

# **CONSTITUTION OF THE RHODE ISLAND FLOOD MITIGATION ASSOCIATION (RIFMA)**

## **ARTICLE I** **Name and Location**

**Section 1.** The name of the organization shall be the Rhode Island Flood Mitigation Association, hereinafter referred to as the “Association” or “RIFMA”.

**Section 2.** The principle place of business of the Association shall be within the State of Rhode Island, United States of America.

## **ARTICLE II** **Purpose**

The Association seeks to pursue opportunities to solicit the thoughts, ideas, concerns and issues related to floodplain management of its members in order to affect and integrate within public policy better management practices. With this objective of pursuing sound floodplain management and practices it is hoped that these pursuits will be based on the collective experience of a diverse membership statewide and result in environmental stewardship, and better collaboration statewide among all partners and stakeholders with an interest in minimizing future flood risk and damages in the state of Rhode Island.

The Association will strive to serve as a unifying force for floodplain managers within the state of Rhode Island, producing a forum and supportive framework whose aim is to branch out and ultimately merge into the existing national floodplain management network of professionals around the country.

Specifically, the Association will focus its purpose on the following:

- To provide educational opportunities and dissemination of general and technical information to individuals concerned with sound floodplain management.
- To promote public awareness of sound floodplain management and the linkages between them.
- To encourage the exchange of information, ideas, experiences, etc., among the practitioners of floodplain management.
- To promote the professional status of floodplain managers.
- To inform and provide technical information relative to legislation pertinent and necessary to the effective implementation of sound floodplain management practices.
- To promote environmentally sound solutions to floodplain management problems.

The Association is organized exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Association shall be to intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under 501 (c)(3) of the Internal Revenue Code.

The Association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. No part of the net earnings of the Association shall personally benefit or be distributable to its members, directors, officers, or other private persons, except to recompense for authorized services rendered and to make payments and distribution in furtherance of the will of the Association.

### **ARTICLE III** **Parliamentary Law**

In all questions involving parliamentary procedure, including election procedures not covered by the Constitution of the Association or established by the Board of Directors, *Roberts Rules of Order* (Revised) shall be considered as guidance.

### **ARTICLE IV** **Membership**

**SECTION 1. Membership.** The membership of the Association shall be open to all persons involved or interested in floodplain, watershed, coastal zone, wetlands, disasters/natural hazard, or stormwater management and/or related disciplines in and around the State of Rhode Island (to also include real estate, insurance, higher education institutions, grant managers, inter alia). The Board of Directors shall appoint a Membership Committee to determine an applicant's qualifications. The Board of Directors shall set categories of membership dues.

**SECTION 2. Voting Rights.** Each member whose dues are current shall be allowed one (1) vote on each matter submitted to the Association and must be physically present to vote.

### **ARTICLE V** **Officers**

The officers of the Association shall be the Chair, Vice Chair, Treasurer, Vice Treasurer and Secretary. The officers shall be elected annually by the membership of the Association. The responsibilities of office shall be set forth in the Bylaws of the Association.

**ARTICLE VI**  
**Board of Directors**

The government, direction and methods of the Association, plus the administration of its property and finances, shall be vested in a fiduciary responsibility of the Board of Directors on behalf of the Association. The Board of Directors shall be comprised of the Association Officers (Chair, Vice-Chair, Secretary, Treasurer, and Vice-Treasurer) and four (4) members at large as set forth in the Bylaws of the Association. The size, representation, responsibility and tenure of the Board of Directors shall be set forth in the Bylaws of the Association, in conformity with the provisions of this constitution. The Board of Directors shall establish goals and objectives for the Association and shall execute policy on behalf of the general membership of the Association. At the discretion of the Board of Directors, additional posts can be designated and filled, but always by adding an even number of persons to that which previously existed. The Board of Directors shall execute policy established by the General Membership of the Association.

**ARTICLE VII**  
**Meetings**

One meeting of the Association shall be held annually to elect officers and to conduct any other business. Other meetings may be called as provided for in the Bylaws of the Association.

**ARTICLE VIII**  
**Amendments**

Amendments to this Constitution may be proposed by the Board of Directors or by written petition signed by fifteen (15) voting members or 10% of the membership of the Association, whichever is less. All such petitions shall be submitted to the Association Secretary not less than sixty (60) days prior to a scheduled membership meeting and/or specially called meeting by the Board of Directors. The Secretary shall draft a proposed amendment in accordance with the intent of the petition and shall give written notice of it to the membership at least twenty-one (21) days prior to the meeting at which it is to be discussed. The proposed amendment shall be discussed at any scheduled meeting or at a special meeting and may be amended in any manner pertinent by a majority vote at said meeting, and if amended, shall be voted upon by letter ballot in such form. If not amended, the proposed amendment as submitted shall be voted upon by letter ballot. Ballots shall be counted twenty-one (21) days after mailing by a tellers committee appointed by the Chair. The Secretary shall notify the membership of the results within thirty (30) days of the vote. For adoption of any amendment to the Constitution, two-thirds of the valid ballots cast shall be in the affirmative. An amendment, which has been adopted, shall become effective ten (10) days after counting and reading the ballots.

**ARTICLE IX**  
**Association Records and Reports**

**1. Section Inspection or Records.**

- (a) The original Bylaws and Constitution and copies thereof as amended to date, certified by the Secretary, shall be kept on file at a location selected by the Board of Directors, and open to inspection at all reasonable times.
- (b) 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 open to inspection at a reasonable time upon written demand of any member for any purpose reasonably related to his interest as a member. Board minutes will be posted on the RIFMA website.
- (c) The books of account shall be kept on file at a location selected by the Board of Directors and open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to his interest as a member.

**ARTICLE X**  
**Saving Clause**

Should any provisions of the Constitution or Bylaws of this Association, or the application thereof to any person or circumstance be held invalid, then the remainder of the same or the application for such provision to other circumstance shall not be affected thereby.

**ARTICLE XI**  
**Dissolution Clause**

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the association to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code.

I certify that the foregoing Constitution of the RHODE ISLAND FLOOD MITIGATION ASSOCIATION, a nonprofit organization, were duly adopted on

\_\_\_\_\_

Date

\_\_\_\_\_

Secretary

\_\_\_\_\_

Chair