

KENTUCKY ASSOCIATION OF MITIGATION MANAGERS BYLAWS

ARTICLE I. MEMBERSHIP

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

Section 1. **MEMBERS** - A person, group, association or corporation becomes a member upon payment of dues and enrollment on the list of active members of the organization.

There are four classifications of members.

INDIVIDUAL - Members of governmental agencies and other professionals such as Floodplain Managers, Emergency Preparedness Coordinators, Engineers, Land Surveyors, Insurance Agents, Lenders or Homebuilders and the general construction industry involved in floodplain management and/or mitigation or others deemed appropriate by the Board of Directors.

AGENCY/GROUP - Non-profit organizations interested in floodplain management and/or mitigation.

CORPORATE - Businesses (for profit) interested in floodplain management and/or mitigation.

STUDENT - Members are registered, full or part-time students interested in floodplain and stormwater management and/or mitigation.

Section 2. **VOTING PRIVILEGES** - The right to vote may be exercised only by the members registered as Individual Members of the Association on the day of the meeting or the day of mailing ballots. Agency/Group, Corporate, and Student members are entitled to sit and vote on Association committees but are not entitled to general membership voting rights.

Section 3. **ANNUAL DUES** - The annual dues of the Association shall be established at the KAMM Annual Conference by the Board of Directors and general membership.

- (a) Dues are subject to review and modification of the Individual members as established by the Bylaws.
- (b) Dues pricing shall be provided on the KAMM membership application form and subject to change according to Article I, Section 3.
- (c) Any member delinquent in payment of dues for more than sixty (60) days are subject to being dropped from membership of the Association until such time as dues are paid.

- (d) The Association Treasurer will be responsible for sending out notices, collecting dues, and will be assisted in this responsibility as directed by the Board of Directors.
- (e) Annual dues will be collected starting at the beginning of the year and through the KAMM Annual Meeting, any member that does not pay dues at the Annual Meeting will be subject to the provisions of Article I, Section 3 (c).

ARTICLE II. MEETINGS OF THE GENERAL MEMBERSHIP

- Section 1. **ANNUAL MEETING** - The annual meetings of the Association shall be held in accordance with the Constitution; shall elect a Board of Directors for the Association; may establish policy by resolution; and consider and revise proposed amendments to the Constitution; and may conduct other business and activities. The annual meeting shall be held at such time, date and place as may be designated by the Board of Directors.
- Section 2. **SPECIAL MEETINGS** - All business and activities that may be conducted at an annual meeting, may be conducted at special meetings, except for the election of the Board of Directors. Special meetings of the Association may be called at any time by a majority of the four officers. Any member of the Board of Directors may request in writing a special meeting of the Association subject to approval of the majority of the four officers.
- Section 3. **NOTICE OF MEETINGS** - Written notice of each meeting of the Association shall be given, by mailing or emailing, a copy of such notice at least 21 days before such meeting to each member, addressed to each member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting noticed, and, in the case of a special meeting, the purpose of the meeting.

ARTICLE III. BOARD OF DIRECTORS

- Section 1. (a) 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.

(b) The Board of Directors consists of the Officers and the Regional Representatives and two at-large representatives. In furtherance of the purposes of the Association, the Board may establish and appoint committees and delegate authority.
- Section 2. **OFFICERS AND THEIR DUTIES**
 - (a) Enumeration of Officers - The officers of the Association shall be Chair, Vice Chair, Secretary and Treasurer.

- (b) Election of Officers - The election of officers shall take place at the annual meeting. Election shall be by a majority of all votes cast by Individual members in good standing.
- (c) Term - The officers shall hold office for two years. There are no term limits.
- (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 he/she replaces.
- (e) Multiple Offices - No person shall simultaneously hold more than one office.
- (f) Resignation and Removal –
- 1) The Board may remove any member of the Board of Directors with justifiable cause. Any member of the Board 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.
 - 2) Any member of the Board of Directors missing three (3) or more consecutive meetings without justifiable cause shall be requested to appear before the full Board for explanation. If there is no justifiable cause, such member shall be asked to resign or be removed.
- (g) Duties – The duties of the officers are as follows:
- 1) **Chair** - The Chair shall preside at all meetings of the Board of Directors, the annual meeting, and shall see that orders and resolutions of the Board are carried out. In addition, the Chair shall convene the official board meetings on at least a quarterly basis. The Chair, will prepare the associations annual report to ASPFM and complete newsletters periodically to be submitted to the general members. The Chair shall be bonded at the discretion of the board on an annual basis.
 - 2) **Vice-Chair** - The Vice Chair shall act in the place and stead of the Chair in the event of 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 will be in charge of coordinating the annual conference with a conference team and shall keep an updated list of conference attendees.
 - 3) **Secretary** - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board

and of the members. In addition, the Secretary will maintain a membership list with current contact information, 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 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. In addition, the treasurer shall be responsible for sending out annual membership notices and collecting dues. Checks issued by the Treasurer in excess of \$250 shall be co-signed by the Chair or his designee. The Treasurer shall be bonded at the discretion of the Board on an annual basis.

