

**RESTATED ARTICLES OF INCORPORATION
OF
NEBRASKA FLOODPLAIN AND STORMWATER MANAGERS ASSOCIATION**

To further the purpose of organizing as a nonprofit corporation under the Nebraska Nonprofit Corporation Act, the following Restated Articles of Incorporation are adopted.

ARTICLE I - NAME

The name of the corporation shall be **Nebraska Floodplain and Stormwater Managers Association** (the "Association").

ARTICLE II – TYPE, DURATION & SEAL

The Association is a public benefit corporation and its duration shall be perpetual. The Association shall not have a corporate seal.

ARTICLE III – REGISTERED AGENT AND REGISTERED OFFICE

The street address of the corporation's initial registered office is 3125 Portia Street, Lincoln, Nebraska 68501-3581. The name of the initial registered agent at such address shall be Glenn D. Johnson.

ARTICLE IV – MEMBERS

The Association shall have members. Membership eligibility shall be addressed in the bylaws of the Association.

ARTICLE V – PURPOSES AND POWERS

The purposes for which the Association is organized are as follows:

- (a) To promote public awareness of floodplain and stormwater management;
- (b) To promote the professional status of floodplain and stormwater management and secure all benefits resulting therefrom;
- (c) To promote cooperation and information exchange between individuals and entities concerned with floodplain and stormwater management;
- (d) To keep individuals concerned with floodplain and stormwater management well informed through educational and professional seminars and to provide a method for dissemination of general and technical information; and

- (e) To inform concerned individuals of pending floodplain or stormwater legislation, funding and other related management matters.

The Association is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or the corresponding section(s) of any future tax code. The Association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes.

ARTICLE VI – CORPORATE EARNINGS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons or to the benefit of any person who has made a substantial contribution to the Association or to any member of the family of such donor, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code) and the applicable regulations as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Code).

ARTICLE VI - DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

EFFECT OF ADOPTION

The foregoing Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

These Restated Articles of Incorporation were adopted pursuant to Neb. Rev. Stat. §§ 21-19,110 and 21-19,107 (Reissue 1997), by the requisite vote of two-thirds of the members present at a meeting of the Association held on October 22, 2004, at which a quorum was present, all as required by said Statutes and the then-existing Bylaws of the Association.

Dated this 14th day of March, 2005.

NEBRASKA FLOODPLAIN AND
STORMWATER MANAGERS ASSOCIATION,
a Nebraska Nonprofit Corporation

By: Carter Hubbard
Carter Hubbard,
Chair

ATTEST:

By: Bill Jones
Bill Jones,
Second Vice-Chair

**RESTATED BYLAWS
OF
NEBRASKA FLOODPLAIN AND STORMWATER MANAGERS ASSOCIATION**

ARTICLE I - PURPOSES AND POWERS

Section 1. The purposes for which this Corporation is formed and the powers which it may exercise are set forth in the Restated Articles of Incorporation.

ARTICLE II – DIRECTORS AND THEIR DUTIES

Section 1. The business of this Corporation shall be controlled by a Board of Directors consisting of, at the most, fifteen (15) directors.

Section 2. Members of the Board of Directors shall be elected for one (1) year terms.

Section 3. Whenever a vacancy occurs on the Board of Directors, other than by expiration of the term of office, the remaining directors shall appoint, by their majority vote, a member to fill the vacancy for the remainder of the unexpired term.

Section 4. Meetings of the Board of Directors shall be called as often as necessary to handle the business of the Association, but at least annually. Meetings shall be called by the Chair or by any two officers of the Association, providing that at least two (2) days' notice, by first-class mail, telephonic or other electronic medium, has been given to all directors, stating the time, place, and primary purpose(s) of the meeting.

Section 5. A majority of the directors in office immediately before the meeting begins shall constitute a quorum at any meeting of the Board. Each director entitled to vote shall have one (1) vote for each matter brought before the Board for consideration. A majority vote shall constitute the act of the Board of Directors.

