

APPROVED: DENVER, COLORADO
JULY 1984

AMENDED: AUSTIN, TEXAS
SEPTEMBER 1986

AMENDED: ALBUQUERQUE, NEW MEXICO
OCTOBER 1989

AMENDED: BALTIMORE, MARYLAND
SEPTEMBER 1992

AMENDED: KANSAS CITY, MISSOURI
SEPTEMBER 1993

AMENDED: BOSTON, MASSACHUSETTS
SEPTEMBER 1994

AMENDED: BY BALLOT
MAY 1995

AMENDED: PITTSBURGH, PENNSYLVANIA
SEPTEMBER 1997

AMENDED: ST. LOUIS, MISSOURI
OCTOBER 1999

AMENDED: PROVIDENCE, RHODE ISLAND
SEPTEMBER 2000

AMENDED: MINNEAPOLIS, MINNESOTA
SEPTEMBER 2003

AMENDED: PHOENIX, ARIZONA
SEPTEMBER 2004

AMENDED: ORLANDO, FLORIDA
SEPTEMBER 2005

AMENDED: AUSTIN, TEXAS
SEPTEMBER 2007

AMENDED: SEATTLE, WASHINGTON
SEPTEMBER 2010

AMENDED: WASHINGTON, DC
SEPTEMBER 2011

AMENDED: DENVER, COLORADO
SEPTEMBER 2012

CONSTITUTION AND BYLAWS
OF THE
ASSOCIATION OF STATE DAM SAFETY OFFICIALS

ARTICLE I

NAME AND MEMBERSHIP

Section 1 – Name

The name of this organization shall be the "Association of State Dam Safety Officials." (herein after "the Association" or "the Association of State Dam Safety Officials.")

Section 2 – Membership Types

(a) State Representative members in the Association of State Dam Safety Officials shall be limited to one official from each of the 50 states and U.S. Territories responsible for administering and managing the state's/territory's dam safety program. Each state representative will have one vote.

(b) State Associate members shall be comprised of other current state or territory employees representing their state/territory dam safety program. State Associate members may vote at meetings defined in accordance with Sections 1 and 2 of Article V if designated as a valid proxy in accordance with Article V.3(g).

(c) Government members shall be comprised of other state, local and federal officials interested in furthering dam safety in the states. Government members will have no vote.

(d) Affiliate members shall be comprised of private sector groups and individuals interested in furthering dam safety in the states. Affiliate members (i.e., consulting engineers, owner groups, academia) will have no vote.

(e) Student members shall be any full time student with an interest in dam safety. Student members will have no vote.

(f) Honorary members shall be comprised of individuals or groups which have demonstrated exceptional efforts in the furtherance of dam safety in the states. Honorary members shall be elected by the Board of Directors in accordance with the provisions set forth in Section 4(b) of this Article. Honorary members will have no vote.

(g) Senior members shall be comprised of individuals who are fully retired from active employment or are permanently disabled. Senior members must have completed at least five years of continuous membership in the Association and reached at least 55 years of age or be permanently disabled. Senior members will have no vote.

(h) Sustaining members shall be any member from the above categories who donates an annual amount, to be determined by the Board of Directors, for the purposes of furthering the Association's objectives or strategic plan.

Section 3 – Qualifications For State Representative Membership

(a) State Representative membership shall be open to one official from each state and each U.S. Territory who is responsible for administering and managing the state's or territory's dam safety program.

(b) In cases of dispute over official state representation in the Association, the State Representative member will be determined by the Governor of that State or Territory.

Section 4 – Grant of Membership Status

(a) Any applicant meeting the requirements in Section 2(a) of this Article shall be granted State Representative membership by the Board of Directors.

(b) Other individuals interested in furthering dam safety in the states may apply for membership in accordance with Section 2 of this Article.

