

**CODE OF BY-LAWS**  
**OF**  
**INDIANA ASSOCIATION FOR FLOODPLAIN AND**  
**STORMWATER MANAGEMENT, INC.**

**ARTICLE 1**

**Identification, Records, Seal and Fiscal Year**

**Section 1.01. Name.** The name of the Corporation is Indiana Association for Floodplain and Stormwater Management, Inc. (the “Corporation”).

**Section 1.02. Place of Keeping Corporate Books and Records.** The Corporation shall keep at its principal office a copy of the following books and records:

- (a) its Articles of Incorporation and all amendments thereto currently in effect (hereinafter referred to as “Articles”);
- (b) its Code of By-Laws and all amendments thereto currently in effect (hereinafter referred to as the “By-Laws”);
- (c) Resolutions adopted by the Board of Directors (hereinafter referred to as the “Board”);
- (d) Minutes of all meetings of the Board and records of all actions taken by the Board without a meeting (collectively referred to as “Board Minutes”) for the prior three (3) years;
- (e) all written communications by the Corporation to the Board including the Financial Statements furnished by the Corporation to the Board for the prior three (3) years;
- (f) a list of the names and business addresses of the current Directors of the Corporation (hereinafter referred to as “Directors”) and the current Officers of the Corporation (hereinafter referred to as “Officers”);
- (g) the most recent Annual Report of the Corporation as filed with the Secretary of State of Indiana. The Corporation shall also keep and maintain at its principal office, or at such other place or places within or without the State of Indiana as may be provided, from time to time, in these By-Laws, (i) Minutes of all meetings of each Committee, and records of all actions taken by each Committee without a meeting; (ii) appropriate accounting records of the Corporation; and (iii) a record of the Directors in a form that permits preparation of a list of the names and addresses of all the Directors, in alphabetical order. All of the Records of the Corporation described in this Section shall be maintained in written form or in another form capable of conversion into written form within a reasonable time; and

- (h) The updated policies and procedures manual, which includes all policies and procedures governing all committees operating at the direction of the Officers.

**Section 1.03. Seal.** The Board may designate the design and cause the Corporation to obtain and use a corporate seal, but the failure of the Board to designate a seal or the absence of the impression of the corporate seal from any document does not affect in any way the validity or effect of such document.

**Section 1.04. Fiscal Year.** The fiscal year of the Corporation shall end at such time as the Board shall determine. In the event the Board shall not make such a determination, the fiscal year of the Corporation shall be the fiscal year adopted in the first Federal Income Tax Return of the Corporation.

## **ARTICLE 2**

### **Purposes**

The purpose of the Indiana Association for Floodplain and Stormwater Management, Inc. is the following:

- (i) To promote public awareness of proper floodplain and stormwater management;
- (ii) To promote the professional status of floodplain and stormwater management and secure all benefits resulting therefrom;
- (iii) To promote a liaison between individuals concerned with proper floodplain and stormwater management and to encourage the exchange of ideas;
- (iv) 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;
- (v) To inform concerned individuals of pending floodplain and stormwater legislation and other related floodplain and stormwater management matters; and
- (vi) To study and support legislation pertinent and necessary to the effective implementation of floodplain and stormwater management matters.

## ARTICLE 3

### Board of Directors

**Section 3.01. Functions.** The business, property and affairs of the Corporation shall be managed and controlled by the Board as from time to time constituted. The Board may, by resolution, create, appoint and further define Officer's duties and fix the compensation of such officers as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed.

**Section 3.02. Number.** There shall be ten (10) Directors of the Corporation, that make up the Board, which number may from time to time be increased or decreased by resolution of a majority of the Board. Except as otherwise provided in these By-Laws, all members of the Board shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

**Section 3.03. Election.** The Directors shall be elected at the Annual Meeting provided in this Article 3 of this Code of By-Laws. Appointed Directors shall be appointed by the Chairperson, as described in these By-Laws.

