

BYLAWS OF THE COLORADO ASSOCIATION OF STORMWATER AND FLOODPLAIN MANAGERS, INC., A COLORADO NONPROFIT CORPORATION

as amended March 20, 2008

ARTICLE I NAME AND LOCATION

The above nonprofit corporation shall hereinafter be referred to as the "Association." The principle office of the Association shall be located in the City and County of Denver, Colorado, but meetings of members and directors may be held at such places within the State of Colorado as may be designated by the Board of Directors.

ARTICLE II PURPOSE

The main purpose and objective for which this Association is formed is to provide a means of local representation on a statewide basis regarding policies and activities dealing with stormwater and floodplain management within the State of Colorado. Other purposes and objectives of the Association are set forth in the [Articles of Incorporation](#).

ARTICLE III MEMBERSHIP

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

Section 1. Members

A person or entity shall become a member upon approval of his or its application for membership by the membership committee, payment of dues, and enrollment on the list of active members of the Association. All proposed memberships that are rejected by the membership committee shall be subject to the review of the Board of Directors and its concurrence.

There shall be four classifications of members.

INDIVIDUAL..... members are public or private professionals or elected officials involved in stormwater, floodplain management, or other related fields.

CORPORATE..... any private firm, corporation, or nonprofit group with an interest in floodplain management, hazard mitigation, stormwater management, or the National Flood Insurance Program.

AGENCY..... any local, state or federal governmental agency with an interest in floodplain management, hazard mitigation, stormwater management or the National Flood Insurance Program.

STUDENT..... members are registered, full or part time students interested in stormwater or floodplain management.

Corporate and Agency members shall be afforded the following:

- 1).. The organization shall be recognized as a Corporate or Agency member in Association publications and the CASFM website.
- 2).. Association discounts for conferences, training, or other discounts extended to Association members may be taken by any employee of the organization.

Section 2. Voting

Each member shall have one vote except for student members who shall not have voting rights.

Section 3. Dues

The annual dues of the Association shall be set forth by a duly adopted resolution prior to the start of the calendar year.

Section 4. Delinquency in Payment of Dues

Any member delinquent in payment of dues for more than 90 days after the anniversary date shall be dropped from the membership and the list of active members of the Association.

Section 5. Notices for Dues

The Association Treasurer or their designee will be responsible for sending out notices and collecting dues for the Membership Committee.

ARTICLE IV BOARD OF DIRECTORS

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Section 1. Enumeration of Directors

The Board of Directors shall be composed of the Officers of the Association and five (5) Regional Representatives, all as hereinafter defined.

Section 2. Nomination of Directors

Nomination for election to the Board of Directors, except for the offices of Regional Representative, shall be made by the general membership. Self nominations are acceptable. Nominations shall be solicited and accepted, and votes tallied, by the Chair or their designee. In the event the Chair anticipates nomination for a position on the Board of Directors, nominations shall be accepted, and votes tallied, by an alternate person not seeking nomination to the Board of Directors, selected by resolution of the Board of Directors.

Section 3. Election of Directors

Directors shall be elected by electronic ballot, on dates determined by the Board of Directors, prior to the first and prior to each annual meeting thereof. The Directors shall be installed at the first and at each ensuing annual meeting thereof. The Directors shall be members of the Association. Those persons nominated for the Board who receive votes, but are not elected to the Board of Directors, shall comprise the list of alternate Directors.

Section 4. Term

The Board of Directors shall be elected annually from the membership of the Association and each shall hold office for one year unless he/she shall resign sooner, or shall be removed or otherwise be disqualified to serve. Each Director may not serve more than two consecutive terms in the same office, unless a special resolution is adopted in a particular situation to allow it.

Section 5. Resignation and Removal

Any Director can be removed from office with cause by the Board. Any Director 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 any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies

In the case of any vacancy on the Board of Directors, the remaining members of the Board may nominate and elect a successor member from the current list of alternate Directors to hold membership until the next annual meeting. If a list of alternate Directors does not exist, the Board of Directors may nominate and elect a successor member from the general membership to hold membership until the next annual meeting. In the case of a vacancy of a Regional Representative, an alternate director from that same region shall be nominated and elected when possible. When no interested or qualified alternates are available from that region, then an at-large candidate may be nominated and elected for the Regional Representative position using the process as noted above.

Section 7. Responsibility of the Board of Directors

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

ARTICLE V OFFICERS

Section 1. Enumeration of Officers

The Officers of the Association shall be Chair, Vice Chair, Secretary, Treasurer, and such other Officers as the Board may from time to time by resolution create. Each Officer shall at all times be a member of the Association.

Section 2. Election of Officers

Officers shall be elected by electronic ballot prior to each annual meeting by the voting and general membership of the Association. They will be installed at each annual meeting.

Section 3. Duties

The duties of the Officers are as follows:

CHAIR

The Chair shall preside at all meetings of the Board of Directors; and shall see that the orders and resolutions of the Board are carried out.

VICE CHAIR

The Vice Chair shall act in the place and stead of the Chair in the event of the Chair's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board. In addition, the Vice-Chair or their designee shall be responsible for preparation of Association newsletters.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members and shall perform such other duties as required by the Board. In addition, the Secretary or their designee shall keep appropriate records showing the members of the association together with their addresses.

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 when requested by the Chair or Board, report the state of the finances of the Association at each meeting thereof. The Treasurer shall also perform such other services as the Board may require from time to time.

