

**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 membership committee, 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~~ five 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.

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. Only Ffull and Life members have voting rights.

CORPORATE SPONSOR: Private business wishing to show and provide additional support for the Association and its activities, shall become a corporate sponsor of the Association. As such, each sponsor shall be entitled to one full membership and associated benefits.

STUDENT: Members are registered as full or part-time students pursuing a degree plan such as Engineering, Geography, Environmental Management, or other fields related to floodplain management.

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 has been a FULL member for a minimum of 25 years, and will need to apply for this category change.

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.

b.—

c. Continuing Education Credit (CEC) received toward biannual CFM recertification, in coordination with ASFPM.

SECTION 3. Membership Dues – There are ~~three~~ five dues classifications of membership – agency, full, ~~and corporate,~~ student, and life. Dues are determined by the Board of Directors with recommendation from the Finance and Membership Committees.

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 April 1st. If the dues are delinquent, membership status will be inactive, and all membership benefits, including voting rights, shall cease. If the dues have not been paid by the end of the calendar year in which they are due, membership shall cease.

SECTION 5. Collection of Dues ~~—The Membership Committee will be responsible for sending out dues notices, which will be returned to the Treasurer. The Certification Committee will include a dues notice with the CFM renewal notice that will be sent to all Certified Floodplain Manager members. The Membership Committee 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

Meeting of the General Membership

SECTION 1. Annual Meeting – The annual meeting of the Association shall be held in accordance with the Articles of Incorporation and Bylaws. At the annual meeting there shall be an election of a Board of Directors for the Association. At the annual meeting, 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. The annual meeting of the general membership shall be held in conjunction with the Association’s annual conference, 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 notice 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 active 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, the Executive Director and Regional Directors of the Association. In furtherance of the purpose of the Association, the Board may establish and appoint committees and delegate authority to other active Members to carry out specified activities. The Finance Committee reports to the Board of Directors and the Committee Chairs.

All members of the Board shall be ~~Full~~ or Life members in good standing of the Association and shall be certified as a CFM ~~or TFCM~~.

The Executive Board consists of the Officers and the Executive Director. 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 appointed from the general membership of the Association and approved by majority vote of the Board of Directors. 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 membership with the selection of dates for the annual conference and the selection of the host community. 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. The Legislative Committee reports to the Executive Director.

The Executive Director may be removed from office by a ~~2/3rd~~-two-third majority vote of the Board of Directors if the Board determines that the best interests of the Association would be served thereby.

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. The President and Vice-President may serve two consecutive terms in the same office if re-elected as described in item (b) of this Section. The Secretary may serve three consecutive terms in the same office if re-elected as described in item (b) of this Section. The Treasurer may serve in that same office without term limitation provided that he or she is re-elected as described in item (b) of this Section.
- c. Resignation and Removal – Any Officer may resign from the Board at any time by giving written notice to the President or Secretary. 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 ~~2/3rd two-majority~~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.
 - 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. The Conference Committee and the Certification Committee report to the President. Temporary task forces report to the President and the Vice-President.

(2) Vice-President: The Vice-President shall arrange the location and time for Board meetings and shall organize such meetings. In the event of the President's absence, inability or refusal to act, the Board of Directors may direct the Vice-President shall 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. The Member Services Committee reports to the Vice-President. Temporary task forces report to the President and the Vice-President.

(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 be responsible for providing the meeting minutes to the Board of Directors within 30 calendar days after the conclusion of the meeting. The Secretary shall prepare and send written notices of all meetings of the Board and General Membership. The Newsletter Committee reports to the Secretary.

(4) Treasurer: The Treasurer shall have the custody and control of the funds of the Association, subject to the action of the Board of Directors, and shall also perform such other services as the Board may require from time to time. The Treasurer shall keep appropriate records showing the status of members' accounts, collecting membership dues, mailing Certificates of Membership and collecting registration fees for all Association conferences or meetings. The Treasurer shall be responsible for paying the Association's bills and coordinating with the Finance Committee to establish annual budgets. The Treasurer shall prepare a financial statement of the Association's general fund, a statement of the funds generated by and the costs associated with the Annual conference, and a statement of the funds and costs generated by the Association's Certified Floodplain Manager Program. The Membership Committee reports to the Treasurer.

(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 the boundaries of ten regional geographical areas of the State of Texas for the purposes of member representation on the Board.

