

**CONSTITUTION  
OF THE  
OKLAHOMA FLOODPLAIN MANAGERS ASSOCIATION**

**Preamble**

The topography, climate, location and settlement patterns of Oklahoma have resulted in loss of life, frequent damage to property and homes, and severe derangement of natural hydrologic systems. This Association is formed to unite persons involved in resource management in a common effort to plan for the wise use of the state's extensive floodplains.

**ARTICLE I**

The name of this organization shall be *Oklahoma Floodplain Managers Association* hereafter referred to as the Association. The Association is an incorporated association doing business within the State of Oklahoma.

**ARTICLE II**

**Location**

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

**ARTICLE III**

**Purpose**

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

The purpose of the Association is to promote the common interest in flood damage abatement, to enhance cooperation and to exchange information among the various related private organizations, individuals, local, state and federal agencies to encourage appropriate and effective approaches to managing the state's floodplains, and to educate the public about floodplain management.

The Association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. No part of the net earnings of the Association shall personally benefit or be distributable to its members, directors, officers, or other private persons, except as recompense for authorized services rendered and to make payments and distribution in furtherance of the will of the Association.

Furthermore, the Association is charged with the Professional Development of those that manage a state's floodplains.

ARTICLE IV  
Membership

The membership of the Association shall be open to all persons involved in floodplain management and related disciplines in the State of Oklahoma. The Board of Directors shall appoint a membership committee to determine the qualifications of applicants.

ARTICLE V  
Officers

The officers of the Association shall be the Chair, Vice-Chair, Secretary and Treasurer and Past Chair. The officers shall be elected annually from the membership of the Association. The Chair may not serve more than two consecutive terms. The responsibilities of office shall be set forth in the *Bylaws* of the Association.

ARTICLE VI  
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 Association officers, the five (5) Regional Representatives, the National Flood Insurance Program Coordinator for the State of Oklahoma, or his/her duly appointed representative, and the Executive Director of the Oklahoma Water Resources Board (Executive Director). Regional boundaries shall be designated in the *Bylaws*. The Board of Directors shall execute the policy established by the general membership of the Association.

ARTICLE VII  
Meetings

One meeting of the Association shall be held annually to elect officers and to conduct any other business. Other meetings may be called as provided for in the *Bylaws* of the Association.

ARTICLE VIII  
Amendments

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 provide the same to the membership 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 in any manner pertinent by a majority vote at said meeting. If not amended, the proposed amendment as submitted shall be voted upon by letter ballot. Ballots shall be counted 21 days after mailing by a tellers committee appointed by the Chair. The Secretary shall notify the membership of the results.

For adoption of any amendments 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 the ballots.

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 Director 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.

## ARTICLE IX

### Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

## ARTICLE X

### 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.

## ARTICLE XI

### Association Records and Reports

#### SECTION I. Inspection of Records

(A) 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 at all reasonable times.

(B) 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 interest as a member.

(C) 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 interest as a member.

## ARTICLE XII

### Saving Clause

Should any provisions of the Constitution 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. This Constitution was adopted at a meeting of the general membership held on November 8, 1990 and certified by the Association Secretary on the same date. This Constitution was last

