BYLAWS
OF
TEXAS FLOODPLAIN MANAGEMENT ASSOCIATION

ARTICLE I

Membership

The Membership of the Association shall be as hereinafter set forth.

SECTION 1.

Members – A person becomes a full member upon approval of his or her application for membership by the Executive Office, payment of dues, and enrollment on the list of active members of the organization. All memberships that are rejected are subjected to review and concurrence by the Board of Directors.

There are three classifications of members.

AGENCY: Government (federal, state) employees primarily involved in full time pursuit of floodplain management, watershed management, wetlands management, storm water management, flood hazard mitigation, or related activities. Agency members are not eligible to vote in TFMA elections.

FULL: Members are public or private professionals or elected officials involved in floodplain management, watershed management, wetlands management, storm water management, flood hazard mitigation, engineering or other related disciplines. Full members are eligible to vote in TFMA elections.

LIFE: Members are public or private professionals, or elected officials involved in floodplain management, watershed management, wetlands management, storm water management, flood hazard mitigation, or other related disciplines. A person who has been a FULL member for a minimum of 25 years will need to apply to the Executive Office for this category change. Life members are eligible to vote in TFMA elections.

SECTION 2.

Full and Life membership benefits – some are as noted below.

a. Full voting rights for participation in Association elections.

b. Reduced registration rates at Association-sponsored events.

c. One Continuing Education Credit (CEC) received toward annual CFM® recertification.

SECTION 3.

Membership Dues – Dues are determined by the Board of Directors.
SECTION 4. Membership Period – The membership period is for one calendar year from January through December. Dues are required as of January 1st and will be considered delinquent if not paid by March 1st. If the dues are delinquent, membership will be terminated, and all membership benefits, including voting rights, shall cease.

SECTION 5. Collection of Dues. The Executive Office will include a dues notice with the CFM® renewal notice that will be sent to all Certified Floodplain Manager members. The Executive Office will be responsible for sending out a dues notice to the Non Certified Floodplain Manager members. All dues are to be submitted to the Executive Office.

ARTICLE II

Meetings of the General Membership

SECTION 1. Membership Meetings – The general membership meetings of the Association shall be held in accordance with the Articles of Incorporation and Bylaws. Membership meetings shall be held twice annually, at the Spring Conference and the Fall Technical Summit. Every two years, there shall be an election of a Board of Directors for the Association. At the membership meetings, the general membership may establish policy by resolution, may amend the Bylaws, may consider and revise proposed amendments to the Articles of Incorporation, and may conduct other business and activities. Meetings of the general membership shall be held in conjunction with the Association’s Spring Conference and/or Fall Technical Summit, at a time and place specified by the President or the Executive Director.

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 All Meetings – Written or email notification of each meeting of the Association shall be given to each member at least 21 calendar days in advance of the meeting. Such notice shall specify the place, day and hour of the meeting, and general agenda, and, in the case of a special meeting, the purpose of the meeting.

SECTION 4. Quorum - A quorum at a membership meeting shall consist of at least 10% of the voting members of the Association.

ARTICLE III

Board of Directors

SECTION 1. Purpose – The purpose and object for which the Association is formed and established and the Association’s property and financial assets shall be managed by the Association’s Board of Directors. The Board consists of the Officers, Executive Director and Regional
Directors of the Association. In furtherance of the purpose of the Association, the Board may establish and appoint task forces and committees and delegate authority to other active Members to carry out specified activities.

All members of the Board shall be Full or Life members in good standing of the Association, residents of the State of Texas, and shall be certified as a CFM®.

The Executive Board consists of the Executive Director, and the Officers, which include the President, Vice President, Secretary, Treasurer, and Past President. A simple majority of the Executive Board may approve non-budgeted expenditures up to $500 without approval of the full Board of Directors. These Executive Board actions shall be documented by the Association Secretary for the Association Records.

SECTION 2. Executive Director – The Executive Director shall be either a full or life member of the Association. The Executive Director shall serve to provide guidance and direction to the Association and to oversee the goals and objectives of Association activities. In addition, the Executive Director shall be responsible for assisting the Executive Office with the selection of dates for the Spring Conference, Fall Technical Summit, and the selection of the host community for each. The Executive Director, in concert and coordination with the President, 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.

Selection of an Executive Director will be led by the President and will follow the TFMA Employment Process adopted by the Board of Directors. The Executive Director may be removed from office by a two-third majority vote of the Board of Directors if the Board determines that the best interest of the Association would be served thereby.