**Section 3.04. Term.** Each Director shall serve for a term of 1 year or until his or her successor is elected and qualified, or until she or he has resigned or been removed. Incumbent Directors shall be eligible for re-election and the number of years a person may serve as a Director is not limited. Appointed Directors will serve until a successor is appointed or until she or he has resigned or been removed. No person shall simultaneously hold more than one (1) elected office. The start date of an elected Director shall begin on January 1st following the election and run that entire calendar year.

**Section 3.05. Vacancies.** Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by the remaining Board, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

**Section 3.06. Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board, the Chair, or the Secretary of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

**Section 3.07. Removal.** Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

**Section 3.08. Annual Membership Meetings.** The Board shall hold an Annual Meeting with members each year at the Annual Conference. The Board shall give at least thirty (30) days’ advance notice to the Members by publication in the Corporation’s newsletter or by whatever method the Board determines will provide contact with Members. The Annual Meeting shall be for the purpose of organization, election of Directors, and consideration of any other business that may properly be brought before the meeting.

If such meeting is not held as above provided, the election of Directors may be held at any subsequent meeting of the Membership specifically called in the manner set forth herein. The Board may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special Meetings of the Board may be called by the Chair, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting. Failure to hold an Annual Meeting at the designated time does not affect the validity of any corporate action.

**Section 3.09. Notice of Membership Meetings.** A written or printed Notice, stating the place, day and hour of the Annual Meeting and, in the case of a Special Meeting or when otherwise required by any provision of the Act, the Articles or the By-Laws, the purpose or purposes for which the meeting is called, shall be delivered, mailed, or emailed by the Secretary or by the persons calling the meeting to each member, at such address as appears on the Records of the Corporation, at least ten (10) and not more than sixty (60) days before the date of the meeting. Notice of any Special Meeting called at the written demand of Directors shall be delivered, mailed, or emailed within sixty (60) days of the Secretary’s

receipt of such demand. Each member who has in the manner provided in Section 3.10 of these By-Laws waived Notice of the meeting, or who personally attends or participates in a meeting shall be conclusively presumed to have been given due notice of such meeting.

**Section 3.10. Waiver of Notice.** Notice of any Annual or Special Meeting may be waived in writing by any member, before or after the date and time of the meeting specified in the Notice thereof, by a written Waiver delivered to the Corporation for inclusion in the Minutes or filing with the corporate records. A member's attendance at any meeting in person or by telephone shall constitute a waiver of (a) notice of such meeting, unless the member, at the beginning of the meeting, objects to the holding of or the transaction of business at the meeting, and (b) consideration at such meeting of any business that is not within the purpose or purposes described in the meeting Notice, unless the member objects to considering the matter when it is presented.

**Section 3.11. Regular Meetings of the Board of Directors.** Regular meetings of the Board may be held at stated times or from time to time, and at such place, either within or without the State of Indiana, as the Board may determine.

**Section 3.12. Special Meetings.** Special Meetings of the Board may be called at any time or from time to time and shall be called on the written request of at least two (2) Directors, by causing the Secretary or any delegate of the Secretary to give to each Director, either personally or by mail, telephone, or email at least two (2) days' notice of the date, time and place of such meeting. Special Meetings shall be held at the principal office or at such other place, within or without the State of Indiana, as shall be specified in the respective Notices or Waivers of Notice thereof. A Director may waive notice of any Special Meeting of the Board before or after the date and time stated in the Notice by a written waiver signed by the Director and filed with the Minutes or corporate records. A Director's attendance at or participation in a Special Meeting waives any required Notice to the Director of the meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 3.13. Quorum.** A quorum of the Board at any Annual, Regular or Special Meeting of the Board shall be a majority of the duly qualified members of the Board then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board

A quorum of the Membership for the Annual Meeting shall constitute 30% of the members on the roster. In-person votes or actions taken of the membership shall be effective with a majority of those present. Electronic votes taken of the membership shall be effective with a majority of the responses, provided the overall response rate is greater than 30%.

