

BYLAWS
OF THE
MICHIGAN STORMWATER-FLOODPLAIN ASSOCIATION

Dates

19870101 – Estimated Original Date
20110210 – Revised
20200305 – Revised

ARTICLE 1
Membership
(Draft Revisions 11/13/2019)

The membership of the Michigan Stormwater-Floodplain Association (MSFA) shall be as hereinafter set forth.

Section 1. Members – a person becomes a member upon payment of dues and enrollment on the list of active members of the organization. There are two classifications of members.

a. Full

Full members are professionals, government officials, or individuals affiliated with groups, associations or corporations that are involved directly with or have an interest in stormwater or floodplain management.

b. Student

Student full members are registered full-time or part-time students interested in stormwater or floodplain management.

Section 2. Only full members of the association are voting members.

Section 3. The annual dues of the Association shall be determined each year by the Board of Directors prior to notification of the next Annual General Membership meeting.

Section 4. Any member delinquent in payment in dues for more than 60 days shall be dropped from the membership of the association until such time as dues are paid.

Section 5. The Treasurer of the Association will be responsible for sending out notices and collecting dues and will be assisted in the responsibility as directed by the Board of Directors.

ARTICLE 2
Meetings of the General Membership

Section 1. Annual Meeting – The annual meetings of the Association shall be held in accordance with the Constitution; shall elect a Board of Directors for the Association; may establish policy by resolution; and consider and revise proposed amendments to the Constitution; 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 may be conducted at special meetings, except for the election of the Board of Directors. Special meetings of the Association may be called at any time by a

majority of the four officers. Any member of the Board of Directors may request in writing a special meeting of the Association subject to approval of the majority of the four officers.

- Section 3. Notice of Meetings – Written notice of each meeting of the Association shall be given by e-mailing a copy of such notice at least 21 days before such meeting to each member, addressed to each member’s address last appearing on the books of the Association or supplied by such member to the Association for the purposes of notice. Such notice shall specify the place, day, and hour of the meeting noticed, and, in the case of the special meeting, the purpose of the meeting.

ARTICLE 3 Board of Directors

- Section 1. The purpose and objectives 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, the Regional Representatives, and Michigan’s National Flood Insurance Program (NFIP) Coordinator. In furtherance of the purposes of the Association, the Board may establish and appoint committees and delegate authority.

- Section 2. Officers and their Duties

- a. Enumeration of Officers: the officers of the Association shall be Chair, Vice-Chair, Secretary, and Treasurer.
- b. Election of Officers: the election of officers shall take place at the annual meeting. Election shall be by a majority of all votes cast by Full members in good standing.
- c. Term: The officers shall hold office for at least one year or until the next annual meeting.
- d. Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of officer he/she replaces.
- e. Multiple Offices: No person shall simultaneously hold more than one office.
- f. Resignation and Removal: Any member of the Board of Directors may be removed from office with justifiable cause by the Board. Any member of the Board 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 the receipt of such notice or at any later time specified therein, and unless otherwise

specified therein, the acceptance of such resignation shall not be necessary to make it effective.

g. Duties: The duties of the officers are as follows:

- (1) Chair: The Chair shall preside at all meetings of the Board of Directors, the annual meeting, and shall see that orders and resolutions of the Board are carried out.
- (2) Vice-Chair: The Vice-Chair shall act in the place and stead of the Chair in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- (3) Secretary: The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. The Secretary shall prepare and e-mail notices of all meetings of the Board and General Membership.
- (4) 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, when requested by the Chair of the Board, report the state of the finances of the Association at each meeting thereof. The Treasurer shall also perform such other services as the Board may require from time to time. Checks issued by the Treasurer in excess of \$250 shall be co-signed by the Chair. The Treasurer and Chair shall be bonded at the discretion of the Board.

