

# SC ASSOCIATION FOR HAZARD MITIGATION BYLAWS

## Article I. Membership

The membership of the Association shall be hereinafter set forth.

**Section 1.1. 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 three classifications of members.

**Individual** Members of governmental agencies and other professionals such as Floodplain Managers, Emergency Preparedness Coordinators, Engineers, Land Surveyors, Insurance Agents, or Lenders involved in natural hazard management or others deemed appropriate by the Board of Directors.

**Corporate** Businesses (for profit) interested in natural hazards management.

**Student** Members are registered, full or part-time students interested in natural hazards management.

**Section 1.2. Voting Privileges** - The right to vote may be exercised only by the voting members registered as Individual members of the Association on the day of the meeting or the day of mailing of ballots. Student and Corporate members are entitled to sit and vote on Association committees but, are not entitled to general membership voting rights.

**Section 1.3. Annual Dues** - The annual dues of the Association shall be \$40 per person for Individual members; \$75 for Corporations (small) with one (1) to ten (10) employees; \$150 for Corporations with eleven (11) to one-hundred (100) employees; and \$300 for Corporations with over one-hundred employees; and \$10 per person for Student (full-time) members.

(a) Dues are subject to review and modification of the Individual members as established by the Bylaws.

(b) Any member delinquent in payment of dues for more than sixty (60) days shall be dropped from membership of the Association until such

time as dues are paid.

(c) The Association Treasurer will be responsible for sending out notices and collecting dues and will be assisted in this responsibility as directed by the Board of Directors.

## **Article II. Meetings of the General Membership**

**Section 2.1. Annual Meeting** - The annual meeting 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. Notice of each meeting of the association shall be given, by sending 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.

**Section 2.2. 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.

## **Article III. Board of Directors**

**Section 3.1.** (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 four Officers, five Regional Representatives, Past Chair, Executive Director, Corporate Liaison, State Hazard Mitigation Officer and State NFIP Coordinator. In furtherance of the purposes of the Association, the Board may establish and appoint committees and delegate authority.

## Section 3.2. Officers and their Duties

- (a) Enumeration of Officers - The officers of the Association shall be Chair, Vice-Chair, Secretary, and Treasurer. Officers must be Individual members in good standing.
- (b) Election of Officers - The election of officers shall take place at the annual meeting. Elections shall be by a majority of all votes cast by Individual members in good standing. The Chair shall appoint a Nominations Committee to seek nominations by sending an email to all qualified voters. The committee shall ensure that all candidates are qualified and prepare a ballot for the election. Nominations and elections shall occur consistent with Procedures and Nominations for Elections, adopted by the Board.
- (c) Term - The officers shall hold office for a term of one year and shall not serve more than three consecutive terms.
- (d) Vacancies - If a vacancy in the office of Chair, the Vice-Chair will immediately assume the office of Chair for the remainder of the term. A vacancy in the office of Vice-Chair, Secretary or Treasurer 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) Any member of the Board of Directors may be removed from office with justifiable cause by the Board. 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.
- 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.
- 3) **Secretary** - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. The Secretary shall prepare and mail notices of all meetings of the Board and General Membership.
- 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 submit a financial report to the membership at the annual meeting. The Treasurer shall also perform such other services as the Board may require from time to time. Checks issued by the Treasurer in excess of \$250 shall be co-signed by the Chair or his designee. The Treasurer and Chair shall be bonded which shall be paid for by the Association.

### **Section 3.3. Regional Representatives**

- (a) Five 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.
  - 1) Region I shall consist of: Abbeville, Anderson, Cherokee, Greenville, Laurens, Oconee, Pickens, Spartanburg, Union, and York Counties.
  - 2) Region II shall consist of: Calhoun, Chester, Chesterfield, Fairfield, Kershaw, Lancaster, Lexington, Newberry, and Richland Counties.

- 3) Region III shall consist of: Aiken, Allendale, Bamberg, Barnwell, Edgefield, Greenwood, Hampton, McCormick, Orangeburg, and Saluda Counties.
  - 4) Region IV shall consist of: Clarendon, Darlington, Dillon, Florence, Lee, Marion, Marlboro, Sumter, and Williamsburg Counties.
  - 5) Region V shall consist of: Beaufort, Charleston, Colleton, Dorchester, Jasper, Berkeley, Georgetown, and Horry Counties.
- (b) Term – Regional Representatives shall serve for a term of two years and shall not serve more than three consecutive terms.
  - (c) Election - Election of Regional Representatives to serve the following year shall be accomplished by the regional members prior to the adjournment of the annual meeting.
  - (d) Qualification - The Regional Representative shall be a Individual member of the Association and must work or reside within the region that he or she represents.
  - (e) Vacancies – Vacancies to fill an unexpired term shall be filled by an appointment of the Board.
  - (f) Duties

Each Regional Representative shall act to represent the interests of their respective regions at meetings of the Board and the Annual Meeting; report on issues from the region; recruit new members for the Association; undertake activities and program as assigned by the Chair; and promote the goals and objectives of the Association.

#### **Section 3.4. Non-Voting Members**

- (a) Executive Director: 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. The Executive Director is expected to meet with the Board of Directors during all business meetings but is not entitled to voting privileges. The official address of the Association shall be that of the Executive Director.

- (b) **Corporate liaison:** The Corporate Liaison shall be a member who is designated to represent the interests of corporate membership on the Board of Directors. The Corporate Liaison shall be appointed by the Board of Directors. The Corporate Liaison is expected to meet with the Board of Directors during all business meetings, but is not entitled to voting privileges.
- (c) **Immediate Past Chair:** The immediate past chairperson shall serve as an ex-officio member of the Board of Directors. He or she shall act in an advisory capacity to the Board and the Chair. He or she shall perform other duties as requested by the Chair or the Board.
- (d) **State Hazard Mitigation Officer:** The State Hazard Mitigation Officer may serve as an ex-officio member of the Board of Directors. He or she shall act in an advisory capacity to the Board.
- (e) **State NFIP Coordinator:** The State NFIP Coordinator may serve as an ex-officio member of the Board of Directors. He or she shall act in an advisory capacity to the Board.

**Section 3.5. Quorum** - a quorum at a meeting of the Board of Directors shall consist of a simple majority of the board members with voting privileges.

**Section 3.6. Voting Required** - The affirmative vote of the majority of the Directors and the meeting in which a quorum is present shall be required for any act of the Directors with the exception of Article IV, Amendments.

#### Article IV. Amendments

At any meeting of the Board of Director, 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 5.1. 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 5.2. 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. Checks issued by the Treasurer in excess of \$250 shall be co-signed by the Chair or his designee.

These Bylaws were adopted at a meeting of the Board of Directors held on September 24, 2014.

Certified by: