

# BYLAWS OF THE NEW MEXICO FLOODPLAIN MANAGERS ASSOCIATION

## ARTICLE I BOARD OF DIRECTORS

**Section 1 Composition** The Board of Directors shall be composed of the five (5) Officers named in Article II and the four (4) Regional Directors named in Article III.

**Section 2 Duties** The Board of Directors shall be the governing body of the Association and shall have authority to take all appropriate measures and perform all duties required to accomplish the purpose and objectives of the Association.

**Section 3 Meetings** The Board of Directors shall convene from time to time at the call of the Chair.

**Section 4 Quorum** A simple majority shall constitute a quorum of the Board of Directors. A meeting may not be conducted without a quorum.

## ARTICLE II OFFICERS

**Section 1 Eligibility** Any member of the Association whose dues are current shall be eligible to the offices of Chair, Vice Chair, Second Vice Chair, Secretary or Treasurer.

### Section 2 Duties of the Officers

**A. Chair** The Chair shall preside at all meetings of the Board of Directors and at all membership meetings and shall insure that orders and resolutions of the Board of Directors are carried out. The Chair shall assist in the development of agendas and programs for membership meetings, and in general supervise the business and affairs of the Association. The Chair shall solicit needed help by establishing committees. The Chair shall sign and/or approve all official correspondence.

**B. Vice Chair** The Vice Chair shall perform the duties of the Chair when the Chair is absent or unable to perform. The Vice Chair shall obtain and distribute pertinent literature to the membership and maintain communication with supporting agencies.

**C. Second Vice Chair** The Second Vice Chair shall oversee all committees and report on their activities to the Board and to the membership.

**D. Treasurer** The Treasurer shall collect membership dues, conference registration fees and any other income to the Association, and shall pay all bills and obligations of the Association. The Treasurer shall prepare the annual budget, file all tax records, present income statements to the general membership,

and keep the Board of Directors informed of the financial status of the Association. The Treasurer shall keep the membership roster.

**E. Secretary** The Secretary shall keep minutes of all membership meetings and meetings of the Board of Directors. The Secretary shall record all votes. The Secretary shall prepare and distribute notices for meetings, newsletters and similar documents and shall distribute them to the Board of Directors and the membership, or appoint individuals to perform these duties.

### **Section 3 Bonding and the Authority to Issue Checks**

A. The Treasurer, Chair and Executive Director shall be bonded at the discretion of the Board of Directors.

B. On behalf of the Treasurer and at the specific direction of the Board of Directors, the Executive Director or other person or agency appointed by the Chair shall pay all bills and obligations of the Association.

C. In accordance with policies established by the Board of Directors, the Treasurer shall exercise oversight of all financial transactions of the Association.

## **ARTICLE III REGIONAL DIRECTORS**

**Section 1 Regions** Four (4) regions are designated. These regions shall be designated by the following numbers, and shall include the following counties, including all incorporated and unincorporated areas of those counties:

**A. Region I** shall consist of Bernalillo County.

**B. Region II** shall consist of the Counties of Chaves, Doña Ana, Eddy, Hidalgo, Lea, Lincoln, Luna, and Otero

**C. Region III** shall consist of the Counties of Colfax, Curry, DeBaca, Guadalupe, Harding, Mora, Quay, Rio Arriba, Roosevelt, San Miguel, Santa Fe, Taos, Torrance, and Union

**D. Region IV** shall consist of the Counties of Catron, Cibola, Grant, Los Alamos, McKinley, Sandoval, San Juan, Sierra, Socorro, and Valencia

**Section 2 Eligibility** Any member of the Association whose dues are current shall be eligible to serve as a Regional Director to represent the region wherein he/she resides or has his/her principal business. No person may represent more than one region, nor may any Officer of the Association serve as a Regional Representative during their term of office.

**Section 3 Duties of the Regional Directors** The Regional Directors shall be voting members of the Board of Directors with the duties described in Article I of these Bylaws. Each Regional Director shall make known to the Board of Directors any problems peculiar to his/her region, and shall represent the

interests of members from his/her region. The Chair may assign tasks to the Regional Directors, such as distributing information to regional members or soliciting opinions from the regional members.

## **ARTICLE IV NOMINATIONS AND ELECTIONS**

**Section 1 Nomination** The Chair shall appoint a Nominating Committee of three (3) members to solicit nominations from the membership, to nominate candidates in addition to those nominated by the membership, and to determine that all nominees are members in good standing and are willing to serve in the offices for which they are nominated.

**Section 2 Elections** Elections shall be held prior to the Primary Membership Meeting and the results announced during the Primary Membership Meeting. The Chair shall appoint an Election Committee of three (3) members who are not candidates to tally the votes.

## **ARTICLE V TERMS OF OFFICE, TERM LIMIT, VACANCY, RESIGNATION AND REMOVAL**

**Section 1 Terms of Office** Each elected Officer and Regional Director shall take office at the conclusion of the meeting at which their election was announced.