Each Regional Director shall represent the Association in one of the geographical regions defined by the following counties:

PANHANDLE

Region 1: Armstrong, Bailey, Briscoe, Carson, Castro, Childress, Collingsworth, Cottle, Dallam, Deaf Smith, Donley, Floyd, Gray, Hale, Hall, Hansford, Hartley, Hemphill, Hutchinson, Lamb, Lipscomb, Lubbock, Montley, Moore, Orchitree, Oldham, Parmer, Potter, Randall, Roberts, Sherman, Swisher and Wheeler.

PLAINS

Region 2: Andrews, Baylor, Borden, Brown, Callahan, Coleman, Cochran, Crosby, Dawson, Dickens, Fisher, Foard, Gaines, Garza, Hardeman, Haskell, Hockley, Howard, Jones, Kent, King, Knox, Lynn, Martin, Mitchell, Nolan, Scurry, Shackelford, Stonewall, Taylor, Terry, Throckmorton, Wilbarger and Yoakum

WESTERN

Region 3: Brewster, Coke, Concho, Crane, Crockett, Culberson, Ector, El Paso, Glasscock, Hudspeth, Irion, Jeff Davis, Kinney, Loving, Midland, Pecos, Presidio, Reagan, Reeves, Runnels, Schleicher, Sterling, Sutton, Terrell, Tom Green, Upton, Val Verde, Ward, and Winkler.

NORTHWEST

Region 4: Archer, Clay, Cooke, Denton, Eastland, Erath, Hood, Jack, Johnson, Montague, Palo Pinto, Parker, Somervell, Stephens, Tarrant, Wichita, Wise and Young.

NORTHEAST

Region 10: Anderson, Collin, Dallas, Ellis, Fannin, Freestone, Grayson, Henderson, Hill, Hunt, Kaufman, Navarro, Rains, Rockwall and Van Zandt.

CENTRAL

Region 5: Bastrop, Bell, Bosque, Brazos, Burleson, Burnet, Comanche, Coryell, Falls, Fayette, Grimes, Hamilton, Lampasas, Lee, Leon, Limestone, Llano, Madison, Mason, McCulloch, McLennan, Menard, Milam, Mills, Montgomery, Robertson, San Saba, Travis, Walker, Washington, Williamson.

SOUTHERN

Region 6: Atascosa, Bandera, Bexar, Blanco, Caldwell, Colorado,

Comal, DeWitt, Dimmit, Duval, Edwards, Frio, Gillespie, Gonzales, Guadalupe, Hays, Jim Hogg, Karnes, Kendall, Kerr, Kimble, Lavaca, LaSalle, Maverick, McMullen, Medina, Real, Starr, Uvalde, Webb, Wilson, Zapata and Zavala.

EASTERN

Region 7: Angelina, Bowie, Camp, Cass, Cherokee, Delta, Franklin, Gregg, Harrison, Hopkins, Houston, Jasper, Lamar, Marion, Morris, Nacogdoches, Newton, Panola, Polk, Red River, Rusk, Sabine, San Augustine, San Jacinto, Shelby, Smith, Titus, Trinity, Tyler, Upshur and Wood.

| NORTHERN

~~Region 8:~~ Austin, Brazoria, Chambers, Fort Bend, Galveston, Hardin,

| COASTAL

~~Harris, Jackson, Jefferson, Liberty, Matagorda, Orange, Victoria, Waller~~ ~~Wharton.~~

SOUTHERN
COASTAL

Region 9: Aransas, Bee, Brooks, Calhoun, Cameron, Goliad, Hidalgo, Jim Wells, Kenedy, Kleberg, Live Oak, Nueces, Refugio, San Patricio and Willacy.

- 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.

| (2) Attend the annual Spring Conference of the Association and participate in the general membership meeting. 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.

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

(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. In addition, the Regional Director will be responsible for holding at least one special meeting per year within the region to offer

a floodplain management refresher course and to proctor the certification exam. The scheduling and content of refresher courses and of the certification exam will be coordinated with the Executive Director. Written notice of such meetings shall be provided in advance to the Board of Directors. The Regional Director shall prepare 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 certification program.

(7) Provide an update article about the region and its members' activities to the Newsletter Chair on a semiannual basis.