Section 3. **REGIONAL REPRESENTATIVES/AT-LARGE
REPRESENTATIVES AND THEIR DUTIES**

- (a) Four members of the Association shall be selected as Regional Representatives to serve on the Board of Directors. Each Regional Representative shall represent the membership in one of the geographic regions defined as follows:

Region I shall consist of the following counties:

Allen, Ballard, Barren, Caldwell, Calloway, Carlisle, Christian, Crittenden, Daviess, Edmonson, Fulton, Graves, Green, Hart, Henderson, Hickman, Hopkins, Livingston, Logan, Lyon, Marshall, McCracken, McLean, Metcalfe, Monroe, Muhlenberg, Ohio, Simpson, Taylor, Todd, Trigg, Union, Warren, and Webster.

Region II shall consist of the following counties:

Breckenridge, Bullitt, Grayson, Hancock, Hardin, Henry, Jefferson, Larue, Marion, Meade, Nelson, Oldham, Shelby, Spencer, Trimble, and Washington.

Region III shall consist of the following counties:

Bath, Boone, Bourbon, Boyd, Bracken, Campbell, Carroll, Carter, Elliott, Fleming, Franklin, Gallatin, Grant, Greenup, Harrison, Kenton, Lawrence, Lewis, Mason, Nicholas, Owen, Pendleton, Robertson, Rowan, Scott

Region IV shall consist of the following counties:

Adair, Anderson, Bell, Boyle, Breathitt, Casey, Clark, Clay, Clinton, Cumberland, Estill, Fayette, Floyd, Garrard, Harlan, Jackson, Jessamine, Johnson, Knott, Knox, Laurel, Lee, Leslie, Letcher, Lincoln, Madison, Magoffin, Martin, McCreary, Menifee, Mercer, Montgomery, Morgan, Owsley, Perry, Pike, Powell, Pulaski, Rockcastle, Russell, Wayne, Whitley, Wolfe, Woodford

- (b) Election of Regional Representative to serve the following year, shall be accomplished by the regional membership residing in each region

prior to the adjournment of the annual meeting. The initial term of Regional Representatives will be for the first year of KAMM (May 2005-May 2006); thereafter, the term will be two years. There are no term limits.

- (c) The Regional Representative shall be an Individual member of the Association and must work or reside within the region that he or she represents.
- (d) Duties – The duties of the Regional Representatives are as follows:
 - 1) Call at least one annual regional meeting to promote mitigation activities including trainings, project updates, and fact sharing sessions.
 - 2) Participate in the development and proceedings of the KAMM annual conference.
 - 3) Disseminate mitigation information and act as a KAMM regional representative for your local members.
 - 4) Provide regional information to the Chair that will be used to develop the KAMM newsletter.
- (e) The Board of Directors will also consist of two At-Large Representatives. One representative may work or reside in any of the four statewide regions. A second at-large representative position is to be filled by the immediate past chair for a 2-year-term. The second at-large representative is not an elected position.
- (f) Duties – The duties of the At-Large Representatives are as follows:
 - 1) The At-Large Representatives will provide guidance and assistance to the Regional Representatives during their regional meetings.
 - 2) Participate in the development and proceedings of the KAMM annual conference.
 - 3) Provide information and guidance developing the KAMM website.

Section 4. **QUORUM** - A quorum at a meeting of the Board of Directors which can be established as an in person or telephonic meeting shall consist of a simple majority of the Directors currently serving. This shall include the Chair or Vice-Chair and five (5) voting board members.

Section 5. **VOTING REQUIRED** - The affirmative vote of the majority of the Directors at the meeting in which a quorum is present shall be required for any act of the Board of Directors.

ARTICLE IV. AMENDMENTS

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 Board member 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 V. SPECIAL CORPORATE ACTS

Section 1. **EXECUTION OF WRITTEN INSTRUMENTS** - Contracts, deeds, documents and instruments shall be executed by the Chair and Vice-Chair and verified by the Secretary, unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.

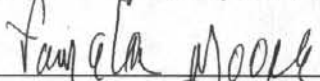
Section 2. **SIGNING OF CHECKS AND NOTES** - Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

These Bylaws were amended and adopted at a meeting of the board held on September 28, 2009.


Certified by Executive Board:



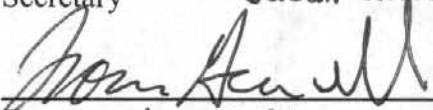
Chair R. Josh Human



Vice-Chair Pam Moore



Secretary Susan Wilkerson



Treasurer Louie Greenwell

10-30-10

Date