

CERTIFICATION
OF THE BY-LAWS

OF

WISCONSIN ASSOCIATION

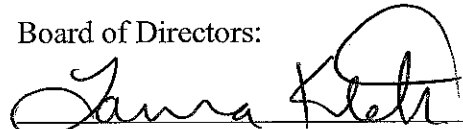
for

FLOODPLAIN, STORMWATER and COASTAL MANAGEMENT, INC.

The undersigned Members of the Board of Directors of the corporation, Wisconsin Association for Floodplain, Stormwater and Coastal Management, Inc., a Wisconsin non-stock, not-for-profit corporation organized under the provisions of Wis. Stats. Ch. 181 (the "Corporation"), hereby certify that the attached copy of the By-Laws of the Corporation are true, correct, accurate in all respects and are an exact copy of the By-Laws of the Corporation as they appear and are contained in the corporate record book of the Corporation.

Dated: 8/7/12


Board of Directors:



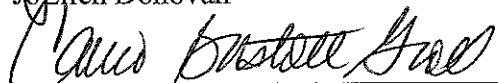
Laura Kletti



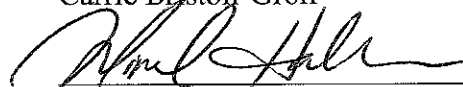
Ryan Kloth



Jo Ellen Donovan



Carrie Bristoll-Groll



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FIRST AMENDMENT
TO THE BY-LAWS

OF

WISCONSIN ASSOCIATION
for
FLOODPLAIN, STORMWATER and COASTAL MANAGEMENT, INC.

I. AMENDMENT TO ARTICLE IV, SECTION 2

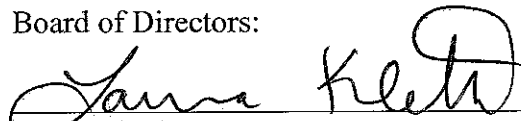
Article IV, Section 2 of the By-laws of the Corporation are hereby amended to provide that the term of office for the Treasurer of the Corporation shall henceforth be a maximum of four (4) years to provide for more continuity.

II. REAFFIRMATION

All other provisions of the By-laws of the Corporation are hereby re-affirmed without further change of amendment.

Dated: 8/7/12


Board of Directors:



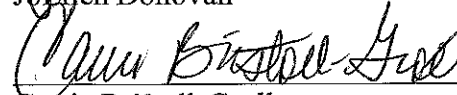
Laura Kletti



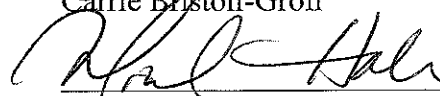
Ryan Kloth



JoEllen Donovan



Carrie Bristol-Groll



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BY-LAWS
OF
WISCONSIN ASSOCIATION for
FLOODPLAIN, STORMWATER and COASTAL MANAGEMENT, INC.

Preamble

In order to promote the common interest in floodplain, stormwater, and coastal management, to enhance cooperation between the various related private, local, regional, state, and federal agencies, and to encourage and ensure effective, new and innovative approaches to managing the state's floodplain, stormwater, and coastal systems, this document is adopted as the official By-Laws of the Wisconsin Association for Floodplain, Stormwater, and Coastal Management (the "Corporation").

ARTICLE I. STATEMENT OF PURPOSE

The purpose of this Corporation shall be to qualify as a public charity under Internal Revenue Code Sec. 501 (c)(3) for the purpose of promoting public awareness of proper floodplain, stormwater and coastal management, keeping people concerned with same well informed, advised of pending floodplain, stormwater and coastal management legislation and related matters as well as promoting the professional status of individuals involved therein. As such, the purposes of this Corporation shall be exclusively religious, educational and charitable, as those terms are construed under the Internal Revenue Code Sec. 501(c)(3), and as defined in Sec. 170(b)(1)(A)(i) and (iv), and as excluded under Sec. 509(a)(1), and shall include any lawful activity within the purposes of which corporations may be organized under Chapter 181 of the

Wisconsin Statutes with its initial activities to include those stated above.

Within that framework, the more specific purposes of the Corporation are the following:

1. To promote public awareness of proper floodplain, stormwater, and coastal management;
2. To promote the professional status of individuals involved in floodplain stormwater, and coastal management and secure all benefits resulting therefrom;
3. To promote a liaison between individuals concerned with proper floodplain, stormwater, and coastal management and to encourage the exchange of ideas;
4. To keep individuals concerned with proper floodplain, stormwater, and coastal management well informed through educational and professional seminars and to provide a method for dissemination of information, both general and technical;
5. To inform concerned individuals of pending floodplain, stormwater, and coastal management legislation and other related floodplain, stormwater, and coastal management matters; and
6. To study and support legislation pertinent and necessary to the effective implementation of floodplain, stormwater, and coastal management matters.

