

**Bylaws of the
Northwest Regional Floodplain Management Association (NORFMA),
a Chapter of the Association of State Floodplain Managers**

ARTICLE I. GENERAL

Section 1. Name

The name of the Chapter is the Northwest Regional Floodplain Management Association (Association).

Section 2. Chapter Area

The Chapter encompasses the states of Alaska, Idaho, Oregon, and Washington and the Province of British Columbia.

Section 3. Chapter Association

The Association is a Chapter of the Association of State Floodplain Managers (ASFPM).

Section 4. Incorporation

The Association is certified by the State of Washington as a non-profit corporation, effective December 5, 2012.

Section 5. Purpose

The purpose of the Association is to promote sound floodplain management strategies throughout the Pacific Northwest by providing training, networking opportunities, and forums for discussions of issues in the field of floodplain management. The Association includes Washington, Oregon, Idaho, Alaska, and British Columbia

ARTICLE II. MEMBERSHIP AND ANNUAL DUES

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

Section 1. Membership

Any person shall become a member upon receipt of an application and payment of annual dues to the Association Treasurer. Any member in good standing shall have voting rights. There are four membership classifications:

- A. Individual: Public, academic or private professionals, elected or appointed officials and others.
- B. Student: Full-time students registered with an institution of higher education.
- C. Organization: This membership classification will cover up to five (5) individuals who work for the same organization, who shall be registered at the time of application for

membership. Any more than five individuals shall require additional individual memberships.

D. Tribal: Members and employees of Tribes and First Nations.

Section 2. Dues

Dues are payable on or before January 31 of each membership year. Annual dues for the membership classifications shall be as follows:

- Individual membership dues shall be \$50 US
- Student/Tribal membership dues shall be \$20
- Organization membership dues shall be \$200 US

Dues are subject to the review and modification by the members as established by duly adopted modification of these Bylaws in accordance with Article VIII.

Section 3. Non-renewal of Membership

Any member delinquent in payment of dues by January 31 shall be dropped from membership.

Section 4. Membership Year

The membership year shall be from January 1 to December 31. Dues paid in October or later will apply to the next membership year.

ARTICLE III. MEETINGS 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. The annual meeting shall be held during the annual conference at such time, date and place as may be designated by the Board of Directors. All business activities requiring action of the general membership, including revision of bylaws and election of members of the Board of Directors may be conducted during the annual meeting.

Section 2. Special Meetings

Special meetings of the general membership of the Association will be held at the direction of the Board of Directors or as called for by the President. All business activities that may be conducted at an annual meeting, except for election of the Board, may be conducted at special meetings. Special meetings shall be held at such time, date and place as may be designated by the Board of Directors.

Section 3. Notice of Meetings

Notice of each meeting of the general membership of the Association shall be provided to each member by e-mail at least 21 days before such meeting. Such notice shall specify the

purpose and proposed agenda of the meeting; the place, day and hour.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition

The purpose and objectives for which the Association is formed and established and its property shall be managed by the Board of Directors.

The Board of Directors consists of four Officers and five State/Provincial Representatives. In furtherance of the purposes of the Association, the Board may establish committees and subcommittees.

Section 2. Meetings of the Board of Directors

The President of the Association is the Chair of the Board and will establish a meeting schedule or otherwise notify Board members of all meetings to conduct the business of the Association. Due to the geographic extent covered by the Association, Board meetings and official business can be conducted virtually or by conference.

Section 3. Quorum

A quorum is required for a meeting or conference call of the Board of Directors if official business is conducted and shall consist of five members of the Board.

Section 4. Voting Required

- A. Majority Vote: The affirmative vote of the majority of the Board present at the meeting or conference call in which a quorum is present shall be required for any act of the Board except as otherwise set forth in these Bylaws, including, but not limited to:
- Any expenditure or execution of a contract over \$500 but less than \$5,000.
- B. Actions Requiring a Supermajority Vote: The following actions require a two-thirds majority vote of the board members:
- Execution of contracts or other commitments or expenditures exceeding \$5,000.
 - Proposal of amendments to these bylaws to the General Membership.
 - Appointment of new board members to fill a vacancy on the Board of Directors.
 - Removal of board member for justifiable cause.

The Board may conduct a vote through e-mail if needed to take action on items requiring a supermajority vote if not enough board members are able to participate in the meeting or conference call during which items are being considered.

Section 5. Officers and their Duties

- A. Enumeration of Officers: The Officers shall be the President, Vice-President, Secretary and Treasurer.

- B. Term: Officers shall hold office for one two-year (nominal) term beginning January 1 following their election at the annual meeting until December 31 two years subsequent, unless that Officer resigns prior to the end of the term or is removed or otherwise disqualified to serve. The terms of the Officers shall be staggered so two positions are elected in odd years (President, Secretary) and two positions are elected in even years (Vice-President, Treasurer). There shall be no limit to the number of terms that an individual may serve as an Officer of the Board.
- C. Officer-Elects: Following the annual election, new Officers will serve as Officer-Elects until January 1 when those new Officers take over duties from the outgoing Officer. During their time as an Officer-Elect, the new Officers will attend Board meetings as non-voting members to shadow the outgoing Officer and learn about their role and Association business.
- D. Designated Signers: The transfer of designated signers at the institution holding the Association's funds shall occur prior to January 1 following the election to ensure the commitments and obligations of the Association can continue to be met. While serving as an Officer-Elect, newly designated signers shall not act without Board approval.
- E. Resignation and Removal: Any Officer may be removed from office for justifiable cause after a hearing by the Board, by two-thirds majority vote of the Board. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of acceptance by the Board.
- F. 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 replaced Officer. Appointment of new board member to fill a vacancy requires supermajority vote of the Board.
- G. Multiple Offices: No person shall simultaneously hold more than one Board position.
- H. Duties: The duties of the Officers are as follows:
1. President: The President shall be Chair of the Board and preside at all meetings of the general membership and Board of Directors and shall see that orders and resolutions of the Board are carried out. Upon approval by the Board of Directors, the President shall execute contracts and agreements on behalf of the Association. The President has authority to appoint committee chairs and committee members. The President shall be the primary point of contact for the Association.
 2. Vice-President: The Vice-President shall act in place and stead of the President in the event of absence, inability or refusal to act, or disqualification due to conflict of interest. The Vice-President shall arrange the location, time, and attendees for Board meetings and shall coordinate with committee chairs. The Vice-President

shall exercise and discharge such other duties as may be required by the Board.

3. Secretary: The Secretary shall record the votes cast in elections and keep the minutes of all meetings and proceedings of the Board and of the General Membership. The Secretary shall provide notice of the general membership meeting and proposed amendments to the bylaws to the General Membership and shall perform such other duties as required by the Board.
4. Treasurer: The Treasurer shall have the custody and control of the funds of the Association, subject to action of the Board of Directors, and shall, when requested by the President or Board, report the state of the finances of the Association at each meeting thereof. Duties of the Treasurer shall include preparing annual financial statements, filing the required tax information, issuing payments, and maintaining the membership list. The Treasurer shall oversee the development of an annual budget for approval by the Board. Expenditures in excess of \$500 shall be approved by a majority vote of the Board of Directors prior to commitment by any Board member and payment by the Treasurer. An alternate signer for conducting financial transactions shall be designated by the Board to ensure financial commitments can be met. The alternate signer is the President, unless otherwise authorized by the Board, and is authorized to issue payments in accordance with the same authority granted the Treasurer.

Section 6. State/Provincial Representatives and their Duties

- A. Enumeration of Representatives: Each state/province will have one Representative who must be a full member in good standing. A Representative cannot serve as an Officer, concurrently.
- B. Term: Representatives shall hold office for one two-year (nominal) term, from the annual meeting until the annual meeting two years subsequent, unless that Representative resigns prior to the end of the term or is removed or otherwise be disqualified to serve. The terms of the Representatives shall be staggered so three positions are elected in odd years (Alaska, Oregon, British Columbia) and two positions are elected in even years (Washington, Idaho). There shall be no limit to the number of terms that an individual may serve as a Representative of the Board.
- C. Resignation and Removal: Any Representative may be removed from office for justifiable cause after a hearing by the Board, by two-thirds majority vote of the Board. Any Representative may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of acceptance by the Board.
- D. Vacancies: A vacancy in any Representative office may be filled by appointment by the Board. The Representative appointed to such vacancy shall serve for the remainder of the term of the replaced Representative

- E. Duties: The duties of the Representatives are to:
- Represent their state or province at Board meetings.
 - Participate in conference planning activities.
 - Serve as contact person for coordination with interested persons or groups in their state or province.
 - Follow and report on state policy activity.