**Section 3.14. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board or of such committee. The action must be evidenced by at least one written or electronic consent describing the action taken, signed or e-signed by each member of the Board or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

**Section 3.15. Meeting by Electronic Means, etc.** Any or all of the Directors of the Board or members of any committee designated by the Board may participate in a meeting by or through the use of any means of electronic communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

## **ARTICLE 4**

### **Officers**

**Section 4.01. Executive Committee.** The Corporation shall have an Executive Committee which may conduct the business of the Corporation between meetings of the Board and which consists of the following Officers:

- (i) **Chair** The Chair shall be the chief volunteer officer of the corporation. The Chair shall lead the Board in performing its duties and

responsibilities, including, presiding at all meetings of the Board and Corporation. The Chair shall perform all other duties incident to the office or properly required by the Board and per the Chair's job description.

**(ii) Vice-Chair**

The Vice-Chair shall perform the duties of the Chair in the event of absence, inability or refusal to act, or disqualification due to a conflict of interest. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform all other duties incident to the office per the Vice-Chair's job description.

**(iii) Secretary**

The Secretary shall keep or cause to be kept a record of minutes of all meeting and actions of Directors and meeting of the Corporation. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these By-Laws. The Secretary shall have such other powers and perform such other duties as prescribed by the Board and listed in the Secretary's job description.

**(iv) Treasurer**

The Treasurer shall be the lead for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. The Treasurer shall perform all duties properly required by the board and listed in the Treasurer's job description.

**Section 4.02. Elected Officers**

**(i) North Regional Director**

The Regional Director is memberships' direct contact and liaison between those regional members and the Board. The Regional

Director shall be responsible for assisting the Floodplain and Stormwater Committee Chairs with their Education and Outreach efforts, the Legislative Chair with legislative issues, and Membership Chair with membership outreach and recruitment in the Northern Region of the state. The Regional Director shall perform all duties properly required by the Board and listed in the Regional Director's job description. In the event that no nominations are received for the Regional Director's position, the Chair shall reserve the right to appoint the Regional Director.

**(ii) Central Regional Director**

The Regional Director is memberships' direct contact and liaison between those regional members and the Board. The Regional Director shall be responsible for assisting the Floodplain and Stormwater Committee Chairs with their Education and Outreach efforts, the Legislative Chair with legislative issues, and Membership Chair with membership outreach and recruitment in the Central Region of the state. The Regional Director shall perform all duties properly required by the Board and listed in the Regional Director's job description. In the event that no nominations are received for the Regional Director position, the Chair shall reserve the right to appoint the Regional Director.

**(iii) South Regional Director**

The Regional Director is memberships' direct contact and liaison between those regional members and the Board. The Regional Director shall be responsible for assisting the Floodplain and Stormwater Committee Chairs with their Education and Outreach efforts, the Legislative Chair with legislative issues, and Membership Chair with membership outreach and recruitment in the Southern Region of the state. The Regional Director shall perform

all duties properly required by the Board and listed in the Regional Director's job description. In the event that no nominations are received for the Regional Director position, the Chair shall reserve the right to appoint the Regional Director..

**Section 4.03. Appointed Officers**

- (i) **Stormwater Chair** The Stormwater Chair shall perform all duties properly required by the Chair and listed in the Stormwater Chair job description.
- (ii) **Floodplain Chair** The Floodplain Chair shall perform all duties properly required by the Chair and listed in the Floodplain Chair job description.
- (iii) **Immediate Past Chair** The Immediate Past Chair shall be a Non-Voting Director and perform all duties properly required by the Chair and listed in the Immediate Past Chair's job description.

**Section 4.04. Election, Term of Office and Qualification.** Chair, Vice-Chair, Secretary, Treasurer, and Regional Directors shall be elected at each Annual Meeting of the Association and shall be elected for a term of one (1) year and shall hold office until their respective successors are elected and qualified.

**Section 4.05. Removal.** Any elected Officer may be removed from office by 2/3 majority vote of the Board. Any other Director or Committee Chair may be removed from office by direction of the Chair, subject to confirmation by 2/3 majority vote of the Board.

**Section 4.04. Removal of Members.** Members may be removed by a 2/3 majority vote of the Board, provided one Director presents good cause to the Board, and provided the member has an opportunity to attend that presentation, and to rebut or refute that showing.