ARTICLE II. MEMBERSHIP

Regular membership shall be open to all persons actively involved in floodplain, stormwater or coastal management in the State of Wisconsin. This includes elected officials, appointed officials, Federal, State, regional and local employees, engineers, planners, consultants, and others involved in floodplain stormwater, and coastal management. A person professionally involved with or having a particular interest in floodplain, stormwater or coastal management becomes an individual voting member upon payment of dues and enrollment on the list of active members of the organization.

The annual membership dues shall be determined by the Executive Committee on a per person basis. Dues are payable any time during the calendar year for the benefit of membership and the right of voting at subsequent meetings, though payment early in the year is to be encouraged. Dues paid at the annual meeting, if held after September 15, will include membership for the remainder of the year and for the following calendar year

Any member delinquent in payment of dues shall be dropped from membership.

The Executive Committee will determine responsibility for sending out notices and collecting dues and will be assisted in this responsibility by the members of the Membership Committee.

The Board of Directors may establish categories of non-voting membership and establish different dues for them.

ARTICLE IV. MEETINGS OF THE GENERAL MEMBERSHIP

Regular General Meetings: One general membership meeting of the Corporation shall be held annually to elect the officers for the Corporation and to conduct any other business and programs. The annual meeting shall be held at such time, date and place as may be designated by the Board of Directors. Ballots for Officers and for any amendments to the By-Laws shall be made available at the annual meeting, except that candidates unopposed for election after open nominations from the floor may be elected by voice vote or show of hands.

Special Meetings : All business and activities that may be conducted at the annual meeting, except for election of the Officers, may be conducted at special meetings of the general

membership. Special meetings of the Corporation may be called at any time by a majority of the Board of Directors.

Notice of Meetings: Written notice of each general membership meeting of the Corporation shall be given by sending of such notice at least 21 days before such meeting to each member, addressed to the member's address last appearing in the records of the Corporation or supplied by such member to the Corporation for the purposes 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.

Parliamentary Law: In all questions involving parliamentary procedure, including election procedures not covered by the Bylaws of the Corporation or established by the Board of Directors, Robert's Rules of Order (Revised) shall be considered the governing authority. The Chair shall be the Parliamentarian and shall rule on all issues of parliamentary procedure.

ARTICLE III. BOARD OF DIRECTORS

The government and direction of the Corporation, and the control of its property, shall be vested in the Board of Directors. The Board of Directors of the Corporation shall be comprised of the Executive Committee and the Chair of each Committee. The Chair of the Corporation shall serve as Chair of the Board of Directors and each other Corporate officer shall serve as the same officer for the Board.

ARTICLE IV. OFFICERS/AGENTS

1. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer and the Immediate Past Chair. If the Past Chair is unavailable the Members of the Corporation shall

nominate and elect a member to fulfill the term. These officers shall constitute the Executive Committee.

2. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected annually from the membership of the Corporation and may not serve more than two consecutive one-year terms in the same office.

3. The responsibilities of each office shall be as set forth herein.

a. Resignation: Any officer or committee chair 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.

b. Removal: Any elected Officer may be removed from office by majority vote of the members present at a general membership meeting of the Corporation, called in accordance with Article II. Any committee chair may be removed from office by direction of the Chair, subject to confirmation by majority vote of the Executive Committee.

c. Vacancies: A vacancy in any office or committee chairship may be filled by appointment by the Corporation Chair, subject to confirmation by the Executive Committee. The officer or committee chair appointed to such vacancy shall serve for the remainder of the term of the board member replaced.

d. Multiple Offices: No person shall simultaneously hold more than one elected office.

4. Duties: The duties of the officers are as follows:

- a. Chair: The Chair shall preside at all meetings of the Corporation, the Executive Committee, and the Board of Directors, and shall see that orders and resolutions of the Board are carried out. The Chair shall prepare and send out notices of all Board and Executive Committee meetings, or delegate this duty to another officer.

- b. 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.

- c. Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the membership meetings, and shall perform such other duties as required by the Board. The Secretary shall prepare and send notices of all meetings of the Board, the Executive Committee and general membership in consultation with the Chair.

- d. Treasurer: The Treasurer shall have the custody and control of the funds of the Corporation, subject to the action of the Board of Directors, and shall 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.