- c. Term – A Regional Director may serve consecutive terms provided he or she is confirmed by a majority of the voting membership at 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 or Secretary. 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 ~~2/3rd~~ 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, 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 Nominations Committee will make a recommendation to the Board on a possible candidate. The Director appointed to such vacancy shall serve for the remainder of the previous Director's term.

SECTION 5. Quorum – a quorum at a meeting of the Board of Directors shall consist of a simple majority of the Directors 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 or the membership require a simple majority vote 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 and the Member Services Committee 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. Ex-Officio Members – The Board of Directors may invite TFMA members who serve as ASFPM Officers or on ASFPM Boards but who are not TFMA Officers or Regional Directors to attend Board meetings. These ex-officio members may provide advice to the Board. They do not have voting rights and are not counted in Board quorums.

ARTICLE IV

Elections

SECTION 1. Nominations - The President shall appoint a nominating committee of three active members who shall provide written notice of the opening of nominations at least ninety (90) calendar days prior to the election. The nominating period shall be open for thirty (30) calendar days. The committee shall accept nominations from any voting member; publish qualifications of candidates; present the list of qualified nominations to the membership by written notice; and post the list of qualified nominations on the Association website at least thirty (30) calendar days prior to the meeting at which the elections are held.

Positions open for nomination include President, Vice-President, Secretary, Treasurer, and Regional Directors.

In addition, the Nominating Committee shall propose candidates for the President to consider as Committee Chairs.

Regional Directors will be nominated for office from the qualified membership of the region that they are to represent. Nominations for Regional Directors are conducted in the same manner as for officers except that candidates shall be nominated by voting members of their region. In the event that a qualified candidate cannot be identified from the membership of a particular region, then the Board will nominate a qualified member from another region, preferably adjacent to the region in question, to stand for election.

SECTION 2. Election of Officers – With the exception of Past President, the election of officers shall be by a majority of all votes cast by members present at the annual meeting of the Association at which elections are to be held plus early votes. Voting shall be conducted by printed ballot distributed to, and collected from, members at the first general session of the meeting. Ballots

will be tabulated immediately in case a runoff election is necessary.

Early voting may be accomplished by fax or direct mail received by the Association Secretary at least 7 calendar days prior to the first day of the annual meeting.

At the annual conference where elections are to be held, ballots will be provided to members present at the meeting along with other registration materials. Ballots completed at the meeting must be returned to the registration desk not later than 5:00 pm on the first full day of activities scheduled for the meeting. Proxy voting is not permitted.

All ballots – early voting and submitted at the meeting – must include the member’s signature and printed name in order to verify active membership and member region. Instructions for completing ballots, plus submission locations and deadlines, will be provided to members with the written notice of nominations, as described in Section 1, Nominations, and will also be provided to meeting attendees with registration materials.

Ballots will be tabulated by the Member Services Committee under the direction of the Association Secretary with the results being presented to the President and Executive Director by the following day. If a runoff election is necessary, printed ballots will be provided at the registration desk as soon as the results are reported to the President and Executive Director.

SECTION 3. Election of Regional Directors - Regional Directors will be elected in the same manner as other officers except that each Regional Director will be elected solely by the voting membership of the region which each is to represent.

SECTION 4. Runoffs and Ties - A runoff election will be necessary in cases where a single candidate does not get the majority of the votes. Runoff elections will be conducted at the next general session of the annual meeting, if feasible, but must be conducted not later than the final general session of the annual meeting. Members present at the meeting will be informed of runoff voting at sessions held that day. Completed runoff ballots must be returned to the registration desk not later than 5:00 pm. The Member Services Committee will tabulate the runoff ballots and provide the results to the President and Executive Director by the following day. Members must be present to vote in runoff elections.

Where two candidates are tied for a position with an equal number of votes after a runoff election, the winner will be selected by the members of the current Board of Directors present at the meeting on a hand vote.

ARTICLE V

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
 - current membership register
 - financial records
 - applications and files of members participating in the Certified Floodplain Manager program
 - copies of all documents transmitted as official copies from the Association Secretary

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 Annual Meeting or for downloading from the Association website. An individual member may request paper copies of a document from the Association Secretary if needed.

ARTICLE VI

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. In addition to the work of the Committees, the Board of Directors may establish or dissolve temporary Task Forces as needed to support the activities of the Association.

SECTION 2. Committee Chair – Nominees will be proposed by the Nominating Committee. Additional nominees may be proposed by the Board of Directors. All candidates must be active members. Appointments will be made by the President. The Executive Board Member responsible for that Committee will

establish the reporting criteria.