(c) Members of the Association shall be required to pay annual dues. The Board of Directors shall propose annual dues amounts at each regular annual meeting of the Association for the purposes of sustaining a minimum operating budget or enhanced services from the following membership categories:

- State Representative
- State Associate
- Government
- Affiliate
 - Group
 - Group Employee
 - Individual
- Student
- Senior
- Sustaining

Adjustment of the dues amounts may be approved at the regular annual meeting by the State Representative members upon obtaining a two-thirds vote of the State Representative membership present and voting. Proxy votes are to be included in the vote.

The Board of Directors shall determine additional surcharges for international members.

Dues will be due October 1 of every year.

(d) The Board of Directors shall establish appropriate qualifications for an individual or a group to be elected to Honorary membership in the Association. An affirmative vote of three-fourths of the Board of Directors shall be required for election of an Honorary member.

Section 5 - Rights of Membership

(a) Only State Representative members representing each state and territory as established in Article I, Section 2(a) of this Article, shall have voting rights.

(b) All present or past Regional Representatives, as established in Article III, Section 3(b), may seek election to any Association office.

(c) State Associate members may participate in meetings, committees, and Association activities as deemed appropriate by the Board of Directors. State Associate members may vote at meetings defined in accordance with Sections 1 and 2 of Article V if designated as a valid proxy in accordance with Article V.3(g).

(d) Government, Affiliate, Senior, Student, and Honorary members may participate in meetings, committees, and Association activities as deemed appropriate by the Board of Directors but shall have no business or special meeting voting rights. Any member of a committee may vote on issues before the respective committee, regardless of the member's membership type.

ARTICLE II

Section 1 – Objectives

The objectives of the Association of State Dam Safety Officials shall be to pursue all purposes set forth in the Articles of Incorporation, including, but not limited to the following objectives:

- (1) To provide a forum for the exchange of ideas and experiences in State Dam Safety Programs and Issues.
- (2) To foster interstate cooperation.
- (3) To provide information and assistance to State Dam Safety Programs.
- (4) To provide representation of state interests before Congress and federal agencies responsible for Dam Safety.
- (5) To improve efficiency and effectiveness of State Dam Safety Programs.

Section 2 - Internal Revenue Code Provisions

(a) The Association of State Dam Safety Officials is organized exclusively for charitable, religious, educational, and scientific purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

(b) The Association of State Dam Safety Officials will not carry on any activities not permitted to be carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
ORGANIZATION

Section 1 - Board of Directors

(a) Composition. The management of the affairs of the Association is vested in the Board of Directors comprised of the Regional Representatives and the offices of President, President-Elect, Treasurer, and Secretary. In addition, the Immediate Past President of the Association will serve as an ex-officio member. Position of ex-officio shall have no vote. The Board of Directors shall be composed of a minimum of 12 and a maximum of 16 Regional Representatives and officers with all Regions represented.

(b) Tenure. The term of office for a member on the Board of Directors shall be two years. No member shall serve more than two terms consecutively provided that exceptions may be made under extraordinary circumstances by a two-thirds vote of the Board of Directors.

(c) Vacancies. Any vacancy occurring on the Board of Directors shall be filled by a State Representative or State Associate member chosen by a majority of the State Representatives from the Region where the vacancy occurred. Such appointee shall serve during the un-expired term of the director whose position has become vacant. An appointee may still serve two two-year terms consecutively after he/she has served out the vacant position as elected by the region.

(d) Regular Meetings. Regular meetings of the Board of Directors shall be held at least once a year at such times and locations as the Board of Directors may prescribe.

(e) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by a majority of the Board of Directors. Call for such special meetings shall specify the time and place of meeting and shall allow all directors the opportunity to communicate with each other. Electronic communication between directors shall be considered a special meeting if all directors can communicate by e-mail, teleconference, or other appropriate means.

(f) Notice of Special Meetings. Notice of the time and place of special meetings of the Board of Directors shall be delivered personally, mailed, e-mailed or telegraphed to each member of the Board of Directors as deemed appropriate.

(g) Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as a meeting duly held after regular call and notice if a quorum be present and if either before or after the meeting each of the members of the Board of Directors signs a written waiver of notice, or a consent to holding such a meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Association records or made part of the minutes of the meeting.