Section 6. Telephonic conference call meetings of the Board of Directors are permissible when time, weather, or extraordinary circumstances dictate the use of such telephonic communication. The quorum requirements set forth in these Restated Bylaws shall continue to apply for all telephonic meetings. A director's participation by telephone shall constitute attendance for quorum purposes. A reasonable effort must be made to include all Board members on any such telephonic meeting.

Section 7. The Board of Directors shall have the general supervision and control of the business and affairs of this Association and shall make all rules, regulations, policies and procedures, not inconsistent with the laws of the State of Nebraska or with the Restated Articles of Incorporation or these Restated Bylaws, for the operation of the business and the guidance of the members, officers, employees, and agents of the Association.

Section 8. The Board of Directors is authorized to appoint and organize various committees to fulfill the functions of the Association for the purposes set forth in the Restated Articles of Incorporation or these Restated Bylaws. Each committee shall consist of at least one (1) director. The Board of Directors is authorized to modify, amend or terminate any committee at any time. The Board of Directors may authorize the Chair to appoint and organize various special committees as the Chair shall deem necessary to fulfill the purposes of the Association.

Section 9. The Board of Directors shall appoint an Audit Committee consisting of at least three (3) directors. Each member of the Audit Committee shall serve a term of one year. No member of the Audit Committee shall be allowed to serve two consecutive terms. Unless the Association has been audited by an independent certified public accountant, the Audit Committee shall make or cause to be made a comprehensive annual audit of the books and affairs of the Association. The Audit Committee shall submit a report of each annual audit to the Board of Directors and a summary of that report to the members at the next annual meeting of the Association.

Section 10. The Board of Directors shall have authority to employ or authorize the employment of all personnel for the Association as may be deemed necessary, and to fix the compensation for such personnel.

Section 11. The Board of Directors shall have the authority to determine the types and amounts of insurance coverage, if any, are necessary for the Association.

Section 12. The Board of Directors shall decide whether or not certificates of membership are necessary or desirable.

ARTICLE III – ELECTION AND DUTIES OF OFFICERS

Section 1. The Association shall have the following officers: (a) a Chair, (b) a Vice Chair, (c) a Second Vice Chair, (d) a Secretary, and (e) a Treasurer, each of whom shall hold office until their successors have been duly elected, designated or appointed and qualified, unless removed by death, resignation, or for other cause.

Section 2. No person shall be allowed to serve more than two consecutive full terms in any one office, but such person shall be eligible for election to any other office at the conclusion of his or her term.

Section 3. Any director, officer or committee chair may resign at any time by delivering written notice to the Board of Directors, the Chair, or the Secretary. Such resignation shall become effective upon delivery of notice, or at such later time identified in the notice. Acceptance of the resignation is not required.

Section 4. At the sole discretion of the Board of Directors, the Treasurer and the Chair may be bonded.

Section 5. The Chair shall preside over all meetings of the Association and the Board of Directors, call special meetings of the Board of Directors, and generally perform all acts and duties usually performed by an executive and presiding officer. The Chair shall sign all papers of the Association as he or she may be authorized and directed to sign on behalf of the Association. The Chair shall make a full report of all matters and business pertaining to the office to the members at the Annual Meeting. The Chair shall perform such other duties as may be prescribed by the Board of Directors.

Section 6. The Vice Chair shall perform all of the duties of the Chair whenever the Chair is absent or unable to perform his or her duties. The Vice Chair shall assist in the development of agendas and programs for membership meetings. The Vice Chair shall obtain and distribute pertinent literature to the membership and maintain communication with supporting agencies.

Section 7. The Second Vice Chair shall perform all of the duties of the Chair whenever the Chair and Vice Chair are absent or unable to perform their duties. The Second Vice Chair shall oversee all committees and report on their activities to the Board of Directors and to the members at the Annual Meeting.

Section 8. The Secretary shall keep a complete record of all meetings of the Association and of all meetings of the Board of Directors and shall be entitled to have general charge and supervision of the book and records of the Association, other than the financial records of the Association. The Secretary shall maintain a current membership list indicating the names and addresses of all the members of the Association, and indicating those members that are entitled to vote upon any proposed action to be submitted for consideration by the members. The Secretary shall serve all notices required by law and by these Restated Bylaws. The Secretary shall be responsible for all reports required by law and shall perform such other duties as may be required by the Association or by the Board of Directors. At the conclusion of his or her term, the Secretary shall turn over to his or her successor all books and others papers belonging to the Association that the Secretary may have in his or her possession.