Section 3. Regional Representatives and their Duties

- a. Eight members of the Association shall be selected as Regional Representatives (Regional Rep or Rep) to serve on the Board of Directors. Each Regional Representative shall represent the membership in one of the geographic regions defined as follows:

Region 1 consists of the following counties: Gogebic, Ontonagon, Houghton, Keweenaw, Baraga, Iron, Marquette, Dickinson, Menominee, Alger, Delta, Schoolcraft, Luce, Mackinac, Chippewa.

Region 2 consists of the following counties: Emmet, Cheboygan, Presque Isle, Charlevoix, Antrim, Otsego, Montmorency, Alpena, Kalkaska, Crawford, Oscoda, Alcona, Missaukee, Roscommon, Ogemaw, Iosco.

Region 3 consists of the following counties: Leelanau, Benzie, Grand Traverse, Manistee, Wexford, Mason, Lake, Osceola, Clare, Gladwin, Arenac, Oceana, Newaygo, Mecosta, Isabella, Midland, Bay.

Region 4 consists of the following counties: Muskegon, Ottawa, Kent, Montcalm, Ionia, Gratiot, Clinton.

Region 5 consists of the following counties: Huron, Tuscola, Sanilac, Saginaw, Shiawassee, Genesee, Lapeer, St. Clair.

Region 6 consists of the following counties: Allegan, Barry, Van Buren, Kalamazoo, Berrien, Cass, St. Joseph.

Region 7 consists of the following counties: Eaton, Ingham, Livingston, Calhoun, Jackson, Washtenaw, Branch, Hillsdale, Lenawee

Region 8 consists of the following counties: Oakland, Macomb, Wayne, Monroe.

- b. The Regional Representative shall be a Full member of the Association.
- c. Election of Regional Representatives: the election of Regional Reps shall take place at the annual meeting. Election shall be by a majority of all votes cast by Full members in good standing.
- d. Term: The Regional Rep shall hold office for at least one year or until the next annual meeting.
- e. Vacancies: A vacancy in any Regional Representative position may be filled by appointment by the Board. The Regional Rep appointed to such vacancy shall serve for the remainder of the term of Rep he/she replaces.
- f. Resignation and Removal: Any member of the Regional Representatives may be removed from office with justifiable cause by the Board. Any member of the Regional Representatives 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 the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- g. Duties: The duties of the Regional Reps are, in general, to develop/maintain contact list for all communities within the Rep's region, e-mail/correspond with all communities within the Rep's region the Board-approved regional flyer, answer community questions, and perform any other task as requested by the Board. Refer to the *MSFA Regional Representatives Guidance*

document for a more detailed list of duties. Regional Reps are also expected to participate or chair on at least one MSFA committee per year.

Section 4. NFIP Coordinator and their Duties

- a. The NFIP Coordinator is a position filled by the Michigan Department of Environmental, Great Lakes and Energy (EGLE) and participation with MSFA is voluntary.
- b. Should EGLE allow the NFIP Coordinator to participate with the Association, the NFIP Coordinator shall be a Full member of the Association.
- c. Board of Directors Participation: should EGLE allow the NFIP Coordinator to participate on the Association Board, the NFIP Coordinator will have voting privileges similar to the Officers and Regional Representatives during all Board of Director meetings.
- d. Term: NA (the term for the NFIP Coordinator is independent of and not dictated by the Association).
- e. Vacancies: NA (vacancies in the NFIP Coordinator is independent of and not dictated by the Association).
- f. Resignation and Removal: The NFIP Coordinator may be removed from the MSFA Board of Directors with justification by the Board. The NFIP Coordinator may resign their involvement with the Board at any time by giving written notice to the Board, the Chair, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- g. Duties: the duties of the NFIP Coordinator (in relation to the Association) are, in general, but not limited to:
 - i. Provide informational updates to the Board and general membership on the NFIP program and updates on the changes that are occurring to the mapping and rules. These updates can be done via participation in the Board meetings, newsletter articles, presentations to the general membership and the regional communities.
 - ii. Administer the Certified Floodplain Manager (CFM) exam/program in Michigan.