(h) Quorum. A majority of members of the Board of Directors as fixed by these Constitution and Bylaws shall be necessary to constitute a quorum for the transaction of business.

(i) Voting.

1. The action of a majority of the members of the Board of Directors present at any meeting at which there is a quorum, when duly assembled, shall be regarded as the act of the Board of Directors, and is valid as an act of the Association.

2. Each member of the Board of Directors shall have one vote regarding meetings and business of the Board of Directors.

3. Actions taken at a meeting of the Board of Directors become effective immediately unless otherwise specified.

(j) The Board of Directors may remove, by two-thirds vote of the Board, any member of the Board of Directors should that person fail to maintain his or her presence or responsibilities.

Section 2 - Officers

(a) Composition. The President, President-Elect, Treasurer, and Secretary shall compose the officers. The President, President-Elect, Treasurer, and Secretary shall be elected at the Annual Business Meeting from the present or past Regional Representatives provided that they are current State Representative or State Associate members.

(b) Tenure. Officers of the Association shall serve no more than two terms consecutively in the same office.

(c) Qualification. Candidates for office must be present or past Regional Representatives and be a State Representative or State Associate member of the Association. Candidates may run for no more than one office at any election.

(d) Nomination. A nominating committee, to be appointed by the President, shall secure the consent, and judge the qualifications of all candidates to be elected under provisions of this article and shall report their findings to the State Representative membership prior to the election. Nominations may also be made and seconded by any State Representative member at the election.

(e) Election. The Secretary shall prepare and distribute ballots containing the names of all qualified candidates at the Annual Business Meeting. The balloting shall be conducted at a general meeting of the members, and the candidate receiving the majority of the votes shall be elected to office. In the event of a tie, the Board of Directors shall select the officers from those tied. The elected President, President-Elect, Treasurer, and Secretary shall assume office at the conclusion of the Annual Business Meeting, or at the conclusion of an awards ceremony at the same annual conference, whichever is later.

(f) Vacancies. Any vacancy occurring among the officers of the Association shall be filled promptly. If a vacancy occurs in the Office of President, the President-Elect shall immediately assume the Office of the President for the unexpired term. Any vacancy in the Offices of President-Elect, Treasurer, or Secretary shall be filled by a qualified appointee designated by the Board of Directors after receiving a majority vote by the same and shall be filled within 21 days of such vacancy.

Section 3 - Regional Representatives

(a) The members of the Association shall be divided into the following regions:

(i) Northeast: Maine, Vermont, New Hampshire, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Pennsylvania, Delaware, Maryland, District of Columbia

- (ii) Southeast: Kentucky, Tennessee, North Carolina, South Carolina, Mississippi, Alabama, Georgia, Florida, Virginia, Louisiana, Arkansas, West Virginia, Puerto Rico, Virgin Islands
- (iii) Midwest: Minnesota, Wisconsin, Michigan, Illinois, Indiana, Ohio, Iowa, Missouri
- (iv) West: Kansas, Oklahoma, Texas, New Mexico, Nebraska, Montana, North Dakota, South Dakota, Wyoming, Utah, Colorado, California, Nevada, Arizona, Hawaii, American Samoa, Guam, Trust Territory of the Pacific Islands, Washington, Alaska, Oregon, Idaho
- (v) A State Representative may serve as a Regional Representative or nominate one State Associate from their state or territory for a Regional Representative position on the Board of Directors. Regional Representatives will be chosen by a majority of the State Representative members of each region. Four representatives will be elected from the West region, three representatives each from the Northeast and Southeast regions and two representatives from the Midwest region. A state or territory shall have no more than one Regional Representative on the Board of Directors at any given time. The representatives from each Region will be elected or re-elected for a two-year term. No member shall serve more than two consecutive terms provided that exceptions may be made under extraordinary circumstances by a two-thirds vote of the Board of Directors.