Section 9. The Treasurer shall keep a record of all receipts and expenditures of the Association, and shall have general charge and supervision over all financial books and records of the Association. The Treasurer shall prepare an annual budget and give a report of the financial condition of the Association at the Annual Meeting and each meeting of the Board of Directors. The Treasurer shall be empowered to establish a corporation bank account(s), as required, and deposit and withdraw funds from such account(s) as necessary. The Treasurer shall perform such other duties as prescribed by the Board of Directors. At the conclusion of his or her term, the Treasurer shall turn over to his or her successor all financial books and records of the Association that are in his or her possession, and shall relinquish to his or her successor all rights to corporate accounts and monies.

ARTICLE IV – MEMBERSHIP

Section 1. There shall be three (3) classes of membership: (a) individual voting members, (b) corporate/agency voting members, and (c) honorary members. Membership in the Association is non-transferable and is restricted to individuals only.

Section 2. All members shall be persons vitally concerned with or actively engaged in floodplain and stormwater management activities.

Section 3. The Board of Directors shall be authorized, at its sole discretion, to terminate any membership upon the affirmative vote of at least two-thirds (2/3) of the votes cast by the Board of Directors.

ARTICLE V – MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the members shall be held at such time and date and at such place within the State of Nebraska as determined by the Board of Directors. The election of officers shall take place at the Annual Meeting.

Section 2. Special Meetings. Special meetings of the members of this Association may be called at any time by the Chair of the Corporation or by the Board of Directors, and shall be called at any time upon the written request of at least ten percent (10%) of the members. Any special meeting shall state the time, place, and the purpose(s) of the meeting. No business other than that stated in the notice of the special meeting may be considered.

Section 3. Notice of Meetings. Written or printed notice of all meetings of members, whether regular or special meetings, shall be prepared and delivered, by first-class mail, or by telephonic or other electronic medium, to the last known address of each member, no less than ten (10) days, no more than sixty (60) days, prior to the date of said meeting.

Section 4. Voting. Voting by proxy shall not be permitted. Any member wishing to vote on the issues before any meeting must be present at the meeting to exercise the right to vote. Each member entitled to vote shall have one (1) vote for each matter submitted to the members at a regular or special meeting of members. A majority vote shall constitute the act of the members.

Section 5. For any membership meeting, a quorum shall consist of at least twenty percent (20%) of the members eligible to vote, as set forth in these Bylaws.

Section 6. The order of business at any annual or special meeting of the members, and insofar as applicable, any meeting of the Board of Directors, shall be as follows:

- (a) Proof of quorum.
- (b) Proof of proper notice of meeting.
- (c) Reading and disposal of minutes of the last regular or special meeting.
- (d) Treasurer's report.
- (e) Reports of officers and committees.
- (f) Unfinished business.
- (g) New business.
- (h) Elections, if required.
- (i) Adjournment.

Section 7. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Chair or Secretary delivers a written ballot to every member eligible to vote on the matters to be considered. The written ballot shall (1) set forth each proposed action; (2) provide an opportunity to vote for or against each proposed action; (3) indicate the number of responses necessary to meet quorum requirements; (4) state the percentage of approvals necessary to approve each matter; and (5) specify the time by which a ballot must be received by the Association in order to be counted. In order for a vote by mail ballot to be effective, the number of votes cast must equal or exceed the quorum requirements set forth in these Restated Bylaws. Once delivered to the Association, a written ballot may not be revoked.

ARTICLE VI – DUES

Section 1. The rates for membership dues for the Association shall be set annually by the Board of Directors. Only individual voting members and corporate/agency voting members shall be required to pay membership fees or dues. Honorary members shall not be required to pay annual dues. Honorary members may give advice and counsel, and may enter into discussions and engage in any committee activities. Honorary members shall have all rights that voting members are granted except the right to vote. Honorary members shall not be counted for purposes of determining whether a quorum is present at any meeting.

