

1 **FLORIDA CHAPTER**  
2 **AMERICAN PLANNING ASSOCIATION**  
3  
4 **ORGANIZATIONAL BYLAWS**  
5

---

6 **TABLE OF CONTENTS**  
7  
8

9 ARTICLE I – CHAPTER NAME AND JURISDICTION ..... 2  
10 ARTICLE II – CHAPTER PURPOSES AND ACTIVITIES ..... 2  
11 ARTICLE III – DEFINITIONS ..... 3  
12 ARTICLE IV - CHAPTER SECTIONS ..... 3  
13 ARTICLE V - CHAPTER MEMBERSHIP AND DUES ..... 5  
14 ARTICLE VI - CHAPTER OFFICERS AND TERMS OF SERVICE ..... 5  
15 ARTICLE VII - DUTIES OF OFFICERS ..... 7  
16 ARTICLE VIII - ELECTIONS ..... 11  
17 ARTICLE IX - COMMITTEES ..... 12  
18 ARTICLE X - MEMBERSHIP MEETINGS ..... 15  
19 ARTICLE XI - FINANCIAL MANAGEMENT ..... 15  
20 ARTICLE XII - CHAPTER BYLAWS ..... 17  
21 ARTICLE XIII – EXECUTIVE DIRECTOR ..... 18  
22 ARTICLE XIV – LEGISLATIVE REPRESENTATIVE ..... 18  
23 ARTICLE XV – OTHER STAFF ..... 19

24 **ARTICLE I – CHAPTER NAME AND JURISDICTION**

25 The name of this Chapter shall be the Florida Chapter of the American Planning Association (APA Florida).  
26 The area served by the Chapter shall be the State of Florida.

27 **ARTICLE II – CHAPTER PURPOSES AND ACTIVITIES**

28 1. Chapter Purposes

29 The purposes of the Chapter are to facilitate the individual participation of members of the American  
30 Planning Association (APA) in the affairs of the Chapter and to further the mission of APA in the Chapter  
31 area. The further purposes of this Chapter shall be to:

- 32 a) Advance the art and science of planning within the Chapter area;
- 33 b) Encourage exchange of information and experience in the Chapter area;
- 34 c) Represent and advance the interests and welfare of the Association, its members and the  
35 planning profession in the Chapter area;
- 36 d) Encourage and guide the newer members of the profession;
- 37 e) Provide through local Sections an opportunity for fellowship among the members and an  
38 opportunity for professional growth and development;
- 39 f) Promote planning approaches in response to developmental and societal opportunities and  
40 challenges facing Florida and its communities;
- 41 g) Increase awareness of the planning process and the planning profession as well as the benefits  
42 that both can bring to the State of Florida and its communities;
- 43 h) Provide, through the Chapter and local Sections, opportunities for professional development with  
44 major emphasis on Certification Maintenance (CM) approved programs, including the ethics and  
45 planning law requirements;
- 46 i) Work in concert with other organizations of like purpose to foster and achieve mutual goals and  
47 objectives, including the provision of CM approved programs and opportunities.

48 2. Chapter Activities

- 49 a) Notwithstanding any other provision of these articles, the Chapter will not carry on any other  
50 activities not permitted to be carried on by an organization exempt from Federal income tax  
51 under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or the  
52 corresponding provision of any future United States Internal Revenue law or not permitted to be  
53 carried on by an organization, whose contributions to which are deductible under section 170  
54 (c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision  
55 of any future United States Internal Revenue law.
- 56 b) The Chapter is organized exclusively for charitable, education, and scientific purposes, including  
57 for such purposes, the making of distributions to organizations that qualify as exempt  
58 organizations under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, (or  
59 the corresponding provision of any future United States Internal Revenue law).
- 60 c) The activities of the Chapter shall conform to the law, the bylaws of the APA, and the bylaws of  
61 the Chapter.