A. Officers and Regional Directors shall serve two year terms. In the event that elections are postponed, Officers and Regional Directors shall maintain their position through the postponement period, not to exceed one year.

B. Beginning in 2009, Regional Directors for Regions 1 and 3 will be elected in odd-numbered years, and Regional Directors for Regions 2 and 4 will be elected in even-numbered years.

**Section 2 Term Limit** Officers and Regional Directors shall be limited to two (2) consecutive terms in one office but may be eligible for election to a different office upon completion of the second term.

**Section 3 Vacancy** In case of a vacancy in any elected office, the remaining members of the Board of Directors shall nominate and elect a successor member of the Association to hold that office until the next election for that office.

**Section 4 Resignation** Any Officer, Regional Director 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 a later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 5 Removal**

A. Any elected Officer may be removed from office by a majority vote of the members present at a membership meeting called in accordance with Article VIII of these Bylaws.

B. Any elected Regional Director may be removed from office by a majority vote of the members from that region present at a membership meeting called in accordance with Article VIII of these Bylaws.

## **ARTICLE VI EXECUTIVE DIRECTOR**

**Section 1** An Executive Director may be appointed by the Board of Directors if the Board deems it necessary.

**Section 2** The Board shall establish; methods of selection, term of service, budget of related expenditures and level of effort, duties and responsibilities.

**Section 3** Minimum duties of the Executive Director shall include, but not be limited to:

- A. Maintaining and providing up to date membership and mailing list information,
- B. Maintenance of all permanent records files,
- C. Assist the Association with meeting agenda and other meeting formalities,
- D. Maintain, monitor and respond to inquiries through a mail address and electronic media as provided by the Association, and
- E. Support the needs of the Association as requested by the Board of Directors,

**Section 4** If no Executive Director has been appointed by the Board of Directors, then the Chair may assign the duties specified in Section 3 above to another person or agency. If compensation is to be provided to this person or agency, such compensation must be approved by the Board of Directors.

## **ARTICLE VII MEMBERSHIP DUES AND VOTING RIGHTS**

### **Section 1 Dues**

- A. The amount required for annual dues shall be determined annually by a majority vote of the board of directors.).
- B. Dues are payable on or before January 1 of each year. Each member will receive an email reminder of the membership renewal due date on the 1st and 31st of December of the prior year. Members who their membership by April 1 of the current year will be dropped from the membership list and considered non-members.
- C. Membership dues shall be paid as instructed on the web site.

### **Section 3 Voting Rights**

- A. An individual member shall have voting rights upon payment of dues.
- B. The Board of Directors may establish other categories of membership and establish different dues for them.

## ARTICLE VIII MEMBERSHIP MEETINGS

**Section 1 Semi-Annual Meetings** Membership meetings of this Association shall be held at least semiannually. The Primary Membership Meeting will be held during the annual Membership Workshop/Conference (if conducted), and the second meeting will be held approximately halfway between Primary Membership Meetings. Notice of the time and place of each meeting shall be emailed to all members not less than thirty (30) days prior to the meeting date. Election of officers and Regional Directors shall be announced during the annual Primary Membership Meeting.

**Section 2 Special Meetings** Special membership meetings may be held upon call of the Chair or a majority of the Board of Directors. Notice of any special meeting shall be as provided to each member by the Secretary as early as practicable. The order of business at a special meeting shall be as determined by the Board of Directors.

**Section 3 Quorum** Twenty percent (20%) of the voting membership shall constitute a quorum of the Association. A meeting may not be conducted without a quorum.

## ARTICLE IX AMENDMENT/REPEAL

**Section 1 Amendments/Repeals** Amendments/repeals to these Bylaws may be proposed by the Board of Directors or by written petition signed by fifteen (15) voting members or ten percent (10%) of the Association, whichever is less.

**Section 2 Notice** Any proposed amendment/repeal to these Bylaws shall be submitted to the Secretary not less than sixty (60) days prior to a membership meeting at which the amendment/repeal is to be considered. The Secretary shall give notice of the proposed amendment/repeal to the membership not less than twenty-one (21) days prior to a meeting at which the amendment/repeal is to be considered.

**Section 3 Vote Required** These Bylaws may be amended or repealed by a majority vote of the voting members present at a meeting of the Association after discussion of the proposed amendment/repeal. Amendments/repeals shall be voted upon by ballot.

**Section 4 Effective Date** Any amendment/repeal adopted by the Association shall become effective upon approval.

*[Amended April 16, 1998]*

*[Amended October 21, 1999]*

*[Amended February 22, 2001]*

*[Amended April 17, 2003]*

*[Amended June 15, 2006]*

*[Amended April 10, 2008]*

*[Amended September 22, 2011]*

*[Amended November 3, 2022]*