(b) Definition. A Region shall be a membership unit which shall serve all states within one of the Regions set forth in Section 3(a) of Article III. The Regional Representative shall be a State Representative member of the Association as established in Section 2(a) of Article I or a State Associate member who has been nominated by the State Representative from their state or territory and is in good standing and shall be chosen by a majority of the State Representative members within each Region.

(c) Objectives. The objectives of the Regional Representative are to provide for representation of its members on the Association's Board of Directors, to implement the policies and foster the objectives of the Association.

(d) Tenure. Four representatives will be elected from the West region, three representatives each from the Northeast and Southeast regions and two representatives from the Midwest region. The representatives from each Region will be elected for a two-year term. No member shall serve more than two consecutive terms provided that exceptions may be made under extraordinary circumstances by a two-thirds vote of the Board of Directors. The tenure of Regional Representatives shall begin at the close of the Annual Business Meeting, or at the conclusion of an awards ceremony at the same annual conference, whichever is later, unless otherwise designated by the region.

(e) Vacancies. Any vacancy occurring among the Regional Representatives shall be filled by a State Representative or State Associate member elected in accordance with Section 3(a)(v) of this Article, chosen by a majority of the State Representative members from the Region where the vacancy occurred. Any vacancy occurring among the Regional Representatives shall be filled within 21 days of such vacancy.

Section 4 – Resolutions

Any proposal for an expression of policy or opinion by the Association of State Dam Safety Officials shall be prepared in the form of a resolution. The Board of Directors shall establish appropriate deadlines for the submission of resolutions.

If the subject matter addressed by any resolution would cause such resolution to come within the scope and subject matter covered by any of the Committees established in Section 5 of this Article, such resolution shall be submitted to the appropriate committee for its consideration and action; and upon favorable recommendation by that committee shall be brought before the State Representative members for action.

If the subject matter addressed by any resolution would not cause such resolution to come within the scope and subject matter covered by any of the Association's committees, such resolution shall be submitted to the Board of Directors for consideration and action; and upon favorable recommendation shall be brought before the State Representative members for action.

Resolutions submitted to a committee or to the Board of Directors, but not reported favorably by such, may be brought before the State Representative members for its consideration and action if two-thirds of the State Representative members petition to do so.

Any resolution brought before the State Representative members at a meeting shall be deemed adopted upon obtaining a two-thirds vote of the State Representative members present and voting provided a quorum is in attendance. Proxy votes are to be included in establishing a quorum. Any resolution brought before the membership by mail shall be deemed adopted upon obtaining a two-thirds vote by valid ballots, provided a majority of State Representative members return valid ballots.

Section 5 – Committees

The Board of Directors is empowered to establish committees, subcommittees, work groups and task forces. The Board of Directors may terminate any committee, subcommittee, work group, task force or chairmanship. Chairs of any committee shall be appointed by the President of the Association with the following provisions:

- (a) Committee chairs shall be State Representative members, Affiliate members, State Associate members, Government members or Senior members of the Association provided that the chair of the nominating committee, the constitution and bylaws committee and the strategic planning committee must be a State Representative member.
- (b) The Advisory Committee is empowered to select its own chair or vice chair in accordance with policies and procedures approved by the Board of Directors.

Committee membership shall be limited to State Representative members, State Associate members, Government members, Affiliate members, Honorary members, Senior members and Student members of the Association. An Executive Committee composed of the President, President-Elect, Treasurer, Secretary, Immediate Past President and appropriate Association staff is empowered to advise the Board of Directors concerning Association business and policy. The Executive Committee shall be represented by a minimum of three regions.

ARTICLE IV

POWERS AND DUTIES

Section 1 - Board of Directors

(a) General Limitations. The Board of Directors shall be subject to the limitation of these Constitution and Bylaws, and of the laws of the United States as to actions to be authorized and approved by members.