62 **ARTICLE III – DEFINITIONS**

- 63 1. American Institute of Certified Planners (AICP). The national organization of certified professional  
64 planners and which is an institute of the APA.
- 65 2. American Planning Association. The national organization of which this Chapter is a part and which is  
66 referred to in these Bylaws as “APA.”
- 67 3. Annual Membership Meeting. The meeting held once each year at the Chapter’s annual conference.
- 68 4. Chapter. The Florida Chapter of the American Planning Association (APA Florida).
- 69 5. Chapter Office. The office of the Chapter as designated by the Executive Committee.
- 70 6. Chapter Only Member. A person who has paid the Chapter only dues and who is not a member of APA.
- 71 7. Chapter Publications. Any publication including electronic that is transmitted to all Chapter members at  
72 their address of record or electronic address without special charge.
- 73 8. Certification Maintenance (CM) Program. All professional planners who are members of APA's  
74 professional institute, the American Institute of Certified Planners (AICP), are required to engage in  
75 mandatory continuing education. This program requires 32 CM credits over a two-year reporting period  
76 beginning on January 1, 2008. A total of 16 CM credits may carryover to the next reporting period  
77 beginning on January 1, 2010. The CM Program includes all education programs provided by the  
78 Chapter or its local Sections where CM credits are approved. The provision of CM credits for any event  
79 must be approved by APA.
- 80 9. Executive Committee. The Chapter officers, chair of each Section (or their designee), immediate past  
81 President of the Chapter, faculty liaison and student representative.
- 82 10. Executive Director. As Defined in Article VIII.
- 83 11. Full Member. A person who has paid the annual dues of the APA and APA Florida.
- 84 12. Members’ Address of Record. The address furnished to the Chapter by the APA.
- 85 13. Section. An affiliation of Chapter members approved by the Executive Committee and formed to  
86 represent a specific and distinct geographical region of Florida to further the purposes of the APA and  
87 the Chapter on behalf of the members in that region.

88 **ARTICLE IV - CHAPTER SECTIONS**

- 89 1. Section Purposes
- 90 Sections shall serve to provide members with regional expression of APA and the Chapter mission and  
91 a vehicle to facilitate involvement in the affairs of APA and the Chapter.
- 92 2. Section Membership Qualifications
- 93 a) All members of the Chapter whose address of record is within the Section area shall  
94 automatically be members of the Section, except as otherwise provided for in Article IV.4.
- 95 b) Sections may create Section only memberships if approved by the Executive Committee as part  
96 of the Section bylaws. Section only members may not hold Chapter office or vote in Chapter  
97 elections.
- 98 3. Section Creation and Organization
- 99 a) Sections representing specific and distinct geographic regions of the State of Florida may be  
100 created upon petition of two-thirds of those Chapter members (as defined in ARTICLE III) whose  
101 address of record is in the territory proposed in the petition for Section status, following action  
102 and approval of the Executive Committee. The Executive Committee is responsible for  
103 reviewing and amending, as necessary, Section boundaries so as to ensure reasonable

104 representation from all portions of the State. The territory of a Section shall be a reasonably  
105 coherent unit. A map of the Sections shall be attached to the bylaws for reference.

- 106 b) Sections shall adopt bylaws to govern Section affairs and shall be adopted by the majority of the  
107 Section members casting ballots. Section Bylaws shall provide for the election of officers, their  
108 terms and duties, the preparation of an annual activities program, the adoption of a budget, the  
109 collection, expenditure and accounting of funds, and the holding of meetings and other  
110 gatherings, and such other activities that the Section may wish to address. The terms of the  
111 Section Chair shall be for two years beginning with the Chapter's Annual Membership meeting in  
112 odd numbered years. Section Bylaws shall not conflict with Chapter Bylaws and Articles of  
113 Incorporation or the Articles of Incorporation and Bylaws of APA. Copies of Section Bylaws and  
114 Bylaw amendments shall be filed with the Chapter Secretary and the Chapter Office within 30  
115 days of their adoption.
- 116 c) The Executive Committee shall maintain an active file on each Section including annual financial  
117 reports for the Section and current bylaws for each Section.
- 118 d) Any Section not in reasonable compliance with these bylaws and not demonstrating a  
119 commitment to comply in a reasonable time frame will be offered assistance by the Executive  
120 Committee in achieving compliance. Failure to comply after an offer of assistance may be  
121 grounds for the Executive Committee to withhold or escrow any Chapter funds budgeted for the  
122 Section pending compliance, and may become the basis for the de-activation of the Section by a  
123 majority vote of the Executive Committee.

#### 124 4. Authorization For Dues And Assessments

125 Section dues and/or special assessments necessary for pursuing Section affairs may be collected by  
126 the Section when authorized by an affirmative vote of the Section members as specified in the Section  
127 bylaws.

#### 128 5. Dissolution or Termination of Sections

- 129 a) In the event of dissolution by action of a Section, the termination of a Section by action of the  
130 Executive Committee, or the recognition by the Executive Committee of the inactive status of a  
131 Section, the residual assets of the Section will be turned over to the Chapter which is itself  
132 exempt as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954,  
133 as amended.
- 134 b) The Executive Committee, on behalf of the Chapter, shall assume control of any Section funds  
135 when a Section becomes dissolved, inactive or terminated. The Executive Committee, at its  
136 discretion, may escrow or otherwise set aside these funds for future Section use, supplement  
137 them, or add them to Chapter funds as revenue and therefore make them unavailable for future  
138 Section use. The Executive Committee's decision regarding former Section funds shall be  
139 based on its determination of the reasonable expectation of future Section reactivation, recent  
140 history of the inactive Section, and the revenue condition and demands of the Chapter and its  
141 functioning Sections. A decision to escrow funds does not preclude a later decision to convert  
142 funds to Chapter revenue, nor does a decision to convert funds to Chapter revenue preclude a  
143 future action to appropriate Chapter funds to an escrow account as an incentive to Section  
144 reactivation.
- 145 c) Failure to comply with Section or Chapter bylaws (e.g. failure to hold timely elections, failure to  
146 provide required reports, failure to convene regular meetings, etc.) shall be reason for  
147 termination of the Section by the Executive Committee.

