

ARTICLES OF INCORPORATION FOR TEXAS FLOODPLAIN MANAGEMENT ASSOCIATION A NONPROFIT CORPORATION

I, the undersigned natural person over the age of eighteen (18) acting as incorporator, adopt the following Articles of Incorporation of Texas Floodplain Management Association (referred to as the "Corporation") under the Texas Nonprofit Corporation Act (referred to as the "Act"):

ARTICLE I NAME

The name of the Corporation is the **Texas Floodplain Management Association**.

ARTICLE II NONPROFIT CORPORATION

The Corporation is a Texas Nonprofit corporation.

No part of the property or net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual. No director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise. The Corporation shall neither directly nor indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign for any purpose.

It is intended that the Corporation be exempt from Federal income taxation under Section 501(c) of the Internal Revenue Code, as an organization described in Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Therefore, these Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE III DURATION

The Corporation shall continue in perpetuity.

ARTICLE IV PURPOSES

The Corporation is organized to accomplish the following purposes:

1. To promote public awareness of proper floodplain management;

2. To promote the professional status of floodplain management and secure all benefits resulting therefrom;
3. To enhance cooperation and to exchange information among various related private organizations; individuals; and local, state, and federal agencies;
4. To keep individuals concerned with proper 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 floodplain legislation and other related floodplain management matters;
6. To study and support legislation pertinent and necessary to the effective implementation of floodplain management regulations, and
7. To transact any or all other lawful business authorized under the Texas Nonprofit Corporation Act.

ARTICLE V POWERS

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act.

ARTICLE VI MEMBERS

The membership of the Association shall be open to all persons involved in floodplain, watershed, storm water, wetlands, hazard mitigation management and related disciplines in the State of Texas. The various classes of membership, dues, and benefits shall be listed and defined in the bylaws. The Board of Directors shall appoint a membership committee to determine the qualifications of applicants. To qualify to be a member, the applicant must complete an application form provided by the Corporation. Upon qualifying to be a member, the Corporation will issue a card evidencing membership.

The members of the Corporation are not personally liable for a debt, liability or obligation of the Corporation.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7601 Rialto Blvd. #2318, Austin, Texas 78735-7440; and, the name of the initial registered agent at such address is Roy Sedwick.

ARTICLE VIII BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws. The number of directors constituting the initial interim Board of Directors of the Corporation is fourteen (14), and the names and addresses of the persons who are to serve as the initial interim directors are: **insert addresses**

<u>Position</u>	<u>Name of Directors</u>	<u>Street Address</u>
Chair	Selmer Ray Burgess	City of Seabrook 1700 First Street Seabrook, TX 77586
Vice Chair	Ann Yakimovicz, CFM	First American Flood Data Services 11902 Burnet Road Austin, TX 78758
Secretary	Mendi Litman, CFM	City of San Antonio 114 West Commerce 7 th Floor San Antonio 78205
Treasurer	Penny Goode, TCFM	Brazoria County 111 East Locust Bldg A-9, Rm 210 Angleton, TX 77515
Executive Director	Roy Sedwick, CFM	Lower Colorado River Authority 3700 Lake Austin Blvd. Austin, TX 78703

Regional Directors:

Region 1	L.D. "Skipper" Wood	City of Lubbock 1625 13 th Street Lubbock, TX 79401-3830
Region 2	Terry Pribble, CFM	City of Abilene 555 Walnut, Rm 207 Abilene, TX 79601
Region 3	Pamela Weishuhn	Tom Green County P. O. Box 1751 San Angelo, TX 76902
Region 4	Ron Morrison, TCFM	Morrison Hydrology Engineering, Inc. 861 HCR 1313 Hillsboro, TX 76645

Region 5	Marsha Hardy, CFM	San Saba County EMC 500 E. Wallace #111 San Saba, TX 76877
Region 6	Steven Gonzales, CFM	San Antonio River Authority 100 East Guenther San Antonio, TX 78283
Region 7	vacant	
Region 8	John Grounds, CFM	Grounds Anderson LLC 3801 Kirby Dr., Suite 400 Houston, TX 77098
Region 9	vacant	
Region 10	John Baker, CFM	City of Garland 800 Main Street Garland, TX 75040

