

# CONSTITUTION OF THE ILLINOIS ASSOCIATION FOR FLOODPLAIN AND STORMWATER MANAGEMENT

## **Preamble**

In order to promote the common interest in floodplain and stormwater 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 floodplain and stormwater systems, this body hereby adopts this document as the official Constitution of the Illinois Association for Floodplain and Stormwater Management.

## **Article I. Name**

The name of this organization shall be Illinois Association for Floodplain and Stormwater Management.

## **Article II. Purpose**

The purpose of the Illinois Association for Floodplain and Stormwater Management is the following:

1. To promote public awareness of proper floodplain and stormwater management;
2. To promote the professional status of floodplain and stormwater management and secure all benefits resulting therefrom;
3. To promote a liaison between individuals concerned with proper floodplain and stormwater management and to encourage the exchange of ideas;
4. To keep individuals concerned with proper floodplain and stormwater 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 and stormwater legislation and other related floodplain and stormwater management matters; and
6. To study and support legislation pertinent and necessary to the effective implementation of floodplain and stormwater management matters.

## **Article III. Membership**

Regular membership shall be open to all persons actively involved in floodplain or stormwater management in the state of Illinois. This includes elected officials, appointed officials, Federal, State and local employees, engineers, planners, consultants, and others involved in floodplain and stormwater management.

## **Article IV. Location**

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

## **Article V. Officers**

1. The officers of the shall be the Chair, Vice-Chair, Secretary, Treasurer and Immediate Past Chair. These officers shall constitute the Executive Committee.
2. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected annually from the membership of the Association and may not serve more than two consecutive one-year terms in the same office.
3. The responsibilities of each office shall be set forth in the Bylaws of the Association.

## **Article VI. Committees**

The Chair may appoint, with the approval of the Executive Committee, committees to assist in conducting the business of the Association.

## **Article VII. 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 Executive Committee and the Chair of each Committee. The Chair of the Association shall serve as Chair of the Board of Directors and each other Association officer shall serve as the same officer for the Board.

### **Article VIII. Meetings**

One general membership 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 of the Association.

### **Article IX. Amendments**

1. Amendments to this Constitution may be proposed by the Board of Directors or by written petition signed by 15 voting members or 10% of the membership of the Association, whichever is less. 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 and may be amended by a majority vote at said meeting and, if amended, shall be voted upon by ballot in such form. If not amended, the proposed amendment as submitted to the membership shall be voted upon by ballot. Ballots shall be made available at the annual meeting of the Association. Absentee ballots will be available upon request no less than 15 days before the annual meeting. Ballots shall be counted at the annual meeting by a teller's committee appointed by the Chair. The Secretary shall notify the membership of the results.

2. For adoption of any amendment to the Constitution, two-thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall become effective 10 days after counting of ballots.

3. 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 any Association meeting duly called and attended by at least 35 voting members or one third of the membership, whichever is less.

### **Article X. Dissolution**

Upon 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 1953 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

### **Article XI. Parliamentary Law**

In all questions involving parliamentary procedure, including election procedures not covered by the Bylaws of the Association or established by the Board of Directors, Robert's Rules of Order (Revised) shall be considered the governing authority. The Chair shall be the Parliamentarian and shall rule on all issues of parliamentary procedure.

### **Article XII. Association Records and Reports**

1. The original Bylaws and 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 to 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 or 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 or her interest as a member.

Adopted: March 21, 1991

Last Amended: March 2, 1995

# **BYLAWS OF THE ILLINOIS ASSOCIATION FOR FLOODPLAIN AND STORMWATER MANAGEMENT**

## **Article I. Membership**

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

1. A person becomes an individual voting member upon payment of dues and enrollment on the list of active members of the organization.
2. The annual dues of the Association shall be \$20 per person. Dues are payable on or before January 1 of each year provided that any member joining after August 15 shall pay \$10 for the remainder of that year.
3. Any member delinquent in payment of dues after the annual conference of each year shall be dropped from membership.
4. The Executive Office is responsible for sending out notices and collecting dues and will be assisted in this responsibility by the members of the Membership Committee.
5. The Board of Directors may establish categories of non-voting membership and establish different dues for them.