148 **ARTICLE V - CHAPTER MEMBERSHIP AND DUES**

149 1. Membership Qualifications

- 150 a) All members of APA whose address of record is within the Chapter area shall automatically be  
151 Chapter members. APA members whose address of record is outside the Chapter area may  
152 also become Chapter members upon payment of any applicable dues and assessments.
- 153 b) Persons who are not members of APA may become Chapter only members upon payment of the  
154 established dues and are eligible to vote in Section and Chapter elections. Affiliate members  
155 shall not vote in either Section, or Chapter, elections.
- 156 c) APA members whose address of record is outside the Chapter area and Chapter only members  
157 may not hold office in the Chapter.

158 2. Termination and Reinstatement

159 Chapter membership shall be automatically terminated upon termination of APA membership or for  
160 failure to pay Chapter dues and assessments. Once applicable dues are paid, Chapter membership is  
161 automatically reinstated.

162 3. Annual Dues

163 The Executive Committee shall, from time to time, evaluate and establish the rate of dues. Dues of  
164 regular and student members shall be collected by the APA pursuant to the APA Corporate Bylaws.  
165 Dues of other Chapter membership classifications may be collected by APA or the Chapter. Members  
166 who become delinquent in their payment of dues shall be subject to the delinquency and reinstatement  
167 rules of the American Planning Association. Those rules are hereby approved and incorporated into  
168 these Bylaws by reference.

169 4. Student Dues

170 Student members of the Chapter, as certified by APA, shall be exempt from the payment of Florida  
171 Chapter dues but shall be considered full members of the Chapter as long as their national dues are  
172 current and they remain in good standing with the American Planning Association.

173 **ARTICLE VI - CHAPTER OFFICERS AND TERMS OF SERVICE**

174 1. Chapter Officers

175 The Chapter shall have a President, a President-Elect, a Vice-President for Membership Services, a  
176 Vice-President for Conference Services, a Vice-President for Professional Development, a Vice-  
177 President for Section Affairs, a Vice-President for Certification Maintenance, a Secretary and a  
178 Treasurer.

179 2. Terms of Office

- 180 a) The terms of office of all Chapter Officers shall be two years. The terms of office shall begin in  
181 the even numbered years and shall coincide with the Annual Membership Meeting.
- 182 b) All elected officers shall remain in office until their elected successors are installed at the Annual  
183 Membership Meeting.
- 184 c) With the exception of the offices of President and President-Elect, the Executive Committee  
185 shall, by appointment, fill vacancies in an office occurring between elections. Officers so  
186 appointed shall hold office for the balance of the current term, or until their successors are  
187 elected and installed. In the event a Section chair is vacated it shall be the responsibility of the  
188 Section to appoint a successor to serve until the next election cycle.

- 189  
190  
191  
192  
193  
194  
195  
196  
197  
198  
199  
200  
201  
202  
203  
204  
205  
206  
207  
208  
209  
210  
211  
212  
213  
214  
215  
216  
217  
218  
219  
220  
221  
222  
223  
224  
225  
226
- d) When a vacancy occurs in the office of President-Elect, the Executive Committee shall schedule a special election within 90 days. The election shall follow the rules established for regular elections. If the vacancy occurs within six months of the regular election, no special election shall be held.
  - e) Following a special election, the winning candidate shall assume office for the remaining term beginning immediately upon tabulation of the vote and certification of the results by the teller committee appointed by the President or the President-Elect in the President's absence or vacancy in office.
  - f) No Chapter officer shall serve more than two two-year terms in any elected office. A two-year term is any period in which an office is held for more than one year.
  - g) Notwithstanding the preceding office vacancy provisions, when a vacancy in the office of President occurs, if the remaining term is for a period of less than one year, the President-Elect shall immediately be the President for the remaining term as well as for the following two-year period when the President-Elect would normally have succeeded to the presidency. In this circumstance the vacancy thereby created in the President-Elect office shall not be filled. Any duties of the vacated President-Elect position may be assigned at the discretion of the President to the Immediate Past President.
  - h) When a vacancy in the office of President occurs and the remaining term is for a period of one year or more, the President-Elect shall immediately be the President for the remaining term. When the next cycle of elections for Chapter officers occurs, there shall also be an election for the office of President. The President-Elect who succeeded prematurely to the office of President shall, at his/her discretion, be a nominee, and the nominating committee shall nominate at least one other candidate or two candidates if the incumbent has declined. If the incumbent President is then elected for the next two-year term, it shall be considered a second two-year term and term limits shall apply. Election for the office of President-Elect and the other Chapter offices shall proceed as prescribed in these bylaws.
  - i) A vacancy in the office of President-Elect not created by a vacancy in the office of President shall always require a special election, except as otherwise provided for in this ARTICLE, and adequate notice for nominations and petition candidates. Nominations and arrangements for the special election shall be by majority vote of the Executive Committee. If the vacated term of President-Elect ends before the special election determines the successor, the outgoing President will continue in office until the successor is elected. In this circumstance the special election shall be for the office of President and the electee shall take office immediately upon certification of the election results.
  - j) If vacancies occur among Chapter officers for which these bylaws do not provide a clear remedy, a majority of the remaining Executive Committee members with voting authority are empowered to create ad hoc rules to respond to the situation including interim appointments, special elections or leaving the position vacant until the next election cycle.

