Proposed amendments to the bylaws shall be submitted through the President to the Board of Directors at least sixty (60) days prior to the date of the Annual meeting and shall be submitted to all active members of the Corporation at least thirty (30) days prior to the annual meeting.

## ARTICLE XII

### DISTRICTS

#### Section 12.1 Districts defined

The State of Alabama will be divided into four geographic regional districts in the following manner:

**District 1** will be composed of the following counties, to wit: Lauderdale, Limestone, Madison, Jackson, Colbert, Franklin, Lawrence, Morgan, Marshall, DeKalb, Marion, Winston, Cullman, Blount, Etowah and Cherokee.

**District 2** will be composed of the following Counties, to-wit: Lamar, Pickens, Fayette, Tuscaloosa, Jefferson, St. Clair, Calhoun, Walker and Cleburne.

**District 3** will be composed of the following counties, to-wit: Shelby, Talladega, Clay, Randolph, Bibb, Chilton, Coosa, Tallapoosa, Chambers, Sumter, Greene, Hale, Perry, Autauga, Elmore, Macon, Lee, Russell, Choctaw, Marengo, Dallas, Wilcox, Lowndes, Montgomery and Bullock.

**District 4** will be composed of the following counties, to-wit: Clarke, Monroe, Conecuh, Butler, Crenshaw, Pike, Barbour, Mobile, Baldwin, Escambia, Covington, Coffee, Dale, Geneva, Houston, Henry and Washington.

Section 12.2 **Board of Directors assistance**

The Board of Directors may provide for the organization and governance of regional divisions of the Corporation. The Board may authorize the use of Corporation funds to assist in financing district activities. It may modify the boundaries any district so created or terminate its existence.

Section 12.3 **District Officers/Directors**

Each District may elect such officers as it deems proper for the operation of the district and shall conduct meetings dealing with business matters, including the election of a representative of that District on the Board of Directors of the Corporation.

Section 12.4 **Elections of District Directors**

Any active association member can nominate another active member or themselves for District Director. Nominations shall be made in writing to the Chairman of the Nominating Committee not less than ninety (90) days prior to the annual meeting of the year in which the election is held. The nominating committee shall inform the district membership of the nominees and shall prepare a ballot with all eligible nominees. If only one nomination is received, the nominee will become the District Director, and the President of the Corporation will notify the District. If more than one nomination is received, voting will be conducted by mail or e-mail ballot sent to the district membership not less than thirty (30) days prior to the annual meeting specifying the return date required.

If no candidate receives a majority of the votes, a special election will be held at the winter conference. Only active Association members of the affected district shall be eligible to cast votes.

Section 12.5 **Term of Office**

The Directors from their respective geographical districts shall be elected as provided in this Article, except for the Director At-Large representing the state of Alabama who shall be selected by the State NFIP Coordinator. The District Directors shall assume official duties at the conclusion of the final session of the annual conference following their election. District Directors shall hold office for a period of two years or until their successors shall have been duly elected. An individual may not be elected as a District Director for more than two successive terms. The Director-At-Large is not limited as to length of service.

No person shall be eligible for election or selection unless an individual is a member of the Corporation in good standing.

#### Section 12.6 **Vacancy**

Whenever the office of District Director becomes vacant the President, after consultation with the affected District, may appoint a temporary replacement. The person so appointed shall serve until the next meeting of the District or the next annual meeting, whichever occurs first, at which time an election shall be held for the purpose of naming a permanent Director who shall assume the official duties immediately following the election.

### ARTICLE XIII

#### **COMMITTEES**

#### Section 13.1 **Committees**

The Corporation shall have the following standing committees, to-wit: (1) a nominating committee, (2) program-education committee, (3) membership committee and (4) special committees. No committee shall have the authority of the Board in reference to: amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation; amending the articles of incorporation, restating the articles of incorporation, adopting a plan of merger, or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any action or resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The President may designate One (1) or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each committee, and each member of each committee, shall serve at the pleasure of the Board. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law. So far as applicable, the provisions of law and these Bylaws relating to the calling and conduct of meetings and any other activities of the Board shall likewise govern the committees.

#### Section 13.2 **Nominating Committee**

The Nominating Committee, chaired by the immediate Past President, shall consist of four Association members. The Committee shall meet at a time and place designated by the Chairman, in compliance with Article VII, Section 7.2.b., of these bylaws and shall name at least one

candidate for each office to be filled by election. The Nominating Committee report shall be submitted to the Board of Directors for approval and returned to the Nominating Committee to conduct the election in compliance with Article VII, Section 7.2.b. of these bylaws.

Section 13.3 **Program-Education Committee**

The Program-Education Committee shall be chaired by the Vice President and shall consist of four Association members. The Committee shall select the dates for meetings in compliance with Article VIII, Section 8.2, of these bylaws, arrange for accommodations and meeting rooms at selected sites and plan and schedule education sessions, membership meetings and other associated events of the Corporation.

Section 13.4 **Membership Committee**

The Membership committee shall be chaired by the Secretary-Treasurer and shall consist of four Corporation members. The Membership Committee shall plan and execute a membership recruitment and retention program and assist the Secretary-Treasurer in collection of annual dues.

Section 13.5 **Special Committees**

The President, upon approval by resolution adopted by a majority of the Directors in office, may designate and appoint any other committees as may be determined necessary to carry out the work and purposes of the Corporation.

ARTICLE XIV

**SPECIAL CORPORATE ACTS**

Section 14.1 **Execution of Written Instruments**

The execution of written instruments such as contracts, deeds, documents and other instruments shall be executed by the President or Vice President and shall be attested by the Secretary-Treasurer unless the Board of Directors shall adopt a special resolution in a particular situation, which designates a different procedure for execution.

Section 14.2 **Execution of Checks, Notes, Drafts and Demands for Money**

The Secretary-Treasurer shall sign checks, notes, drafts and demands for money that have been previously approved for expenditure in the annual budget or by resolution. Checks, notes, drafts and demands for money that do not have previous approval as noted above may be approved for up to \$500 with supporting documentation by the President, Vice President and Secretary-Treasurer prior to signature. The Board of Directors must approve amounts exceeding \$500. In

the event of the Secretary-Treasurer's absence, inability or refusal to act, the signatures of the President or the Vice President shall be allowed. The Secretary-Treasurer shall ensure that the President and the Vice President are signatories of the Association's bank accounts.

## ARTICLE XV

### SAVINGS CLAUSE

If any section, subsection, sentence, clause or phrase of these bylaws is for any reason held to be unconstitutional or violative of Section 501(c)(4) of the Code, such decision shall not affect the validity of the remaining portions of this document.

CERTIFIED as a true, accurate and complete copy of the by-laws of ALABAMA ASSOCIATION OF FLOODPLAIN MANAGERS, INC., this \_\_\_\_ day of April, 2008.

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William E. Smith, President