Executive Office: the TFMA Executive Office consists of paid staff that execute the operations of the association. Policies for hiring and management of the TFMA Executive Office staff are outlined in the TFMA Office Policy established and maintained by the Board of Directors.

SECTION 3. Executive Officers and their Duties

a. Enumeration of Officers – the officers of the Association shall be President, Vice President, Past President, Secretary, and Treasurer.

b. Term – the officers shall hold office for two years unless an officer shall sooner resign, or shall be removed or otherwise be disqualified to serve. All Officers may serve two consecutive terms in the same office if re-elected.

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c. Resignation and Removal – Any Officer may resign from the Board at any time by giving written notice to the President. The resignation is effective 10 calendar days following receipt of the written notice. Official acceptance of the resignation shall not be necessary to make it effective.

Any Officer may be removed from office at any time by the affirmative vote of a two-third majority of the Board of Directors for any one of the following three reasons:

1. Three consecutive unexcused absences from Board of Directors’ meetings
2. Failure to abide by and enforce the Bylaws
3. If, in their best judgment, the Board of Directors determines that the best interests of the Association would be served thereby.

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 the officer who was replaced. The appointed officer is permitted to run for the same office at the next election, and would be eligible for the maximum term for that office.

e. Multiple Offices – No person shall simultaneously hold more than one office.

f. Duties – the duties of the officers are as follows:

(1) President: The President shall preside at all meetings and shall see that orders and resolutions of the Board of Directors are carried out. In addition, the President shall assist the Executive Director in the execution of his/her duties and shall provide support of the goals and objectives of the Association. The President, in concert and coordination with 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.

(2) Vice President: The Vice President shall assist and provide support to the President. In the event of the President’s absence, inability or refusal to act, the Board of Directors may direct the Vice President to act in the place and stead of the President and shall exercise and discharge such other duties as may be required by the Board of Directors.

(3) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and the general membership of the Association. In addition, the Secretary shall ensure that meeting minutes are made available to the Board of Directors within 30
calendar days after the conclusion of the meeting.

(4) Treasurer: The Treasurer shall assure the disbursement of funds of the Association in the manner prescribed by the Board of Directors. The Treasurer shall prepare or cause to be prepared all financial reports required by the Board of Directors, these bylaws, or as required by the State of Texas. The Treasurer shall keep or cause to be kept an accurate accounting of all financial transactions of the Association.

The Executive Office 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 Executive Office shall keep appropriate records showing the status of members’ accounts, collecting membership dues and collecting registration fees for all Association conferences or meetings. The Executive Office shall be responsible for paying the Association’s bills. The Executive Office will coordinate with the Treasurer to establish the annual budget. The Treasurer along with the Executive Office shall prepare a financial statement of the Association’s general fund, a statement of the funds generated by and the costs associated with the conferences and summits, and a statement of the funds and costs generated by the Association’s Certified Floodplain Manager Program. The Treasurer will review all financial reports prepared by the Executive Office and then present to the Board of Directors.

(5) Past President: The Past President shall serve on the Board of Directors and offer guidance and assistance to the current President and Vice President. The Past President shall perform various additional duties as may be requested by the Board of Directors. If the immediate Past President is unable to serve, any other Past President may be appointed by the Board of Directors.

SECTION 4. Regional Directors

a. The Board of Directors shall establish and publish the boundaries of regional geographical areas of the State of Texas for the purposes of member representation on the Board.

b. Duties and Responsibilities – are outlined as follows but may be amended or revised by the Board of Directors:

(1) Attend Association Board of Director meetings to provide input, offer suggestions and provide general direction to the Association. In the event a Regional Director is unable to attend a called meeting of the
Board, he or she will be responsible for reviewing the meeting agenda and other Board briefing materials, and will provide the Board with appropriate comments or concerns which may affect the regional membership by written notice. Written notice/information report must be sent to the President or Vice President prior to the called meeting.

(2) Attend the annual Spring Conference of the Association, Fall Technical Summit; and participate in the general membership meetings. If the Regional Director is unable to attend, he or she shall be responsible for reviewing all topics slated for discussion at the membership meeting and will provide comments to the Board on discussion items by written notice. Written notice/information report must be sent to the President or Vice-President prior to the called meeting.

(3) Solicit input on regional issues from his/her regional membership at other called meetings within the region by written notice, telephone contact, or by email.

(4) Recruit new members for the Association and promote the goals and objectives of the Association within the assigned region.

(5) Call at least one annual meeting within the region of the regional membership to discuss issues and concerns. This meeting can be in conjunction with training or professional certification seminars.