**ARTICLE 5**

**Committees of the Board of Directors**

**Section 5.1. Creation of Committees.** 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, Awards Committee, and Annual Conference Committee. The Chair may establish or abolish other Committees as needed, subject to approval of the Board.

**Section 5.2. Duties of Committee Chairs.** The duties of each Committee Chair shall include the duties listed below, which may be amended by majority vote of the Board or Committee:

- (i) **LEGISLATIVE COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Legislative Committee oversees the Committee's work on legislative issues and shall serve in an advisory role to the Board. The Legislative Committee addresses legislative issues including, but not limited to, the following: Reviewing for Association all new proposed State legislation that would affect floodplain and stormwater management; Serving as a liaison or contact point for the Corporation with the Indiana State Legislature; Developing and proposing new floodplain and / or stormwater-related Legislation, as needed.
- (ii) **OUTREACH COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Outreach Committee would oversee Committee's work on the development and publication of a corporate newsletter and shall serve in an advisory role to the Board. The newsletter is required annually, but may be published any time. In addition to floodplain/stormwater-related articles, the newsletter is expected to cover all meetings and workshops, sponsor article competitions and serve as a public relations tool. The Outreach Committee Chair shall coordinate through the Executive Secretary or Executive Office, if appointed.
- (iii) **AWARDS COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Awards Committee would oversee Committee's work on sponsoring programs to find best projects, best articles, most improved community, etc., and shall serve in an advisory role to the Board. Awards Committee will establish a voting panel, nature and amount of awards and procedures for presenting the awards. The Awards Committee Chair shall coordinate through the Vice-Chair or Executive Office, if appointed.
- (iv) **CONFERENCE COMMITTEE CHAIR:** The Conference Committee Chair shall be appointed by the Chair and oversee the Committee's work on the development of an Annual Conference for the Corporation, as well as developing other mini-conferences, twilight seminars, and workshops. The Committee would also be responsible for establishment and development of floodplain and stormwater management professional training sessions and continuing education programs for members.
- (v) **MEMBERSHIP COMMITTEE CHAIR:** Shall be the Immediate Past Chair.

The Chair of the Membership Committee would oversee Committee's work on membership recruitment and shall serve in an advisory role to the Board. Membership Committee Chair shall coordinate through the Executive Secretary or Executive Office, if appointed.

**Section 5.4. Meetings; Procedure; Quorum.** Committee Chairs may conduct committee meetings in the manner most expedient to conducting and completing Committee business. Committee Chairs must present their progress and reports to the Board.

## **ARTICLE 6**

### **Executive Office**

The Board 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 7**

### **Loans to Officers and Directors**

The Corporation shall not lend money to or guarantee the obligations of any Officer or Director of the Corporation.

## **ARTICLE 8**

### **Financial Affairs**

**Section 8.01. Contracts.** The Board may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Officer, Agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

**Section 8.02. Checks, etc.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness must be drafted and used in compliance with the Financial Policy.

**Section 8.03. Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board.

**Section 8.04. Interest of Directors in contracts.** Any Contract or other transaction between the Corporation and (a) any Director, or (b) any corporation, unincorporated Corporation, business trust, estate, partnership, trust, joint venture, individual, or other legal entity (hereinafter referred to as “Legal Entity”) (1) in which any Director has a material financial interest or is a general partner, or (2) of which any Director is a director, officer or trustee (collectively referred to as “Conflict Transaction”), shall be valid for all purposes, if the material facts of the Conflict Transaction and the Director’s interest were disclosed or known to the Board, a Committee with authority to act thereon, or the Directors entitled to vote thereon, and the Board, such Committee, or such Directors authorized, approved or ratified the Conflict Transaction. A Conflict Transaction is authorized, approval or ratified by such Directors, if it receives the vote of a majority of the Board, in which vote of any Director who, or of any Legal Entity that has an interest in the Conflict Transaction may be counted.

This Section shall not be construed to require authorization, ratification, or approval by the Directors of any Conflict Transaction, or to invalidate any Conflict Transaction that would otherwise be valid under the common and statutory law applicable thereto.