227  
228

### 3. Removal from Office

229  
230  
231  
232

An Officer or other appointed or elected representative may be removed from office for cause and after a hearing whenever, in the judgment of two-thirds (2/3rds) of the Executive Committee, the best interest of the Chapter will be served. Cause for removal from Office shall include, but not be limited to, commission of a breach of professional ethics, failure to adequately perform the duties of the Office or conviction of a felony. The removal hearing shall be conducted by the Executive Committee.

233 **ARTICLE VII - DUTIES OF OFFICERS**

234 1. President

235 The duties of the President shall encompass the following:

- 236 a) Call meetings of the Chapter and the Executive Committee;
- 237 b) Preside at these meetings;
- 238 c) Create and, except as otherwise provided in these Bylaws, appoint, discharge, and serve as a
- 239 nonvoting, ex officio member of all committees;
- 240 d) Execute any contracts authorized by the Executive Committee;
- 241 e) Prepare an annual report of Chapter accomplishments, particularly related to the strategic
- 242 operational plan and budget, and present it to the membership at the Annual Membership
- 243 Meeting, and invite comments from the membership on these activities and suggestions for other
- 244 activities, and following this, the annual report shall be published electronically on the Chapter
- 245 website;
- 246 f) Establish and discharge any committees as may be necessary unless otherwise provided for in
- 247 the Bylaws;
- 248 g) Oversee the administration of the strategic operational plan of the Chapter;
- 249 h) Oversee the preparation of a draft annual strategic operational plan and draft budget and submit
- 250 same to the Executive Committee prior to the Annual Membership Meeting;
- 251 i) Represent the Chapter on the APA Chapter Presidents Council;
- 252 j) Represent the Chapter before the APA and its Board of Directors and staff, unless said
- 253 President shall specifically delegate such authority for particular functions to a Chapter member;
- 254 k) Perform such other duties as are customary to the office.

255 2. President-Elect

256 The duties of the President-Elect shall include:

- 257 a) Oversee the Chapter's legislative affairs and advocacy program;
- 258 b) Serve as Chairman of the Legislative Policy Committee;
- 259 c) Oversee the development and the annual update of the Chapter Administrative Procedures and
- 260 Policy Manual and present it to the Executive Committee for action;
- 261 d) Assume the duties and responsibilities of President at such time as the office becomes
- 262 prematurely vacant as provided in ARTICLE VI 3 (g) and (h);
- 263 e) Carry out any other duties assigned by the President.

264 3. Vice-President for Conference Services (VPCS)

265 The primary responsibility of the VPCS shall be to organize, supervise, and manage all aspects of the

266 Chapter's annual conference. Duties shall include the following:

- 267 a) Develop proposals and commitments from among the Sections with eligible venues, an inventory
- 268 of successive conference locations at least two (2) to three (3) years beyond the current
- 269 conference venue and recommend the venues to the Executive Committee for action;
- 270 b) In coordination with the Host Section Conference Chair, VPCM and the VPPD, develop
- 271 programming for the annual conference that is relevant, timely, and varied so as to appeal to the
- 272 broadest spectrum of the membership;

- c) In coordination with the Host Section Conference Chair and the Executive Director develop and implement a conference fundraising/sponsorship campaign;
- d) Carry out any other duties assigned by the President.

4. Vice-President for Membership Services (VPMS)

The primary responsibility of the VPMS shall be to serve the needs of the Membership at both the Chapter and Section level. Duties shall include the following:

- a) Coordinate all membership service activity within the Chapter,; assist Sections with developing membership drive campaigns and membership expansion functions;
- b) Carry out any other duties assigned by the President.