**ARTICLE IX
MEETINGS BY REMOTE COMMUNICATION TECHNOLOGY**

Subject to the provisions of Section 22.002 of the Business Organization Code, and these Articles of Incorporation, and Bylaws of the Corporation, a meeting of the members of the Corporation, the Board of Directors of the Corporation, or any committee designated by the Board of Directors of the Corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:

- (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
- (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

**ARTICLE X
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors, after paying or making adequate provision for the payment of all liabilities and obligations of the Corporation, and after returning, transferring or conveying assets held by the Corporation upon condition requiring such return, transfer or conveyance, shall distribute any remaining assets to the Association of State Floodplain Managers, Inc., a Wisconsin nonprofit corporation. Provided, that if the Association of State Floodplain Managers, Inc. is not then in existence or is not then a 501 (c)(3) organization, such

remaining assets shall be distributed to any non-profit organization whose objectives are similar to those of the Corporation and satisfies the then existing 501(c)(3) guidelines (hereinafter "Other tax-exempt entity"), pursuant to a plan of distribution adopted as provided in the Act, and such assets so distributed to the Association of State Floodplain Managers, Inc. or Other tax-exempt entity shall only be applied, used or expended for tax exempt purposes. If the Association of State Floodplain Managers, Inc. is not in existence and/or does not meet the then existing 501(c)(3) guidelines, and the Board of Directors does not select an Other tax-exempt entity to receive the remaining assets of the Corporation, the Corporation assets will be distributed by a district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such tax-exempt purposes.

ARTICLE XI STOCK

The Corporation shall have no authority to issue capital stock.

ARTICLE XII LIMITATION ON LIABILITY OF OFFICERS

An officer is not liable to the Corporation or its Board for monetary damages for an act or omission in the director's capacity as officer, except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or officer or other person related to the Corporation to the extent permitted by the Texas Nonprofit Corporation Act. As provided in the bylaws, the Board of Directors shall purchase insurance to fund such indemnity commitments as further described in the Texas Nonprofit Corporation Act.

ARTICLE XIV AMENDMENT OF BYLAWS

All amendments to the bylaws of the Corporation shall be approved by at least two-thirds of the votes of the members present at such meeting in person or by proxy who are entitled to cast ballots.

ARTICLE XV AMENDMENT OF ARTICLES OF INCORPORATION

Except as provided by Section 22.107(b) of the Texas Business Organization Code (the "Act"), the Board of Directors of the Corporation must adopt a resolution specifying the proposed amendment to the Articles of Incorporation and directing that the amendment be submitted to a vote at an annual or special meeting of the full members having voting rights.

Written notice containing the proposed amendment or a summary of the changes to be effected by the amendment shall be given to each full member entitled to vote at the meeting within the time and in the manner provided by the Texas Nonprofit Corporation Act for giving notice of a meeting of members.

The proposed amendment shall be adopted on receiving the vote required as follows:

Vote Required to Approve Fundamental Action

- (a) In this article, “fundamental action” means:
- (1) an amendment of these Articles of Incorporation;
 - (2) a voluntary winding up under Chapter 11;
 - (3) a revocation of a voluntary decision to wind up under Section 11.151 of the Act;
 - (4) a cancellation of an event requiring winding up under Section 11.152 of the Act;
 - (5) a reinstatement under Section 11.202 of the Act;
 - (6) a distribution plan under Section 22.305 of the Act;
 - (7) a plan of merger under Subchapter F of the Act;
 - (8) a sale of all or substantially all of the assets of a corporation under Subchapter F of the Act;
 - (9) a plan of conversion under Subchapter F of the Act; or
 - (10) a plan of exchange under Subchapter F of the Act.
- (b) The vote required for approval of a fundamental action is at least two-thirds of the votes that full members present in person or by proxy are entitled to cast at the meeting at which the action is submitted for a vote.

