

**CONSTITUTION  
OF THE  
MICHIGAN STORMWATER-FLOODPLAIN ASSOCIATION  
(MSFA)**

PREAMBLE

In order to promote the common interest in storm water and floodplain management, 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 state's storm water and floodplain systems, this body hereby adopts this document as the official Constitution of the Association.

ARTICLE I  
Name

The name of this organization shall be: Michigan Storm Water – Floodplain Association, hereinafter referred to as the Association.

ARTICLE II  
Purpose

The purpose of the Michigan Storm Water – Floodplain Association is the following:

1. To promote public awareness of proper storm water and floodplain management;
2. To promote the professional status of storm water and floodplain management and secure all benefits resulting therefrom;
3. To promote a liaison between individuals concerned with proper storm water and floodplain management and to encourage the exchange of ideas;
4. To keep individuals concerned with proper storm water and floodplain management well informed through educational and professional seminars and to provide a method for dissemination of information, both general and technical;
5. To inform concerned individuals of pending storm water and floodplain legislation and other related storm water and floodplain management matters;
6. To study and support legislation pertinent and necessary to the effective implementation of storm water and floodplain management regulations.

The Association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. No part of the net earnings of the Association shall personally benefit or be distributable to its members, directors, offices, or other private persons, except to recompense for authorized services rendered and to make payments and distribution in furtherance of the will of the Association.

ARTICLE III  
Location

The principal place of business of the Association shall be within the State of Michigan, United States of America.

ARTICLE IV  
Membership

Membership shall be open to all persons who desire to further their knowledge in effective or proper storm water and floodplain management. This includes individuals, elected officials, Federal, State, and local employees, engineers, planners, and consultants. The membership of the Association shall be as set forth in the Bylaws of the Association.

ARTICLE V  
Officers

The Officers of the Association shall be the Chair, Vice-Chair, Secretary, and Treasurer. The Officers shall be elected annually from the Full members of the Association. The responsibilities of office shall be set forth in the Bylaws of the Association.

Nomination for election as an Officer of the Association shall be made from among the full members.

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. The Board of Directors of the Association shall be comprised of the four Association Officers and the Regional Representatives.

The Board of Directors shall execute policy established by the general membership of the Association.

ARTICLE VII  
Meetings

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

ARTICLE VIII  
Amendments

Amendments to this Constitution may be proposed by the Board of Directors or by written petition by any Full member of the Association. All such petitions shall be submitted to 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 scheduled meeting or at a special meeting. The Constitution may be amended by a majority vote at the annual meeting. The Secretary shall notify the membership of the results. An amendment which has been adopted shall become effective 10 days after the annual meeting.

ARTICLE IX  
Dissolution

Upon the dissolution of the Association, the Board of Directors 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 of Directors shall determine.

ARTICLE X  
Parliamentary Law

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

ARTICLE XI  
Association Records and Reports

Inspection of Records

1. The original Constitution 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.
2. 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 upon written demand of any member for any purpose reasonably related to his/her interest as a member.
3. 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/her interest as a member. At the direction of the Board of Directors, the books of account shall be audited prior to the annual meeting.

ARTICLE XII  
Saving Clause

Should any provisions of the Constitution 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.

This Constitution was adopted at a meeting of the general membership held on \_\_\_\_\_ (see below note) \_\_\_\_\_, \_\_\_\_\_.

Certified by:

\_\_\_\_\_  
Secretary

Date: \_\_\_\_\_

### **Amendment to the Association's Constitution**

On March 31, 2004 at the association's annual conference held at the Holiday Inn in Lansing, Michigan the following amendment was presented by the board of directors to the general membership for discussion and for action by majority vote for adoption. The membership passed the amendment as proposed and is hereby adopted into the constitution as presented below:

**Amendment** to Article III, Section 2, Officers and their Duties, of the MSFA bylaws.

Executive Director - The board of directors (board) shall have the authority and duty of searching for, evaluating, selecting, and appointing a person interested in functioning as an Executive Director (Director) for the Michigan Stormwater-Floodplain Association (MSFA). The selection of a person for appointment as the Director shall be made from the general membership of the MSFA and the selected person shall be approved by majority vote of the board. Any appointee to this position will be subject to performance evaluations by the board as deemed necessary to assure that the intended role of the position is satisfactorily fulfilled.

The Director shall serve at the board's pleasure, provide guidance and direction to the MSFA, and oversee the goals and objectives of MSFA activities. Additionally, the Director shall be responsible for assisting the membership with the selection of dates for the annual conference and the selection of the host community. The Director shall oversee MSFA committees and coordinate with the individual committee chairs.

The board shall determine the Director's annual compensation, if any, for carrying out the duties of the position. Any board approved annual compensation shall be reviewed and established annually by the board and shall not exceed 25 percent of the MSFA prior year-end assets.

Operating expenses incurred by the Director shall be reimbursed to the Director and shall be limited to normal and reasonable expenses associated with performing the duties and tasks of the Director's position description on behalf of the MSFA. Special task assignments that are not considered to be within the general duties and responsibilities of the position are eligible for additional compensation. Such compensation shall be based upon negotiations between the Director and the board. The Director is empowered to officially represent the MSFA at all public meetings, conferences, or other related official functions and to act as a liaison with other associations, organizations, federal and state agencies, the private business sector, and the general public.

**Note:** The below notarized signing of this constitution for the Michigan Stormwater-Floodplain Association (MSFA) is enacted due to the unavailability of an originally dated and signed version or copy thereof, assuming one was dated and signed upon origination. The unsigned version of the constitution has been used and referred to in the MSFA's business operations for many years. This recertification and notarization affirms the document's existence and facilitates applicable and effective enabling and operations documentation for the MSFA.

Recertified by:

Les Thomas, date: 4/07/09

Les Thomas  
National Flood Insurance Program State Coordinator  
Michigan Department of Environmental Quality  
Land and Water Management Division  
PO Box 30458  
Lansing, Michigan 48909

Subscribed and sworn to before me this 27<sup>th</sup> day of April,  
2009.

Lynda Kay Jones

Lynda Kay Jones, Notary Public  
Clinton County, Michigan; acting in Ingham County, Michigan  
My Commission Expires: 10/01/2013

LYNDA KAY JONES  
NOTARY PUBLIC - STATE OF MICHIGAN  
COUNTY OF CLINTON  
My Commission Expires Oct. 1, 2013  
Acting in the County of Ingham