5. Vice-President for Professional Development (VPPD)

The VPPD shall be a member of the American Institute of Certified Planners (AICP). The VPPD shall assist members directly and through their Sections in professional development and continuing education activities and shall be the principal liaison between the Chapter and the APA. The VPPD shall be the Professional Development Officer (PDO) for the purposes of the APA and AICP. The VPPD's duties shall include the following activities related to carrying out the professional development function:

- a) Guide the annual AICP exam process;
- b) Assist Sections improve the relevancy of local exam preparation sessions as needed;
- c) Ensure the Chapter's annual conference includes a session on ethics and law;
- d) Oversee the development and conduct of other professional development activities, in conjunction with the VPCM;
- e) Oversee the Certification Maintenance and serve as the Chapter's liaison to APA on ethics;
- f) Serve as Chair of the Chapter's Professional Development Committee;
- g) Serve as Chair of the Chapter's Ethics Committee;
- h) Coordinate with the AICP Commission and VPCM on relevant AICP exam preparation issues;
- i) Attend and participate in the Annual PDO Exchange at the APA National Conference;
- j) The VPPD shall also carry out any other duties assigned by the President.

6. Vice-President for Section Affairs (VPSA)

The VPSA shall serve as the Chapter liaison to all Sections. Duties shall include the following:

- a) Report on Section activities and concerns at each Executive Committee meeting;
- b) Periodically assess the adequacy of the services provided to the Sections and make recommendations for any changes to the Executive Committee;
- c) Implement the Section Grant Program;
- d) Foster inter-Section communications at Executive Committee meetings;
- e) Carry out any other duties assigned by the President.

7. Vice-President for Certification Maintenance (VPCM)

The VCM shall be a member of the American Institute of Certified Planners (AICP). The VPCM shall assist members directly and through their Sections in certification maintenance activities and shall be the principal liaison between the Chapter and the AICP Commission. The VPCM's duties shall include the following activities related to certification maintenance:

- a) Administer and oversee the Chapter-related CM activities, including submission of conference session for CM credits;
- b) Maintain the Chapter's CM database;
- c) Assist Section PDO's submit professional development activities for CM credits;
- d) Train Section PDO's on CM credit submittal requirements;
- e) Serve as a liaison between the Chapter and other organizations/businesses that desire to partner with the Chapter to offer professional development activities for CM credits;
- f) Serve as the Chair of the Chapter's Ad Hoc Certification Maintenance Committee;
- g) Assist the VPPD, as needed, on professional development activities;
- h) Carry out other duties as assigned by the President.

#### 8. Secretary

The Secretary shall be responsible for official records of the Chapter, assisted by the Executive Director. Duties of the Secretary shall include the following:

- a) Record the proceedings of each Executive Committee meeting and prepare and submit to the Executive Committee for approval, at the next Executive Committee, meeting minutes of each Executive Committee meeting within thirty (30) days of their occurrence;
- b) See that the Executive Committee meeting minutes are posted on the Chapter website within thirty (30) days of Executive Committee approval. The minutes may be published once reviewed and approved or reviewed and revised by the Executive Committee and may be limited to generalized statements of the agenda covered, the actual wording of any motions or resolutions made and the outcome of voting on each, the time each meeting began and ended, and who attended and who was absent;
- c) Record the official proceedings of the Annual Membership Meeting and other general membership meetings, and submit minutes to the Executive Committee within thirty (30) days of the meeting, for approval at the next Executive Committee meeting;
- d) See that the Annual Membership Meeting and any general membership meeting minutes are posted on the Chapter website within thirty (30) days of Executive Committee approval;
- e) Serve as Chapter Parliamentarian;
- f) Chair the Chapter Bylaws Committee;
- g) Carry out any other duties assigned by the President.

#### 9. Treasurer

The Treasurer shall be responsible for the maintenance of the Chapter financial records- Duties of the Treasurer shall include the following:

- a) Assist the President and Executive Director in preparing an annual budget;
- b) Provide a quarterly financial report, to include a current balance sheet and an income statement reflecting Chapter financial operations;
- c) Coordinate with the Executive Director expenditures relating to the strategic operational plan and functions of the Chapter Office on a timely basis;
- d) Coordinate with the Executive Director an inventory of all Chapter property;
- e) Coordinate with the Executive Director the annual independent audit or compilation report of the Chapter financial records;

- 354 f) See that the results and summaries of the Chapter's annual independent audit or compilation  
355 report are posted on the Chapter website within thirty (30) days of review and approval by the  
356 Executive Committee;
- 357 g) Develop and secure adoption and maintenance of the Chapter's financial procedures manual by  
358 the Executive Committee;
- 359 h) Ensure that financial documents are available and in order to facilitate the preparation and filing  
360 of the Chapter's annual tax statements;
- 361 i) Carry out any other duties assigned by the President.