(b) General Authority. Except as otherwise provided by the Constitution and Bylaws, all Association powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board of Directors. The Board of Directors shall have the power and right to arbitrate any internal controversy, difference, or problem that may arise. The Board of Directors may cooperate with, contract with, or engage in joint action with other persons or organizations to achieve the Association's objectives. The Board of Directors may act as an agent, or appoint an agent, to represent any member or members on any subject matter pertaining to the Association's objectives. The Board of Directors may provide for the employment of nonmembers and may contract for services as it may deem necessary for the proper conduct of the affairs of the Association.

(c) Financial Authority. The Board of Directors shall have full supervision and control of the funds of the Association, except for any funds of the various regions. Funds or assets may be expended only for carrying out the objectives of the Association as defined by the Constitution and Bylaws. No member of the Board of Directors or any committee may receive any compensation from the Association except for expenses incurred on Association business or as compensation for time spent on the Association's business as ordered by the Association's Board of Directors. The Board of Directors may authorize any officer or officers, or agents, or employees, to enter into any contract or to execute any instrument in the name of and on the behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. All checks, drafts, or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such persons and in such manner as, from time to time, shall be authorized by the Board of Directors. The Board of Directors shall adopt a budget prior to October 1 of each year.

(d) Administrative and Personnel Procedures Authority. The Board of Directors shall develop and implement administrative and personnel policies and procedures. The administrative and personnel policies and procedures shall specify the Association's operating and employment practices, cash management, travel reimbursement, compensation plan, leave policy, benefit package, administrative procedures and other policies or procedures necessary for the employment of nonmembers or contractual services provided in Article IV, Section 1. The administrative and personnel policies and procedures shall be reviewed and amended as deemed necessary by the Board of Directors.

Section 2 - Officers.

(a) President.

1. Basic Functions. Serves as chief elected officer, representing the entire membership and the best interests of the Association. Exercises personal leadership in the

motivation of other officers, Board of Directors members, committee members, staff, and membership. Influences the establishment of goals and objectives for the Association. Acts as spokesman and inspirational leader and takes an important part in monitoring and evaluating organizational performance and effectiveness. Works in partnership with Association staff as necessary.

2. Duties, Responsibilities, and Authority. Within the limits of the Constitution, Bylaws, and policies, the President is responsible and has commensurate authority to accomplish the duties set forth below:

a. Presides at and attends all meetings of the Board of Directors and the Executive Committee. Coordinates agenda material with Association staff.

b. Assures that the Board of Directors and officers are kept fully informed on the conditions and operations of the Association.

c. Works with Association staff in seeing that basic policies and programs that will further the goals and objectives of the Association are planned, formulated, and presented to the Board of Directors.

d. Appoints chairs of Association committees established by the Board of Directors in accordance with Section 5 of Article III.

e. Assures that the organizational structure and policies of the Association are reviewed annually with Association staff.

f. Supports and defends policies and programs adopted by the Board of Directors.

g. Promotes interest and active participation in the Association on the part of the membership and reports activities of the Board of Directors and the Association to members by means of letters, publications, or speeches.

h. Presents an annual report at the annual business meeting, at the end of his or her term of office, or at other appropriate meetings.

i. In coordination with Association staff, acts as spokesman for the Association to the press, the public, legislative bodies, and related organizations.

j. In cooperation with the Treasurer and Association staff, helps develop, recommends, and upon approval of the Board of Directors, operates within an annual budget. Assures that the finances of the Association are audited annually and reported to the Board of Directors and the Association membership. More frequent audits may be undertaken by the President, or be required by the Board of Directors, as appropriate to the financial standing of the Association.

3. Relationships.

a. Responsible to the Board of Directors and, through the Regional Representatives, to the membership for assuring that the programs and policies of the Association reflect the needs and aspirations of the membership.

b. The President will consult and advise with the Association staff on all matters pertaining to association policies, programs, and finances.

(b) President-Elect.