Section 7: Elections

- A. Election of Officers and Representatives: The election of Officers and Representatives shall take place prior to the annual meeting. Elections shall be by a majority of all votes cast by members in good standing. Mail-in, survey, or e-mailed ballots will be accepted prior to the election; however, only one vote per member will be accepted.
- B. Nominations: The Nominating Committee shall call for nominations at least 60 days prior to the annual meeting.
- C. Voting: Voting shall open at least 21 days before the annual meeting and close at least one day before the annual meeting.
- D. Announcement of Results: Election results shall be announced to the general membership during the annual meeting and sent by email to the general membership within two weeks of the annual meeting.

ARTICLE V. SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments

Contracts, deeds, documents and instruments shall be executed by the President or Vice-President after approval of the Board, unless the Board of Directors, in a particular situation, designates another procedure for their execution.

Section 2. Signing of Checks and Notes

Checks, notes, drafts and demands for money shall be signed by the Treasurer, President, or alternate signer designated by the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees

Standing committees of the Association shall be the Training Committee, Membership Committee, and Conference Committee.

Section 2. Composition

Except as otherwise provided in these bylaws, the chair and members of all standing

committees shall be appointed by the Board President.

Section 3. Duties

- A. Training Committee: The Training Committee is responsible for identifying information and training needs within the Association, developing, coordinating, and/or implementing training and educational opportunities, notifying the membership of training opportunities, and collaborating with other organizations and agencies.
- B. Membership Committee: The Membership Committee shall promote the recruitment of new members and retention of existing members. This committee is responsible for membership recruitment and retention, which includes overseeing the updates to the Association membership roster, facilitation of new member needs, developing and hosting new member functions, and identifying new members at the annual conference.
- C. Conference Committee: The Conference Committee shall plan for and promote the annual conference. Duties include, but are not limited to, developing a conference theme, preparing a budget for the conference, searching for venues in advance for future years, coordinating volunteers, designing the conference program, soliciting speakers and presenters, selecting speakers and presenters, and supervising the overall management of the conference.

Section 4: Nominating and Awards Committee

The Nominating and Awards Committee shall gather nominations for Officers and State/Provincial Representatives and for the annual membership awards. The Nominating and Awards Committee shall hold their first meeting of each year at least 90 days before the annual meeting and shall ensure that all voting and awards selections are completed before the start of the annual meeting. This Committee will operate when needed.

Section 5. Other Committees

The President may create special committees as deemed necessary to carry on the work of the membership. The chairs and members of special committees shall be appointed by the President, except that in the absence of the President, the Board may appoint the committee chairs and members.

Section 6. Ex Officio Membership

The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 7. Committee Chair Responsibilities

Committee chairs shall be responsible for:

- Reporting activities to the Board during monthly meetings or when requested by the President.
- Preparing an annual work plan and budget.

- Leading committee meetings.

ARTICLE VII. PARLIAMENTARY AUTHORITY

Section 1. Governing Authority

Robert's Rules of Order Newly Revised (current edition) shall be the governing authority in all questions concerning parliamentary procedure that are not covered by the Articles of Incorporation of the adopted bylaws.

ARTICLE VIII. AMENDMENT OF BYLAWS

Section 1. Proposal of Amendment

Amendments to these bylaws may be proposed by two-thirds majority vote of the Board of Directors or by delivery to the Secretary of a petition signed by 20 percent of the Association membership. Proposals and petitions to amend the bylaws must contain the exact language of the proposed amendment.

Section 2. Notice

Written notice of any proposed amendments meeting the requirements for proposal, including the exact language of the proposed amendment, shall be provided to the general membership of the Association at least 21 days prior to the voting date. E-mail is an acceptable means of providing notice.

Section 3. Voting

Voting to adopt amendments to the bylaws shall occur during the annual meeting of the Association.

Section 4. Adoption

No amendment shall be effective until its adoption has received a majority of the votes cast during a meeting of the General Membership. Any amendment that is adopted shall become effective on the tenth day after approval by the membership.

These bylaws were approved during the **2025** Annual Meeting of the Northwest Regional Floodplain Management Association, held September 24, 2025 in Seaside, Oregon.



Brynné Walker, Secretary

9-24-2025

Date



Christina Wollman, President

9-24-2025

Date