(6) Assist the Association with the promotion of the Certified Floodplain Manager Program (CFM®). In addition, the Regional Director will be responsible for holding at least one meeting per year within the region to offer a floodplain management training and to arrange for the proctoring of the CFM® exam. The scheduling and content of the training and of the CFM® exam will be coordinated with the Executive Office and Training and Credentialing Committee. Written notice of such meetings shall be provided in advance to the Executive Office. The Regional Director shall present a semiannual report to the Board of Directors on specific activities and meetings within the region. This report should summarize the activities of the representative in promotion of the Association and expansion of its membership as well as activities promoting the CFM® program.

c. Term – A Regional Director may serve consecutive terms provided he or she is confirmed by a majority of the voting membership during an official election. A Regional Director serves for two years and may be re-elected to the same position repeatedly, with no term limit.

d. Resignation and Removal – Any Regional Director may resign from the Board at any time by giving written notice to the President. The resignation is effective 10 calendar days following receipt of the written notice. Official acceptance of the resignation shall not be necessary to make it effective.
Any Regional Director may be removed from office at any time by an affirmative vote of a two-third majority of the Board of Directors for failing to carry out the responsibilities of Regional Director, such as failure to attend Board of Directors’ meetings, failure to maintain membership and CFM® certification, failure to cooperate with the Board, or failure to carry out the specific duties of the office.

e. Vacancies – The Board shall fill vacancies for Regional Director by appointment from the membership of the region having the vacancy. The President will make a recommendation to the Board on a possible candidate; Board vote is required for confirmation. The Director appointed to such vacancy shall serve for the remainder of the previous Regional Director’s term.

SECTION 5. Quorum – a quorum at a meeting of the Board of Directors shall consist of a simple majority, greater than 50%, of the Directors and Officers currently serving as duly designated directors of the Association.

SECTION 6. Voting Required – Unless specified elsewhere in these Bylaws for a particular action, all affirmative actions of the Board of Directors require a simple majority vote by voice via conference call or by electronic voting via email after the completion of a conference call of quorum present at the meeting. In lieu of a called meeting, certain activities as deemed appropriate by the Board can be voted on by mail-in ballot or electronic ballot as specified in Article VIII. The Secretary shall be responsible for disseminating ballots and tallying votes. Proxy voting is not permitted.

SECTION 7. Parliamentarian - On the recommendation of the President, the Board may appoint a Parliamentarian for the Association. The Parliamentarian is not required to be an Association member and shall be qualified in parliamentary procedure. As requested, the Parliamentarian shall provide advice to the President and Vice President on conducting elections and membership meetings. The Parliamentarian may provide recommendations to the Board for changes in Association procedures and Bylaws as general changes occur in parliamentary procedure and new editions of Robert’s Rules of Order. The Parliamentarian serves at the pleasure of the current President.

SECTION 8. Financial Authority – The Board of Directors shall adopt a budget for each fiscal year. The Board of Directors shall have full supervision and control of the funds of the Association. Funds or assets may be expended only for carrying out the objectives of the Association as defined by these bylaws, in accordance with the Board approved annual budget. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issues in the name of or payable to the Association, shall be signed or endorsed by such persons and in such manner as, from time to time, shall be authorized by the Board of Directors. The Board of Directors shall administer the Travel Expense Reimbursement Policies and Procedures as needed to promote active and fiscally responsible participation in Board meetings, conferences, training, and other activities representing and/or promoting the Association.
SECTION 9. Nominations and Elections: A Nominating and Elections Chair shall be appointed by the President and will coordinate with the Executive Office to seek nominations by sending an email to all qualified voters. The Chair shall secure the consent of, and judge the qualifications of all nominated candidates under provisions of this article and shall prepare a ballot for the election. The Chair shall prepare and distribute email ballots containing the names of all qualified candidates in time to conclude elections prior to the Annual Spring Conference. Nominations and elections shall occur consistent with the Procedures for Nomination and Elections of Officers and Regional Directors.

ARTICLE IV

Association Records And Reports

SECTION 1. Inspection of Records

a. The Association will keep records for inspection by any member for any purpose reasonably related to the member’s interest. Such records will be made available upon 10 business days’ advance notice to the Board of Directors. The location of sets of records will be designated by the Board of Directors.

b. Records kept for inspection include, but are not limited to:
   ● the original Articles of Incorporation and Bylaws and copies thereof as amended to date, certified by the Secretary
   ● minutes of the Board of Directors’ and membership meetings
   ● financial records
   ● copies of all documents transmitted as official correspondence from the Executive Office

SECTION 2. Records Provided to Members

a. Copies of the Articles of Incorporation and Bylaws as currently amended, membership meeting minutes and Board meeting minutes will be made available to the members for review at the General Membership meetings or for download from the Association website. An individual member may request paper copies of a document from the Executive Office if needed.