1. Basic Functions. In the event of inability or absence of the President to perform his or her duties, the President-Elect shall assume and discharge all duties of the President. The President-Elect serves as the second highest elected officer. It is understood that the President-Elect will assume the Presidency at the conclusion of the Annual Business Meeting, or at the conclusion of an awards ceremony at the same annual conference, whichever is later. While serving in this capacity, the President-Elect is formulating and preparing future programs for implementation. The President-Elect serves to provide continuity of programs, goals, and objectives in keeping with policy established by the Board of Directors.

2. Duties, Responsibilities, and Authority. Within the limits of the Constitution, Bylaws, and policies, the President-Elect is responsible and has commensurate authority to accomplish the duties set forth below:

a. Assume and discharge all duties of the President in the event of inability or absence of the President to perform his or her duties.

b. Perform all responsibilities and duties preparatory to assuming the Presidency.

c. Assist and make recommendations to the President in appointing committees.

d. Review and evaluate committee productivity and progress made toward the completion of committee assignments in the form of a report to the President.

e. Serve as an ex-officio member of all committees.

f. Provide continuity of programs already implemented and their commensurate future priorities.

g. Attend all meetings of the Board of Directors, Executive Committee and business meetings of the Association.

3. Relationships.

a. Accept responsibilities and assignments delegated by the President, such as representing the President with allied organizations, chapter visitations and any other duties appropriate to the Presidency.

b. Consult with the President on matters related to the effective implementation of the duties and responsibilities related to the position of President.

c. Is responsible to the President for all his or her Association activities.

(c) Treasurer.

1. Basic Functions. The Treasurer supervises all Association financial affairs and the prudent application of funds in keeping with the goals and objectives established by the Board of Directors. The Treasurer serves to monitor and guide appropriate staff assigned to implement the financial management of the Association. The Treasurer is the spokesman for the Association on financial matters.

2. Duties, Responsibilities, and Authority.

a. The Treasurer shall collect and keep all the funds of the Association in the manner prescribed by the Board of Directors. The Treasurer shall disperse the funds of the Association only on the approval of, and in the manner prescribed by the Board of Directors.

b. The Treasurer shall keep, or cause to be kept, an accurate accounting of all financial transactions of the Association. The Treasurer shall prepare, or cause to be prepared, all financial reports required by the Board of Directors, the Constitution and Bylaws, or as required by state or federal law.

3. Relationships.

a. Cooperate with the President and Association staff in the preparation and presentation of a recommended annual budget to the Board of Directors for approval.

(d) Secretary.

1. Basic Functions. The Secretary shall be Secretary of the Board of Directors and of the Association.

2. Duties, Responsibilities, and Authority.

a. The Secretary shall give or cause to be given, notice of all meetings of the members and the Board of Directors required by the Constitution and Bylaws or by law to be given.

b. The Secretary shall keep, or cause to be kept, a book of minutes at such place as the Board of Directors may order, of all the meetings of the Board of Directors, Executive Committee and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board of Directors and members' meetings, and the proceedings thereof. The Secretary shall distribute, or cause to be distributed, copies of the draft minutes to the Board of Directors within 60 days following each Board of Directors meeting, regular annual meeting or special meeting. The Secretary shall distribute, or cause to be distributed, copies of the minutes for each meeting, regular annual meeting or special meeting to each voting member of the Association within 30 days following Board of Directors approval of the minutes.

c. The Secretary shall keep, or cause to be kept, at such place as the Board of Directors may order, a register showing names of members and their addresses.

d. The Secretary shall maintain or cause to be maintained, at such place as the Board of Directors may order, the official copies of the Constitution and Bylaws.

3. Relationships.

a. Cooperate with the President and Association staff in the preparation and presentation of meeting minutes to the Board of Directors for approval.

(e) General Requirements. On completion of their term of office, the officers shall turn over all books, documents, records, funds and other property of the Association to their successors. The Board of Directors may require the bonding, in such amounts as may be deemed advisable, of any officer or employee of the Association who is authorized to handle funds. Such bonds shall be written by Surety Companies, shall conform to the laws of the United States, and shall be paid for by the Association. An audit will be performed annually by an audit committee set up by the President.