Procedures to Adopt Amendment to Articles of Incorporation by Board of Directors

- (a) In the case of an amendment under Subsection (b), an amendment to the Corporation’s Articles of Incorporation shall be adopted at a meeting of the Board of Directors on receiving the vote of directors required by Section 22.164 of the Act.
- (b) The board of directors may, without members approval, adopt amendments to these Articles of Incorporation to:
- (1) extend the duration of the Corporation if the Corporation was incorporated when limited duration was required by law;
 - (2) delete the names and addresses of the initial directors;
 - (3) delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state; or
 - (4) change the corporate name by:
 - (A) substituting the word “corporation,” “incorporated,” “company,” or “limited,” or the abbreviation “corp.,” “inc.,” or “Ltd.,” for a similar word or abbreviation in the name; or
 - (B) adding, deleting, or changing a geographical attribution to the

name.

ARTICLE XVI MEETING OF MEMBERS

Except as otherwise provided for in the Bylaws of the Corporation, the Corporation shall hold an annual meeting of the full members at a date, time and place that is stated in or determined in accordance with the bylaws of the Corporation.

A special meeting of the members of the Corporation may be called by:

- (1) the president;
- (2) the board of directors;
- (3) members having not less than one-tenth of the votes entitled to be cast at the meeting; or
- (4) other officers or persons as provided by these Articles of Incorporation or Bylaws of the Corporation.

Special Bylaws Affecting Notice

(a) The Corporation may not provide in its bylaws that notice of an annual or regular meeting is not required.

Preparation and Inspection of List of Voting Members

- (a) After setting a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all its voting members. The list must identify:
 - (1) the members who are entitled to notice and the members who are not entitled to notice of the meeting;
 - (2) the address of each voting member; and
 - (3) the number of votes each voting member is entitled to cast at the meeting;
- (b) Not later than the second business day after the date notice is given of a meeting for which a list was prepared in accordance with Subsection (a), and continuing through the meeting, the list of voting members must be available at the Corporation's principal office or at a reasonable place in the municipality in which the meeting will be held, as identified in the notice of the meeting, for inspection by members entitled to vote at the meeting for the purpose of communication with other members concerning the meeting.
- (c) A voting member or voting member's agent or attorney is entitled on written demand to inspect and, at the member's expense and subject to Section 22.351 of the Act, copy the list at a reasonable time during the period the list is available for inspection.
- (d) The Corporation shall make the list of voting members available at the meeting. A voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or an adjournment of the meeting.

Quorum of Members

(a) Unless otherwise provided by these Articles of Incorporation or Bylaws,

members of the Corporation holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum.

- (b) The vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present is the act of the members meeting, unless the vote of a greater number is required by law, these Articles of Incorporation or Bylaws.

Voting Members

- (a) Each full member of the Corporation is entitled to one vote on each matter submitted to a vote of the Corporation's members.
- (b) A member may vote in person or, unless otherwise provided by these Articles of Incorporation or Bylaws, by proxy executed in writing the member or the member's attorney-in-fact.
- (c) Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of its execution. A proxy may not be irrevocable for longer than 11 months.
- (d) If authorized by these Articles of Incorporation or Bylaws, a member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

ARTICLE XVII ELECTION OF DIRECTORS

- (a) A full member entitled to vote at an election of directors is entitled to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election the member has a right to vote.
- (b) A full member may not cumulate the member's vote.

Record Date for Determination of Members:

- (a) The record date for determining members of the Corporation shall be as follows:
 - (1) members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting; and
 - (2) members at the close of business on the business day preceding the date notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting, are entitled to notice of a meeting of members.

ARTICLE XVIII PROHIBITIONS

All of the assets, property, income, revenue, and earnings of the Corporation shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Board of Directors, subject to the Bylaws, to carry out the objectives and purposes of the Corporation. No dividend or part of the net earnings of the Corporation shall inure to the benefit of or shall be distributed to its directors or officers, or any other private person; provided, however, that the

Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article IV hereof; and provided that the Corporation may pay compensation in a reasonable amount to its directors, officers, or other persons, firms or corporations for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distribution to its Director but only as permitted by the Act and Article X hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

These Articles of Incorporation will become effective when approved by the secretary of state.

The undersigned incorporator signs these Articles of Incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Date: September _____, 2006.

Bruce Bigelow, Incorporator