- e. Immediate Past Chair: The Immediate Past Chair shall advise the Board of Directors. The Immediate Past Chair shall discharge such other duties as may be required by the Board.

5. Quorum. A quorum at a meeting of the Board of Directors shall consist of at least five members including a majority of the Executive Committee.

6. Voting Required. The affirmative vote of the majority of the Directors present at the meeting in which a quorum is present shall be required for any act of the Board of Directors except as otherwise set forth in these By-laws.

7. Any two officers may sign in the name of and on behalf of the Corporation, all checks, contracts, agreements or other documents authorized by the Directors. In addition, the Directors may appoint such agents, representatives, and attorneys in fact of the Corporation with such powers and to perform such acts or duties on behalf of the corporation as the Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law, and unless so authorized in writing by the Directors, no officer, agent or employee shall have any powers or authority to bind the Corporation by a contract, or to pledge its credit, or render it liable for any purpose to any amount.

ARTICLE V. COMMITTEES

For the purpose of conducting business in an orderly and timely manner, the following standing committees are hereby established: Stormwater Management Committee, Floodplain Management Committee, Coastal Management Committee, Membership Committee, Nominations and Elections

Committee, Awards Committee, and Annual Conference Committee. The Chair may establish or abolish other committees as needed, subject to approval of the Executive Committee.

Committee Chairs of the other committees shall have the same rights and duties as members of the Board of Directors as the chairs of the standing committees.

ARTICLE VI. POWERS OF DIRECTORS

The Directors are empowered to do all things necessary or convenient for the orderly and efficient administration of the Corporation, the gifts, grants and bequests received, and to invest and use same in accordance with the purposes of the Corporation. Without limiting the general grant of power by the following enumeration, the Directors shall possess the absolute discretion and powers as follows:

1. To invest and reinvest in the property of any kind.
2. To permit assets to remain temporarily uninvested.
3. To carry on, discontinue, exchange methods of operation or engage in new business enterprises whether by way of limited partnership, corporation or otherwise.
4. To exercise conversion, subscription, voting and other rights pertaining to securities held by the Corporation.
5. To receive proceeds of any life insurance policies payable to the Corporation and to select, elect or designate any option, mode of payment or settlement provision with respect to the proceeds of any policy of insurance or annuity contract which may come in to the control or possession of the Corporation and its trustees and to exercise any and all of the incidents of ownership with respect to such policies or contracts.

In addition, the Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to a specific instance.

ARTICLE VII. OPERATION/DISSOLUTION

This Corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or to declare dividends and no part of its net earnings shall inure to the benefit of any director or officer. The balance, if any, of all money received by the Corporation from and during its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively to organizations whose articles and by-laws are found by the Directors to conform with this Corporation, subject to the requirement that such organizations shall be founded for charitable, benevolent, educational or other similar purposes as described in Section 501(c)(3) or Section 509 (a)(2) of the Internal Revenue Code, as amended from time to time.

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go and be distributed to such organizations as may be selected by the Directors of this corporation and whose purposes shall be determined to conform to the purposes of this organization, subject to the requirement that such organizations shall be founded for charitable, benevolent, educational or other similar purposes as described in Section 501(c)(3) and 509(a)(2) of the Internal Revenue Code, as amended from time to time, so that business properties and assets of this corporation shall be used for and devoted to similarly purposed organizations. Under no circumstances shall any of the assets or property of this corporation, or the proceeds

of any of the assets or property, in the event of dissolution, go or be distributed to trustees, either for the reimbursement of any sums subscribed, donated or contributed by such trustees or for any such other purpose.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall commence on the first day of January of each year and shall end on December 31.

ARTICLE IX. AMENDMENTS

At any meeting of the board of Directors where a quorum is present, the Board by a two-thirds vote may amend the Bylaws, 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 Corporation meeting when at least 25 voting members or one third of the membership are present, whichever is less.

ARTICLE X. EXECUTIVE OFFICE

The Board of directors may establish an Executive Office by hiring staff, by contracting staff, or by agreement with an agency or organization. The duties of the Executive Office staff shall be as assigned by the Board.

ARTICLE XI. EXEMPT ACTIVITIES

Notwithstanding any other provisions of these By-laws, no director, officer or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Sec. 501(c)(3), and as affected by Sec. 509(a)(2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Sec. 501(c)(3) or 509 (a)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Article XII. CORPORATE RECORDS AND REPORTS

1. The original Bylaws 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 reasonable times.
2. 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 any reasonable time upon written demand of any member for any purpose reasonably related to his or her interest as a member.
3. 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 or her interest as a member.