Section 3 - Regional Powers and Duties

(a) Regional Bylaws. Each Region has the power to adopt and amend its own Bylaws which may include a procedure to elect regional officers, except that they shall not conflict with the Constitution and Bylaws of the Association. Regions shall submit Bylaws to the Board of Directors.

(b) Activities. Each Region may conduct its own internal activities within the limitations of these Constitution and Bylaws.

(c) Reports. Each Region shall provide draft minutes of all meetings to the Association's Secretary within sixty (60) days of such meeting.

(d) Meetings. Meetings of the regional membership shall be held at the call of the Region's Representative or by a majority vote of the regional members. Representatives shall give adequate notice of the time and location of each meeting to their members.

ARTICLE V

MEETINGS

Section 1 - Annual Business Meetings of State Representative membership.

(a) Regular annual meetings of the State Representative membership of the Association shall be held on the date and at the place determined by the Board of Directors.

(b) Notice of said meetings of not less than six months shall be given to the membership of the Association.

(c) Elections of Officers and proposed annual dues shall be agenda items during this meeting in addition to such other business as may properly be brought before the Association.

Section 2 - Special Meetings of State Representative membership

(a) Special meetings of the State Representative membership of the Association for any purpose or purposes, may be called by the Board of Directors, or shall be held upon petition of 25 percent of the State Representative membership of the Association.

(b) Special meetings shall be limited to the purpose or purposes for which called and no other business may be conducted.

(c) Notice of special meetings shall be given in writing to State Representative members not less than 30 days before such meeting. The day and hour and the exact location of all meetings of the members shall be designated by the Board of Directors, and in the case of a special meeting, the nature of the business to be transacted. Special meetings shall allow all State Representative members the opportunity to communicate with each other. Electronic communication between State Representative members shall be considered a special meeting if all State Representative members can communicate by e-mail, teleconference, or other appropriate means.

Section 3 - Qualifications for Voting and Voting at Meetings

(a) Only states or territories registered as State Representative members on the books of the Association on the day of any meeting of the State Representative members or day of mailing ballots shall be entitled to vote or act on any business to be transacted.

(b) Only one vote per state or territory shall be allowed.

(c) All business before a meeting of State Representative members other than resolutions or dues adjustments shall be decided by a vote of a majority of those present or by a vote of a majority of those returning valid, mailed or e-mailed ballots when business is conducted by writing, by e-mail or by mail.

(d) Actions taken at a meeting of State Representative members become effective immediately unless otherwise specified.

(e) When the business of a special meeting is conducted by mail or by e-mail, a quorum shall be recognized if a majority of State Representative members return valid ballots.

(f) Quorum. A majority of State Representative members or valid proxies shall be necessary to constitute a quorum for the transaction of business. Valid proxies will be counted in determining a quorum.

(g) Valid Proxy. Any State Representative member of the Association may designate a proxy to attend a meeting of the Association and act for him or her with the following provisions:

1. No proxy shall assume the duties of an officer of the Association.
2. Designation of a proxy shall be submitted in writing to the President. The President shall determine the validity of proxies prior to regular or special meetings.
3. Proxies shall follow the instructions of the full voting member.
4. State Representative members within a particular Region who are unable to attend or participate in a regular or special meeting may designate a valid proxy. A valid proxy shall be either:
 - a. a State Representative member in good standing or;
 - b. a State Associate member from their same state or territory.

ARTICLE VI

AMENDMENT OF BYLAWS

Amendments to these Constitution and Bylaws may be proposed by the Board of Directors or by written petition signed by 10 percent of the State Representative membership. The Constitution and Bylaws may be amended by a two-thirds vote of the State Representative membership.

ARTICLE VII

MINUTES AND RECORDS

The minutes and records of the Association of State Dam Safety Officials shall be public records open to inspection during regular business hours.

ARTICLE VIII

CONDUCT OF MEETINGS

Except as otherwise provided in the Constitution and Bylaws, meetings shall be conducted under reasonable rules of order as set forth by the presiding officer.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to such organization or organizations operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.