#### 362 10. Student Representative

363 The Chapter Executive Committee shall determine the manner of nomination for and selection of a  
364 Student Representative provided no student members other than those enrolled in a full-time course of  
365 study at a Planning Accreditation Board (PAB) accredited program shall be eligible to be selected as  
366 Student Representative. In the event a Student Representative ceases to be a full-time student, the  
367 Chapter Executive Committee shall designate a full-time student to complete the term of office.

- 368 a) The Student Representative shall serve a one (1) year term of office and be selected on a  
369 rotating basis by the Executive Committee;
- 370 b) The Student Representative shall have full voting rights on the Executive Committee and shall  
371 advise the Committee and the Chapter on the provision of services to students and the evolving  
372 character of the planning profession;
- 373 c) Duties of the Student Representative shall include the following:
- 374 i. Act as the liaison between the Chapter and the students in the PAB accredited program;
- 375 ii. Coordinate the student related activities at the Chapter's Annual Conference, including a  
376 student reception/meeting and job mart as applicable;
- 377 iii. In coordination with the Faculty Liaison and the Chapter office, have primary responsibility  
378 for mainlining and updating the content of the Student Page on the Chapter website;
- 379 iv. Carry out any other duties assigned by the President.

#### 380 11. Faculty Liaison

381 The President, with the approval of the Executive Committee, shall appoint a Faculty Liaison to serve as  
382 a full voting member of the Executive Committee. The Faculty Liaison shall hold a full-time faculty or  
383 staff position with an institution accredited by the PAB and is established to support the Chapter as  
384 described below:

- 385 a) The Faculty Liaison shall be an individual with knowledge, experience, and education in the field  
386 of planning. The Faculty Liaison shall be appointed at the first Executive Committee meeting  
387 following the APA Florida Annual Membership Meeting in even numbered years or as soon as  
388 possible after new Chapter Officers first assume office. The Faculty Liaison shall serve a term of  
389 two (2) years. Vacancies shall be filled for the remaining term from among faculty in the same  
390 institution by the same process as for the initial appointment. The position of Faculty Liaison  
391 shall be appointed from among PAB accredited planning programs in Florida on a rotating basis.
- 392 b) The Faculty Liaison shall advise the Committee and the Chapter with respect to the following:
- 393 i. improving communications between practicing planners and academic institutions;
- 394 ii. providing information as to planning research activities of interest to the profession;
- 395 iii. assisting with the program and arrangements for the Annual Conference;
- 396 iv. providing assistance with continuing education programs for the profession;

- v. providing other assistance as needed to coordinate academic and professional interests;
  - vi. implementing the student minority scholarship program and the student project award program;
  - vii. Assisting with the maintenance and updating of the student page on the Chapter website.
- c) The Faculty Liaison shall establish a Student Council Oversight Team( SCOT) composed of the faculty liaison and one member of the faculty or staff at PAB accredited planning schools in the state. The members of the SCOT shall serve a two year term, running the same period as the faculty liaison's term. The members of the SCOT will serve as a point of contact for the Executive Committee and shall help publish all activities to the representative schools involving students.
- d) The faculty liaison shall carry out any other duties assigned by the President.

## ARTICLE VIII - ELECTIONS

### 1. Regular Elections

- a) Only members in good standing with the American Planning Association are eligible to hold office.
- b) By February 1 of each even numbered year, the President shall appoint, a Nominating Committee consisting of five (5) members including the President-Elect and at least two (2) Section Chairs.
- c) Following a call for nominations in the Chapter Newsletter, the Nominating Committee shall submit to the Executive Committee no later than May 1 of each even numbered year, a slate of nominees for Chapter officers for publication to the entire Chapter membership. The Nominating Committee shall submit at least two (2) nominees for each office to be filled, and confirm that such nominees have agreed to submission of their names for office.
- d) All Chapter Offices, except that of President, shall be presented to the membership for vote. Upon completion of one (1) full term of office, the President-Elect may succeed to the office of President without further electoral procedure.
- e) Nominations for any office may be by petition of five (5) percent of the membership or twenty (20) members, whichever is less, provided such petition is submitted to the Nominating Committee within thirty (30) days following the publication of the recommended slate of officers.
- f) Members may vote for any qualified candidate for any vacant office, whether or not they are nominated by the Nominating Committee or by petition.
- g) Ballots submitted to members for election of Chapter officers shall provide space for write-in votes.
- h) The Nominating Committee shall ensure that a ballot is transmitted via USPS or online voting service such as through APA to all members eligible to vote in regular Chapter office elections no later than August 1 of an election year.
- i) The voting deadline and the procedures for the issuance and return of ballots shall be promulgated by the Executive Committee and shall be transmitted with the ballots when the ballots are sent to the membership.
- j) The nominee or write-in candidate for an office who receives the most votes shall be the winner and be elected to that office. In the event of a tie among the highest vote-getters nominated or written-in for any office, the Executive Committee, by majority vote, shall make a choice of the person who would best perform the duties of the office from among highest tied vote-getters and make a declaration of a winner, and that person shall be elected to that office.