Section 5. Action By Written Consent: Any action required by law to 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 approved by a majority of the Directors.

- Section 6. Proxies: At any Board of Director meetings, a Director entitled to vote may vote by proxy executed in writing by the Director prior to the meeting. As well, the Association's proxy form must be submitted in person to the Board of Directors via e-mail prior to the meeting. Proxies are only valid for the meeting the proxy was issued.
- Section 7. Quorum: a quorum at a meeting of the Board of Directors shall consist of a simple majority of the Directors currently serving. Proxies provided prior to the meeting will count towards the quorum.
- Section 8. Voting Required: The affirmative vote of the majority of the Directors at the meeting in which a quorum is present shall be required for any act of the Directors. Votes collected via proxies will also count towards the total number of votes. When necessary, the affirmative vote of the majority of the Board of Directors obtained via electronic voting, will be an acceptable method of voting for any act of the Directors.

ARTICLE 4

(added 11/13/19 per the approved 3/31/04 Constitution Amendment)

Executive Director

- Section 1. Executive Director and their Duties
- a. One member of the Association shall be selected as the Executive Director to serve at the Board of Directors' pleasure.
 - b. The Executive Director shall be a Full member of the Association.
 - c. Election of Executive Directors: The Board of Directors shall have the authority and duty of searching for, evaluating, selecting, and appointing a person interested in functioning as an Executive Director for the Association. The selection of a person for appointment as the Executive Director shall be made from the general membership of the MSFA and the selected person shall be approved by majority vote of the Board of Directors. Any appointee to this position will be subject to performance evaluations by the Board of Directors as deemed necessary to assure that the intended role of the position is satisfactorily fulfilled
 - d. Term: The Executive Director shall hold office for at least one year or until such time the Board of Directors decides a new Executive Director is required. The Executive Director role is intended to be a long-term assignment extending over several Board of Directors' Administrations.
 - e. Vacancies: A vacancy in any Executive Director position may be filled by appointment by the Board.

- f. Resignation and Removal: The Executive Director may be removed from office with justifiable cause by the Board. The Executive 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 the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- g. Compensation: The Board of Directors shall determine the Executive Director's annual compensation, if any, for carrying out the duties of the position. Any Board of Director's approved annual compensation shall be reviewed and established annually by the Board of Directors and shall not exceed 25 percent of the MSFA prior year-end assets. 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 Executive Director and the Board of Directors.
- h. Reimbursement: Operating expenses incurred by the Executive Director shall be reimbursed to the Executive Director and shall be limited to normal and reasonable expenses associated with performing the duties and tasks of the Executive Director's position description on behalf of the Association.
- i. Duties: The duties of the Executive Director are, in general, to serve at the Board of Directors pleasure, provide guidance and direction to the Association, and oversee the goals and objectives of Association activities. The Executive Director is empowered to officially represent the Association 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.

ARTICLE 5 Amendments

At any meeting of the Board of Directors, the Board by a two-thirds vote may amend the Bylaws in conformity with the Constitution, provided that written notice of such shall have been made to each Board member at least 21 days prior to the meeting at which action thereon is to be taken. The Bylaws may be amended by a majority vote of the members present at the Annual General Membership meeting.

ARTICLE 6 Special Corporate Acts

Section 1. Execution of Written Instruments – contracts, deeds, documents, and instruments shall be executed by the Chair or Vice-Chair and attested by the Secretary, unless the Board of Directors shall, in any particular situation, designate another procedure for their execution.

Section 2. Signing of Checks and Notes – checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

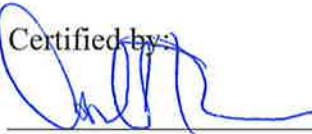
ARTICLE 7
Section 501(c)(3)

Section 1. The purposes for which the Michigan Stormwater-Floodplain Association, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 2. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

These Bylaws were adopted at a meeting of the general membership held on March 5, 2020.

Certified by: 

Carol Thurber, Secretary

3-5-2020

Date