Section 2. Dues shall be paid annually and become payable at the beginning of each calendar year. Dues shall be considered in arrears if not paid by March 1st of the current year. Persons who fail to pay dues when they are considered in arrears will be removed from the membership list and his or her membership shall be automatically and immediately terminated, without further action by the Board of Directors as otherwise required under Article IV, Section 3.

ARTICLE VII – EARNINGS

Section 1. The Association is organized as a nonprofit corporation pursuant to the Nebraska Nonprofit Corporation Act. Any funds obtained by the Association shall be used for the charitable, educational, and scientific purposes set forth in the Restated Articles of Incorporation or these Restated Bylaws. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons or to the benefit of any person who has made a substantial contribution to the corporation or to any member of the family of such donor, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Restated Articles of Incorporation or these Restated Bylaws.

Section 2. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code and the applicable regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII – RECORDS

Section 1. The records of the Association, including books and records of accounts, and minutes of proceedings of the Board of Directors, shall be maintained at such place as designated by the Board of Directors. Any member may inspect such books and records for any proper purpose at any reasonable time.

ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 1. If deemed advisable, the Board of Directors may have the Articles of Incorporation and these Bylaws reproduced in such form as they may determine desirable and cause a copy thereof to be delivered to each member of the Association.

Section 2. The fiscal year of the Association shall be the calendar year.

ARTICLE X – AMENDMENTS

Section 1. Amendments to the Restated Articles of Incorporation and these Restated Bylaws may be proposed by the Board of Directors or by written petition signed by at least fifteen (15) voting members or ten percent (10%) of all voting members, whichever is less.

Section 2 The Restated Articles of Incorporation of the Association and these Restated Bylaws may be amended at any regular or special meeting of the members upon the affirmative vote of at least two-thirds (2/3) of the votes cast by voting members.

ARTICLE XI-CONFLICT OF INTERESTS

Section 1. The purpose of this Article and the policy contained herein is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This Article of these Restated Bylaws is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. For purposes of this Article, the following definitions shall apply:

- (a) *Interested Person.* Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (i) An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
 - (ii) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
 - (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, subsection (b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. For purposes of this Article, the following procedures shall apply:

- (a) *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- (b) *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (c) *Procedures for Addressing the Conflict of Interest.* Any actual or possible conflict of interest shall be addressed as follows:
 - (i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) *Violations.* The Board shall take the following actions upon violation of this Article:

- (i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interests, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the member's responses and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action and shall have the discretion to remove the member from the membership list and automatically and immediately terminate his or her membership without further action by the Board of Directors as otherwise required under Article IV, Section 3.

Section 4. The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. For purposes of this Article:

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services rendered is precluded from voting on matters pertaining to that member's compensation.

- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services rendered to the Association is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of these Restated Bylaws, including the conflicts of interest policy contained herein;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Association is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Restated Articles of Incorporation.

Section 7. To ensure that the Association operates in a manner consistent with charitable, educational, and scientific purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, take place on an annual basis and include the following information:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's stated purposes as set forth in the Restated Articles of Incorporation, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable, educational, or scientific purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. When conducting the periodic reviews as provided for in Section 7, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

EFFECT OF ADOPTION

The foregoing Restated Bylaws supersede the original Bylaws and all amendments thereto.

These Restated Bylaws were adopted pursuant to Neb. Rev. Stat. § 21-19,114 (Cum. Supp. 2004) by the requisite vote of two-thirds of the members present at a meeting of the Association held on October 22, 2004, at which a quorum was present, all as required by said Statutes and the then-existing Bylaws of the Association.

Dated this 14th day of March, 2005.

NEBRASKA FLOODPLAIN AND
STORMWATER MANAGERS
ASSOCIATION,
a Nebraska Nonprofit Corporation

ATTEST:

By: Bill Jones

Bill Jones,
Second Vice-Chair

By: Carter M. Hubbard

Carter Hubbard,
Chair