441 k) For a regular election, the name of the person elected to each office shall be published in the  
442 Chapter newsletter and on the Chapter website as soon as practical.

443 l) Installation of Chapter Officers shall occur at the Annual Membership Meeting.

## 444 2. Special Elections

445 The provisions in ARTICLE VIII.1, Regular Elections, apply to regularly scheduled elections of Chapter  
446 Officers in even-numbered years. When vacancies occur in the offices of Chapter Officers, special  
447 elections may be required to fill those vacancies. ARTICLE VI. 3. Terms of Office describes the  
448 circumstances for vacancies for a Chapter officer and when and whether a special election is required.  
449 It further provides for expeditious nominations and the intervention of the Executive Committee to  
450 facilitate the timely filling of vacant offices. The rules of election governing the filling of these vacancies  
451 in office by special election supersede the provisions of ARTICLE VIII that apply only to regularly  
452 scheduled elections in even-numbered years.

## 453 3. Teller Committee

454 A Teller Committee, appointed by the President shall consist of at least three (3) Chapter members, one  
455 of whom may be the Executive Director, who shall be responsible for tabulation of votes, or verification  
456 of tabulation if online voting is used, for the election of Officers of the Chapter and bylaw amendments.  
457 The Committee shall receive the ballots and shall certify the results to the Secretary as well as perform  
458 any other duties assigned by the President.

# 459 **ARTICLE IX - COMMITTEES**

460 The President may appoint committees to address matters of Chapter concern. In addition to the Executive  
461 Committee, there shall be other standing committees of the Chapter. A quorum for committee business shall  
462 be a majority of the members of that committee.

## 463 1. Nominating Committee

464 Function outlined in Article VIII.

## 465 2. Bylaws Committee

466 a) The Bylaws Committee shall be appointed by the President at the Annual Membership Meeting  
467 at even-numbered years, and shall consist of the Chapter Secretary, who shall serve as Chair,  
468 and any other Chapter members as may be appointed by the President.

469 b) By April 1 of each odd numbered year, the Committee shall present the Executive Committee  
470 with recommendations, if any, for changes in the Bylaws.

471 c) The Committee may report or offer other recommendations to the Executive Committee on a  
472 more frequent basis where needs of the Chapter warrant. Members of the Chapter may submit  
473 ideas and proposals to the Committee at any time.

## 474 3. Conference Committee

475 a) The Conference Committee shall consist of the Vice President for Conference Affairs, the Vice  
476 President for Professional Development, the VPCM, the Vice President for Membership  
477 Services, the Vice President for Section Affairs, the Chair of the host Section, the Executive  
478 Director, and other such members as may be appointed by the President.

479 b) The Chair of the Section hosting the conference and the Vice President for Conference Affairs  
480 shall be the Conference Co-Chairs.

481 c) The Committee shall plan and prepare the annual conference with the assistance of the Section  
482 host committee and the Chapter office.

483 4. Legislative Policy Committee (LPC)

- 484 a) The Committee shall consist of the President-Elect, a representative selected by each Section  
485 Chair, at least twelve at-large members adequately representing the range of interests reflective  
486 of the Membership and a student representative. The President-elect shall appoint the  
487 members-at-large, in consultation with the President.
- 488 b) The President-Elect shall serve as Chair.
- 489 c) The Committee shall convene on a periodic basis to prepare legislative priorities for action by  
490 the Executive Committee and, as needed, by the Chapter membership.
- 491 d) The Committee shall serve to assist the Chapter in implementation of its legislative priorities.

492 5. Legislative Leadership Team

- 493 a) The Legislative Leadership Team shall consist of the President-Elect, President, Legislative  
494 Representative, Executive Director, and LPC expert on the subject matter.
- 495 b) The purpose of the Legislative Leadership Team shall be to provide guidance to the Executive  
496 Director and the Legislative Representative on matters pertaining to proposed legislation, the  
497 Chapters legislative platform and position on said legislation, where a quick response is  
498 necessary or has been requested from a legislative representative.
- 499 c) The President Elect serve as Chair;
- 500 d) The Legislative Leadership Team shall convene on an as needed basis, particularly during the  
501 legislative session, to discuss and respond to legislative items, questions, and proposed bills  
502 when immediate direction is needed.