**Section 8.05. Limitation of Liability.** The following provisions apply with respect to liability on the part of a Director, a member of any Committee, or of another Committee appointed by the Board (an “appointed Committee”), member, employee, or agent of the Corporation (collectively “Corporate Persons” and individually a “Corporate Person”) for any loss or damage suffered on account of any action taken or omitted to be taken by a Corporate Person:

**(a) General Limitation.** No Corporate Person shall be liable for any loss or damage if, in taking or omitting to take any action causing such loss or damage, either (1) such Corporate Person acted (a) in good faith, (b) with the care an ordinarily prudent person in a like position would have exercised under similar circumstances, and (c) in a manner such Corporate Person reasonably believed was in the best interests of the Corporation, or (2) such Corporate Person's breach of or failure to act in accordance with the standards of conduct set forth above (the "Standards of Conduct") did not constitute willful misconduct or recklessness.

**(b) Reliance on Corporate Records and other Information.** Any Corporate Person shall be fully protected and shall be deemed to have complied with the Standards of Conduct, in relying in good faith, with respect to any information contained therein, upon (1) the Corporation's records, or (2) information, opinions, report or statements (including financial statement and other financial data) prepared or presented by (a) one or more other Corporate Persons whom such Corporate Person reasonably believes to be competent in the matters presented, (b) legal counsel, public accountant or other persons as to matters that such Corporate Person reasonably believe are within such person's professional or expert competence, (c) Committee or an appointed Committee, of which such Corporate Person is not a member, if such Corporate Person reasonably believes such Committee or Appointed Committee merits confidence, or (d) the Board, if such Corporate Person is not a Director and reasonably believe that the Board merits confidence.

## **ARTICLE 9**

### **Corporate Indemnification**

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or Officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

## **ARTICLE 10**

### **Prohibited Activities**

Notwithstanding any other provision of this Code of By-Laws, no Director, Officer, employee, or Agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

## **ARTICLE 11**

### **Amendments**

**Section 12.1. Amendment of By-Laws.** At any meeting of the Board where a quorum is present, the Board, by two-thirds vote, may amend, the By-Laws in conformity with the Articles of Incorporation, provided that electronic or written notice of such shall have been made to each Board member at least 1 day prior to the meeting at which action thereon is to be taken. The By-Laws may be amended by a majority vote of the Directors present at any Board meeting, or by a majority vote on an electronic ballot.

**Section 12.2. Constructions and Terms.** If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding. All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

## **ARTICLE 12**

### **Membership**

The membership of the Corporation 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 Corporation.

2. The annual dues of the Corporation shall be Forty Dollars (\$40.00) per person. Dues are payable on or before September 1<sup>st</sup> of each year provided that any member joining after September 1st shall pay Forty Dollars (\$40.00) for the remainder of the membership year which shall run from September 1st to August 31<sup>st</sup>.

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 a Membership Committee.

5. The Board of Directors may establish categories of nonvoting membership and establish different dues for them.

## **ARTICLE 13**

### **Meetings of the General Membership**

**Section 13.01. Annual Meeting.** The Annual Meeting of the general membership of the Corporation shall be held in accordance with the Articles. The Executive Committee is required to prepare a Slate of Officers for election at the next Annual Meeting. To prepare the slate, the Executive Committee shall request nominations from the members.

Members shall elect the Officers for the Corporation. Votes will be solicited prior to the Annual Meeting. Ballots will close at the conclusion of the first day of the Annual Meeting. Ballots for Officers and for any amendments to the Articles or by-Laws shall be made available at the annual meeting.

The Annual Meeting shall be held at the Annual Conference or at such time, date and place as may be designated by the Board.

**Section 13.02. 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 Corporation may be called per Section 3.12.

**Section 13.03. Notice of Meetings.** Written notice of each general membership meeting of the Corporation shall be given by electronic or first class mail prior to such meeting to each member. Such notices shall specify the place, day and hour of the meeting noticed, and, in the case of a Special Meeting, the purpose of the meeting.