ARTICLE V

Committees

SECTION 1. Purpose of the Committees – It has been deemed necessary by the General Membership to formally pursue specific activities. Due to the magnitude and quantity of those activities, it has become necessary to form specific groups to carry out those tasks. In so much as the tasks may be quantified, the purpose of the Committees is therefore described as ancillary to those of the Board of Directors. In general, the Committees exist to provide a means
of completing numerous tasks assigned by the Board of Directors.

SECTION 2.

Committee Chair Appointments will be made by the President. Committee Chairs will commit to a two year term aligned on the same timeframe as the Board of Directors’ terms. The Chair agrees to work with the Board of Directors to accomplish the Committee Goals. The Board will set expectations for reporting Committee activities and progress for Board Meetings.

SECTION 3.

The Committees established herein are as follows including the purpose of each:

Governmental Relations Committee
Purpose: Serve as the voice of TFMA to our elected officials on matters relative to floodplain management. Ensure the association’s members are aware of federal and state legislation which affects the floodplain community.

- Track existing activities which affect both State and Federal Policy
- Provide representative input to State and Federal officials as approved by the Board
- Track legislation and prepare testimony for the Executive Director, President and/or Board Members
- Work with Texas legislature and congress to educate legislators about TFMA and floodplain management
- Oversee TFMA FloodED program
- Prepare the biannual TFMA Day at the Capital

Training/Credentialing Committee
Chair and Committee members must be CFM®.
Purpose: Ensure TFMA membership has the necessary training to promote sound floodplain management in their community and obtain the necessary CECs required to maintain their certification.

- Develop and coordinate a consistent and comprehensive training curriculum
- Develop a training delivery system for members
- Review, qualify and assign credit hours for CFM® continuing education program
- Identify and maintain a group of individual CFM® instructors who are current with subject matter and promoting sound floodplain management
- Perform an annual review of CFM® Charter present notable findings to the Board

Awards & Recommendations Committee:
Committee shall consist of the Chair and a minimum of, but not limited to, 4 members
Purpose: Recognize members and communities for outstanding achievements.
• Solicit recommendations for annual awards from the TFMA membership
• Review recommendations and provide a concise list for the awards
• Review, update and amend as needed current forms and their criteria for each TFMA award category updating/amending as needed
• Maintain current TFMA award information on the website
• Develop a timeline for submission of awards/nominations, working with the TFMA Office to ensure the call for awards/nominations is sent out in a timely manner
• Review and update the nomination process as needed. Recommendations for the process will be sent to the Board for comment and approval.

Conference Committee:
Purpose: Produce a positive educational experience for TFMA Membership utilizing various educational methods/tools that will enhance the members’ knowledge and skill set with current information relative to floodplain management and other areas relative to the field.

• Develop a theme for conference/summit
• Develop educational content the conference/summit based on the selected theme for the plenary sessions and based on educational needs
• Recruit interesting speakers and presenters for conference/summit
• Develop text for the Call for Abstracts including providing a concise criteria for presentations
• Committee members shall review all submissions and select speakers and content
• Provide guidance to the speakers
• Establish program format
• Coordinate volunteers for conference/summit
• Meet at conference/summit
• Assist in conference/summit as needed

Communications
Purpose: Coordinate and monitor activities related to e-newsletters/alerts, website, social media and public relations, to ensure a consistent message from TFMA is relayed to the membership and the public.

• Newsletter – The Chair, with guidance from the other committee members, will serve as the Editor of content, guiding the TFMA Executive Office in the inclusion/exclusion of articles in the TFMA official newsletter, The Lightning Rod. Committee will establish guidelines for article submissions and solicit articles from the membership on a quarterly basis.
• Website - The Chair, with guidance from the other committee members, will periodically review the content of the TFMA website and ensure the information is:
  o Current, accurate and relevant to the organization
  o User-friendly and visually appealing to the membership
  o Monitor the utilization of the website by the membership

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• Public Relations: Coordinate communications with the press, including press releases, interviews and inquiries about TFMA in general

• Social Media:
  o Develop social media policy to ensure online networking efforts are strategic and effective in delivering the message intended. Policy will be recommended to the board for approval.
  o Monitor the use of all social media platforms to ensure approved policy is enforced.
  o Determine method of ensuring membership input via social media complies with the approved policy for posting.