ARTICLE VI REGIONAL REPRESENTATIVES

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Section 1. Enumeration of Regional Representatives

There shall be five (5) Regional Representatives elected to the Board of Directors. The five regions shall be as follows, Northeastern, Northwestern, Southeastern, Southwestern and Metro. The regions shall be comprised as follows:

Northeast----- All of Sedgwick, Phillips, Logan, Morgan, Weld, Larimer, Clear Creek, Gilpin, Washington, and Yuma counties, and those parts of Boulder county that are not generally considered to be a part of the Denver Metropolitan Area.

Northwest----- All of Moffat, Routt, Jackson, Grand, Summit, Eagle, Garfield, Rio Blanco, Lake, Pitkin, Mesa, and Delta counties.

Southwest----- All of Montrose, Gunnison, Chaffee, Saguache, Hinsdale, Ouray, San Miguel, Dolores, San Juan, Mineral, Rio Grande, Alamosa, Costilla, Conejos, Archuleta, La Plata, and Montezuma counties.

Southeast----- All of Park, Teller, El Paso, Elbert, Lincoln, Kit Carson, Cheyenne, Kiowa, Crowley, Pueblo, Fremont, Custer, Huerfano, Otero, Bent, Prowers, Baca, and Las Animas counties.

Metro----- All of Denver, Broomfield, Jefferson, Adams, Arapahoe, and Douglas counties, and those parts of Boulder county that are generally considered to be a part of the Denver Metropolitan Area.

Section 2. Nomination and Election of Regional Representatives

Each Regional representative shall be nominated and elected prior to each annual meeting by electronic ballot by the voting and general membership of their respective region. Self nominations are acceptable. They will be installed at each annual meeting.

Section 3. Duties

Regional Representatives shall represent the interests of their respective regions at meetings of the general membership, organize classes or other training opportunities for Association members, organize field trips or other social events for Association members, and perform other duties as may be required by the Board from time to time.

ARTICLE VII MEETINGS

Section 1. Annual Meeting

The annual meetings of the Association shall be held in accordance with the [Articles of Incorporation](#) and these Bylaws and at which the voting members shall establish policy by resolution, may amend Bylaws, and may conduct such other business and activities that may come before it. The annual meeting shall be held at such time, date and place as may be designated by the Board of Directors.

Section 2. Regular and Special Meetings

All business and activities that may be conducted at an annual meeting may be conducted at a regular or special meeting. Regular meetings shall be held bi-monthly at locations specified by the Board. The dates and locations shall be set at the first regular meeting following each annual meeting, and shall include all regular meetings for the following twelve months. Special meetings of the Board of Directors and the members may be called at any time by the Chair of the Board of Directors, or upon written request of at least one half (1/2) of the Board of Directors.

Section 3. Notice of Meetings

Electronic notice of each meeting of the Board of Directors and members shall be given by providing a copy of such notice at least 7 days before such meeting to each member, addressed to the member's electronic address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Such notice may be included in the regular publications of the Association, either printed or electronically and on the Association's website.

Section 4. Quorum

A quorum at any meeting of the Association shall consist of more than one half of the Directors currently serving as duly designated Directors of the Association by physical or telephonic presence or by proxy.

Section 5. Voting Required

The affirmative vote of the majority of the Directors present and voting at the meeting in which a quorum is present shall be required for any act of the Directors.

Section 6. Proxies

At all meetings of the Board of Directors and voting and general membership, each such member may vote in person or by proxy. All proxies must be in writing and must be submitted to the Secretary for the meeting for which the proxy is to be included with the minutes of such meeting in the Association's records.

ARTICLE VIII ASSOCIATION RECORDS AND REPORTS

Section 1. Bylaws and Articles of Incorporation

The original Bylaws and [Articles of Incorporation](#) amended to date, certified by the Secretary, shall be kept on file at a location selected by the Board of Directors, and shall be open to inspection by members at all reasonable times.

Section 2. Minutes of Meetings and Membership Register

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 on the CASFM website and shall be open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to the interest of that member.

Section 3. Book of Accounts

The Book of Accounts shall be kept on file at a location selected by the Board of Directors, and shall be open to inspection by members at all reasonable times.

ARTICLE IX AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the voting members, by a vote of a majority of the members present in person or by proxy. Any conflict between the [Articles of Incorporation](#) and the Bylaws shall be controlled by the Bylaws.

ARTICLE X SPECIAL CORPORATE ACTS

Section 1. Execution of Written Instruments

Contracts, Deeds, documents, and instruments shall be executed by the Chair or Vice Chair and shall be attested by the Secretary, unless the Board of Directors shall adopt a special resolution in a particular situation which designates a different procedure for their execution.

Section 2. Signing of Checks and Notes

Checks, notes, drafts, and demands for money that have been previously approved for expenditure in the annual budget or by resolution shall be signed by the Treasurer. Checks, notes, drafts, and demands for money which do not have previous approval as noted above shall be approved by the Chair prior to signature. In the event of the Treasurer's absence, inability, or refusal to act, the signature of the Chair, Vice-Chair, or Secretary shall be allowed. The Treasurer shall ensure that all Officers of the Association are signatories of the Association's bank accounts.

I certify that the foregoing Bylaws of the COLORADO ASSOCIATION OF STORMWATER AND FLOODPLAIN MANAGERS, INC., A COLORADO NONPROFIT CORPORATION, were duly adopted on the 20th day of March, 2008 at a regular meeting of the membership in Lakewood, Colorado.

Dated _____
Secretary

Second Amended - March 20, 2008

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