SECTION 3.

The Committees established herein are as follows:

- a. Membership Committee - reports to the Treasurer. Duties may include:
 - to develop and implement strategies to maintain the current membership,
 - to develop and implement strategies to promote growth of membership,
 - to recommend membership structure and dues to Board of Directors,
 - to assist with membership administrative tasks such as preparing mail outs of the membership certificates, and maintaining current and previous rosters with up to date emails and phone numbers,
 - to prepare articles for the newsletter that would be of interest to the general membership.

- b. Legislative Committee – reports to the Executive Director. Duties may include:
 - to track existing activities which affect both State and Federal policy,
 - to report issues back to the membership for decisions on how best to participate in the process,
 - to provide representative input to State and Federal officials,
 - to coordinate with the Newsletter Committee for articles as ~~an~~necessary,
 - to track legislation and assist in preparing testimony for the Executive Director, President and/or Board Members.

- c. Newsletter Committee - reports to the Secretary. The Newsletter Committee is responsible for developing a quarterly newsletter to be sent to members. Duties may include:
 - to organize and prepare articles for printing or electronic distribution,
 - to obtain necessary photos, clipart and ideas for content,
 - to coordinate with the Regional Directors to obtain articles.

- d. Conference Committee - reports to the President. Duties may include:
 - to plan and develop the necessary budget for annual conferences,
 - to plan and develop the necessary budget for technical seminars,
 - to arrange hotel space, meeting rooms, entertainment, speakers, exhibit areas, and conference materials,
 - to coordinate with the Executive Director and the Finance Committee for budget and implementation,
 - to review proposed conference contracts prior to signature by the Executive Director, President, or Vice-President.

- e. Certification Committee - reports to the President. All members of this Committee shall be CFMs or TCFMs. Duties may include:
 - to coordinate with the Regional Directors for the implementation of CFM exams,
 - to assist with updating the test, proctoring the exams, grading the exams and notification of the results,
 - to maintain records of applications, test results, and continuing

- education activities,
 - to assign credit hours for CFM continuing education programs,
 - to participate in audits of the Certification program.
- f. Finance Committee - reports to the Board of Directors and the Committee Chairs. Duties may include:
- to develop an annual budget,
 - to review past financial reports and recommend changes for future revenues, expenditures and policies affecting both,
 - to recommend dues structure and changes to the Board.
- g. Member Services Committee – reports to the Vice-President. Duties may include:
- to review and address member concerns about TFMA Articles of Incorporation and Bylaws,
 - to oversee nominations, awards, and elections,
 - to establish and maintain Association policies and procedures,
 - to recommend public service activities and strategic plans.
- h. Training Committee – reports to the Vice-President. Duties may include:
- to provide opportunities for members to raise awareness about flood risk and mitigation of flood risk,
 - to develop and coordinate a consistent and comprehensive training curriculum,
 - to develop a training delivery system for members,
 - to develop outreach via multimedia communication systems for our members and other organizations,
 - to develop and implement an effective risk communication plan.
- i. Scholarship Committee – reports to the Vice-President. Duties may include:
- to review the educational scholarship program and process, scholarship application requirements, and recommend changes to the Board,
 - to issue a call for annual scholarship application submittals,
 - to accept and review applications for completeness, and to ensure the application meets the minimum qualifications,
 - to interview the applicants, by telephone, as needed, select the applicants to receive the scholarship and recommend the selected applicants to the Board,
 - to issue notification letters to scholarship recipients and invite them to a TFMA conference for acknowledgment of their achievement.
- j. Special Projects Committee – reports to the President. Duties shall be established annually by the President and approved by the Board.

SECTION 4.

Task Forces – The Board of Directors may appoint temporary 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 have a specific dissolution date. Establishing a task force will not require addition of the

committee to the Bylaws. All task forces will report to the President and the Vice-President.

ARTICLE VII

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 any meeting at which a quorum is present provided that:
- a. The amendment receives a favorable vote of two-thirds of the eligible voting members that cast votes, including any early votes. Early voting may be accomplished by fax or direct mail received by the Association Secretary at least 7 calendar days prior to the first day of the meeting.
 - b. Written notice of the proposed change is provided to all members not less than 45 calendar days prior to the meeting. 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.

ARTICLE VIII

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 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.