• Establish other communications areas TFMA could utilize to enhance a member’s communication experience with their colleagues and TFMA leadership.

• Electronic Email/Listserves: Develop guidelines on when and how often emails are sent to the membership and to ensure the information sent is relevant and not redundant. Recommend policy to the board as to how emails are sent to membership.

Outreach Committee
Purpose: Raise awareness about flood risk to the public.

• Develop curriculum for outreach activities.
• Develop outreach materials for the public, including children and adults. Develop same materials in languages other than English.
• Develop marketing material to promote the floodplain management field.
• Seek and foster partnerships with other associations and agencies
• Maintain list of outreach opportunities throughout the state and solicit volunteers from the membership to work at these events

Special Focus Groups Committee
Purpose: Bring focus to other subject matter the floodplain administrator encounters in his/her position, other than generalized floodplain management.

Focus Groups will be established by the President as necessary. A Chair will be appointed to lead all Special Focus Groups and then each group will have a designated Group Leader selected by the President and Chair. The Group Leader will prepare a report to the Chair to present at each Board Meeting.

SECTION 4. Task Forces – From time to time it may become necessary for a specific, unique task or action to be completed by a group of members. The President may appoint temporary, ad-hoc committees called Task Forces to perform specific tasks for the Association’s mission. A Task Force will operate a limited period of time and will not require modification to the Bylaws. All task forces will report to the President and the Vice-President.
ARTICLE VI

Amendments

SECTION 1. Amendment Proposal
Any active member may propose an Amendment to these Bylaws by sending notice to the President and Secretary at least 90 calendar days in advance of a meeting of the Board.

SECTION 2. Amendment Action
The membership may amend the Bylaws at one of the General Membership meetings of the TFMA membership, Spring Conference or Fall Technical Summit, provided that:

a. The amendment receives a favorable vote by at least two thirds of the submitted votes. Early voting may be accomplished by email or direct mail received by the Executive Office at least 7 calendar days prior to the first day of the meeting.

b. Draft of proposed amendments will be provided to the membership in advance of the formal notice. Members are encouraged to review the proposed amendments and provide feedback prior to the vote.

c. Written notice of the proposed change is provided to all members via email not less than 30 calendar days prior to the meeting where the amendment vote will occur. The notice will include the full text of the existing wording, the proposed change, and a notice of the time and place of the meeting at which such vote will be taken.

SECTION 3. Posting of Results
Written notice of voting on all proposed amendments to the Bylaws will be provided to the Members of the Association within 30 calendar days of the vote. Written Notice shall include electronic communication.

ARTICLE VII

Electronic Communication

SECTION 1. Definition of “electronic transmission” – Any form of communication that meets all of the following:

a. It does not directly involve the physical transmission of paper.

b. It creates a record that may be retained and retrieved by the recipient.

c. It may be directly reproduced in paper form by the recipient through an automated process.

SECTION 2. Definition of “electronic voting” – The collection of members’ opinions with the help of computer-supported machinery that:

a. restricts participants from responding more than one time,

b. contains a method to verify voting members, and

c. includes a process for manual quality control.
SECTION 3. Notices – wherever the term “written notice” appears in these Bylaws, electronic transmission may be used by the Association or its members.

SECTION 4. Voting – action that could be taken at a meeting of the Board or membership may also be authorized by a vote by electronic transmission or electronic voting as follows:

a. The vote is ordered by the Board of Directors.
b. The vote is conducted in accordance with standard voting procedures established by the Board of Directors or specified elsewhere in these Bylaws.
c. Votes are not anonymous. The voter’s name is used to verify eligible membership. Proxy voting is not permitted.
d. Electronic transmission or electronic voting ends at least 24 hours in advance of the meeting where action is to be taken.

ARTICLE VIII

**Special Corporate Acts**

SECTION 1. Execution of Written Instruments – contracts, deeds, documents and instruments shall be executed by the Executive Director, President or Vice President and attested by the Secretary, unless the Board of Directors shall, in a 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 Executive Director, Treasurer, employees of the organization, or officers from time to time designated by the Board of Directors.

ARTICLE IX

**Parliamentary Procedure**

In all questions involving parliamentary procedure, including election procedures not covered by the Bylaws of the Association or established by the Board of Directors, the current version of Robert’s Rules of Order shall be considered the governing authority.

ARTICLE X

**Saving Clause**

Should any provisions of the Articles of Incorporation or Bylaws of this Association, or the application thereof to any person or circumstance be held invalid, then the remainder of the same or the application for such provision to other circumstance shall not be affected thereby.