

KENTUCKY ASSOCIATION OF MITIGATION MANAGERS, INC.
BYLAWS

ARTICLE I. MEMBERSHIP

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

Section 1. **MEMBERS** – An individual or student becomes a member upon payment of dues and enrollment on the list of active members of the organization. KAMM membership is based on the calendar year, starting January 1. There are two classifications of members:

INDIVIDUAL - Members of governmental agencies, academia, non-profits, and public and private organizations that have an interest in natural hazards management and mitigation.

STUDENT - Members are full or part-time students interested in natural hazards management and mitigation.

KAMM will accept group payment for public and private agencies or organizations interested in KAMM’s mission. Agencies or organizations may identify up to 10 Individual members upon payment of dues for KAMM membership.

Section 2. **VOTING PRIVILEGES** – The right to vote may be exercised only by the members registered as Individual or Student members of the Association on the day of the meeting that voting takes place.

Section 3. **ANNUAL DUES** – The annual dues of the Association shall be established by the Board of Directors.

- (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 website 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) Any dues paid after the KAMM Annual Meeting will be applied to the following year.

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 emailing a copy of such notice at least 21 days before such meeting to each Board member, addressed to each member's email 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, 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. All members of the Board of Directors will assume their duties immediately upon installation into office following their election to that position.
- (c) 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.
- (d) Multiple Offices - No person shall simultaneously hold more than one office.
- (e) Resignation and Removal –
- i. 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.

- ii. 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.

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) Duties – The duties of the officers are as follows:
 - i. **Chair** - The Chair shall be the chief executive officer of the Association and presiding officer at Board of Directors meetings. The Chair shall have general supervision of all committees, shall appoint Committee Chair(s) for the same, and may delegate the supervision of committees to another Board member. The Chair shall convene official board meetings on at least a quarterly basis. The Chair will prepare the Association’s annual report to ASPFM and complete newsletters periodically to be submitted to the general members and ASFPM. The Chair shall be bonded at the discretion of the board, if needed, on an annual basis.
 - ii. **Vice-Chair** - The Vice Chair shall act as Chair and perform all the duties of that office in the absence of the Chair. In addition, the Vice-Chair will be in charge of coordinating the annual conference with a conference team. He/she shall also perform such other duties as may be delegated by the Chair.
 - iii. **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.
 - iv. **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. The

Treasurer shall be bonded at the discretion of the Board, if needed, on an annual basis.

Section 3. **REGIONAL AND AT LARGE REPRESENTATIVES, IMMEDIATE PAST CHAIR 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, Butler, 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, and 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) Regional Representatives shall be elected biennially by a majority of the voting members within each region at the annual Association conference; this election will be conducted by secret ballot. Elections shall be held in odd-numbered years for Regions 2 and 4 and in even-numbered years for Regions 1 and 3. There are no term limits.
- (c) The Regional Representative shall be an Individual or Student 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:
- i. Call at least one annual regional meeting to promote mitigation activities including trainings, project updates, and fact sharing sessions.

- ii. Participate in the development and proceedings of the KAMM annual conference.
 - iii. Disseminate mitigation information and act as a KAMM regional representative for local KAMM members.
 - iv. Provide regional information to the Chair that will be used to develop the KAMM newsletter.
- (e) The Board of Directors will also consist of one At-Large Representative and the Immediate Past Chair. The At-Large representative may work or reside in any of the four statewide regions. The immediate past chair is not an elected position.
- (f) Duties – The duties of the At-Large Representative are as follows:
- i. Provide guidance and assistance to the Regional Representatives during their regional meetings.
 - ii. Participate in the development and proceedings of the KAMM annual conference.
 - iii. Provide information and guidance developing the KAMM website and newsletter.
- (g) The duties of the Immediate Past Chair are as follows:
- i. Provide guidance and continuity to the Board
 - ii. Support the conference team and Board accordingly

Section 4. EXECUTIVE DIRECTOR

- (a) An Executive Director may be appointed by the Board of Directors to act and serve at its will as an agent of the Association in accordance with the directives of the Board and the guidelines of the Constitution and Bylaws of the Association.
- (b) The Executive Director is expected to meet with the Board of Directors during all business meetings but is not entitled to voting privileges during those meetings.
- (c) Duties - The Executive Director shall perform those duties as assigned by the Board of Directors in accordance with a work plan set forth by the Board of Directors. Responsibilities may include the maintenance of Association websites, correspondence, newsletters, conference planning, hiring and supervision of staff, supervision over Association projects and the completion of any management activities necessary for maintaining the interests of the Association.
- (d) The Executive Director shall prepare and submit activity reports to the Board of Directors at every regularly scheduled Board meeting.

Section 5. 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 Board members present. This shall include the Chair or Vice-Chair and five (5) board members.

Section 6. **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 pursuant to Article II. 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 as designated by the Board of Directors.


BYLAWS: ADOPTION AND AMENDMENTS

Adopted: Originally May 12, 2005 at a Board of Directors meeting.

Amended: October 30, 2010, at a Board of Directors meeting.

These Bylaws were amended and adopted at a meeting of the board held on March 24, 2016.

Certified by the Executive Board:




Chair – Carey Johnson



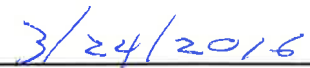
Vice-Chair – Jimmy Stahl



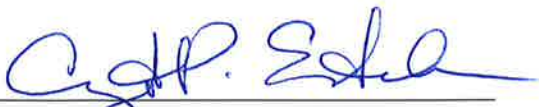
Secretary – Esther White



Treasurer – Ben Conley



Date



Notary Public

[seal of notary]

My commission expires: 