## **Article II Meetings of the General Membership**

1. Annual Meeting - The annual meeting of the general membership of the Association shall be held in accordance with the Constitution in conjunction with the Spring Conference of the Association. Members shall elect the officers for the Association; may establish policy by resolution; may amend the Bylaws; may 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. Ballots for Officers and for any amendments to the Constitution or Bylaws shall be made available at the annual meeting.

2. Special Meetings - All business and activities that may be conducted at the annual meeting, except for election of the Officers, may be conducted at special meetings of the general membership. Special meetings of the Association may be called at any time by a majority of the Board of Directors.
3. Notice of Meetings - Written notice of each general membership meeting of the Association shall be given by mailing a copy of such notice at least 21 days before such meeting to each member, addressed to the 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 a special meeting, the purpose of the meeting.

## **Article III. Board of Directors**

1. Membership. The membership of the Board of Directors shall be as established by the Constitution of the Association.

2. Officers and Committee Chairs

a. Resignation: Any officer or committee chair 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 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.

b. Removal: Any elected Officer may be removed from office by majority vote of the members present at a general membership meeting of the Association, called in accordance with Article II. Any committee chair may be removed from office by direction of the Chair, subject to confirmation by majority vote of the Executive Committee.

c. Vacancies: A vacancy in any office may be filled by appointment by the Chair, subject to confirmation by the Executive Committee. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

d. Multiple Offices: No person shall simultaneously hold more than one elected office.

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

- a. Chair. The Chair shall preside at all meetings of the Association and the Board of Directors and shall see that orders and resolutions of the Board are carried out.
- b. 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.
- c. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the membership meetings, and shall perform such other duties as required by the Board. The Secretary shall prepare and mail notices of all meetings of the Board and general membership.
- d. 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 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. The treasurer may issue payments over \$250 and not exceeding \$2,000 that have been either budgeted, approved by the board at a previous meeting, or been approved by the Executive Committee before payment is issued. Payments over \$2,000 must be voted upon by the entire Board before payment is issued. The Treasurer and Chair shall be bonded at the discretion of the board.
- e. Immediate Past Chair. The Immediate Past Chair shall act as an advisor to the Board of Directors. The Immediate Past Chair shall discharge such other duties as may be required by the Board.
4. Quorum. A quorum at a meeting of the Board of Directors shall consist of at least five members including a majority of the Executive Committee.
5. Voting Required. The affirmative vote of the majority of the Directors present at the meeting in which a quorum is present shall be required for any act of the Board of Directors except as otherwise set forth in these Bylaws.

#### **Article IV. Committees**

1. For the purpose of conducting business in an orderly and timely manner the following standing committees are hereby established: Stormwater Management Committee, Floodplain Management Committee, Legislative Committee, Newsletter Committee, Nominations and Elections Committee, Awards Committee, and Annual Conference Committee. The Chair may establish or abolish other committees as needed, subject to approval of the Executive Committee.
2. Committee Chairs of the other committees shall have the same rights and duties as members of the Board of Directors as the chairs of the standing committees.

#### **Article V. Amendments**

At any meeting of the board of Directors where a quorum is present, 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 any Association meeting when at least 35 voting members or one third of the membership is present.

#### **Article VI Executive Office**

The Board of Directors may establish an Executive Office by hiring staff, by contracting staff, or by agreement with an agency or organization. The duties of the Executive Office staff shall be as assigned by the Board.

#### **Article VII Finances**

1. The Board of Directors shall adopt a budget each year.
2. The budget may allow funding travel expenses on Association business, including conferences. Priority for funding conference travel shall go to the five officers. The second priority for travel funding shall go to committee chairs. Travel requests and expenses shall be approved by the Executive Committee.

#### **Article VIII Tax Exempt Status**

1. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding-section of any future federal tax code.

3. In accordance with Article X of the Constitution, upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding, section of any future federal tax code, or shall be distributed to the federal Government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 purposes.

Adopted: March 21, 1991

Amended: March 18, 1999

Amended: March 9, 2006

Amended: March 13, 2008