503 6. Executive Committee

- 504 a) The Committee shall consist of the Chapter Officers, the Chair of each Section, or their  
505 designee, the immediate past President of the Chapter, the Faculty Liaison, and the Student  
506 Representative.
- 507 b) The purpose of the Executive Committee shall be to govern and further the professional interests  
508 of the Chapter membership in accordance with the mission and the Bylaws of APA and the  
509 Chapter. Duties of the Executive Committee shall encompass the following:
- 510 c) Meet at least four times a year;
- 511 d) Consider and act upon Chapter needs and business. In the event that Chapter business needs  
512 to be conducted between regularly scheduled Executive Committee meetings it may do so either  
513 in person, through conference calls, or by email;
- 514 e) Be the custodian of all Chapter property;
- 515 f) Review and amend, where appropriate, the recommended biennial strategic operational plan  
516 and budget as submitted by the President for a vote at the Annual Membership Meeting;
- 517 g) Remove Chapter or Section officers from office for malfeasance, misfeasance, nonfeasance or  
518 incapacity per Article VI (4).
- 519 h) Upon vacancy in any of the offices, fill said position pursuant to the provisions of ARTICLE VI  
520 (3).
- 521 i) Annually select the next available conference venue and authorize execution of a contract with  
522 the host Section.
- 523 j) Approve minutes and/or summaries of each prior Executive Committee meeting, minutes of the  
524 Annual Membership Meeting and other minutes of general membership meetings.
- 525 k) Review and take action on the recommendations of any standing or ad-hoc committee;

- 526 l) Review and take timely action on the recommendations of the Bylaws Committee or any Bylaws  
527 petition presented in accord with the provisions of ARTICLE XII;
- 528 m) Conduct a Biennial Leadership Retreat. The President shall, in even-numbered years and prior  
529 to the Annual Membership Meeting, conduct a Chapter Leadership Retreat. This Retreat may  
530 serve as a called meeting of the Executive Committee. Participants in the Retreat shall advise  
531 the President on:
- 532 i. Member Feedback on the Chapter's performance;
  - 533 ii. Concerns and needs of the Sections;
  - 534 iii. Amendments to and methods for meeting the goals and objectives in the Chapter strategic  
535 operational plan;
  - 536 iv. Ideas for the Chapter's annual conference and professional development and training  
537 programs;
  - 538 v. Methods to conserve and spend resources wisely and otherwise meet the needs of the  
539 Chapter and in accord with the Chapter budget;
  - 540 vi. Potential changes to the Chapter Bylaws;
  - 541 vii. Any other issues for the good of the Membership, the Sections and the Chapter.
- 542 n) A majority of the Executive Committee shall constitute a quorum for the transaction of business  
543 at meetings of the Committee.
- 544 o) Carry out such additional duties as may be necessary to assure the orderly operation of the  
545 Chapter not otherwise inconsistent with these Bylaws.

546 7. Professional Development Committee

- 547 a) The Committee shall consist of the VP of Professional Development, Section Professional  
548 Development Officers, four at-large members adequately representing the range of interests  
549 reflective of the Membership and a student representative. The VPPD shall appoint the  
550 members-at-large, in consultation with the President.
- 551 b) The VP of Professional Development shall serve as Chair.
- 552 c) The Committee shall convene on a periodic basis but prior to the Executive Committee meetings  
553 to assist in provision of professional development opportunities and to assist in AICP Exam  
554 Preparation activities.
- 555 d) The Committee shall serve to assist the Chapter in development and implementation of its  
556 professional development opportunities including AICP exam prep courses.

557 8. Section Affairs Committee

- 558 a) The Committee shall consist of the VP Section Affairs and Section Chairs.
- 559 b) The VP of Section Affairs shall serve as Chair.
- 560 c) The Committee shall meet to address on a regular basis section support services and shall  
561 serve to assist the Chapter in developing and providing these services.

562 9. Certification Maintenance Committee

- 563 a) The Committee shall consist of the VP of Certification Maintenance and an AICP  
564 representative selected by each Section Chair.
- 565 b) The VP of Certification Maintenance shall serve as Chair.
- 566 c) The Committee shall assist the Chapter in managing the CM Program, including provision  
567 of ethics and law sessions at the annual conference.

568 10. Ad Hoc Committees

- 569 a) The President may create ad hoc committees for the purpose of facilitating the accomplishments  
570 of specific tasks identified by the President.
- 571 b) An ad hoc committee shall consist of a committee chair, an officer and at least three (3)  
572 additional members.
- 573 c) All ad hoc committees shall dissolve at the expiration of the President's term.

574 **ARTICLE X - MEMBERSHIP MEETINGS**

575 1. Meetings and Procedures

576 At meetings of the membership parliamentary procedures shall be governed by the current edition of  
577 Robert's Rules of Order, unless otherwise amended by these Bylaws.

578 2. Annual Membership Meeting

579 The Chapter shall hold an Annual Membership Meeting of the general membership at the annual  
580 conference of the Chapter. The meeting shall be held at a time and on a date which shall be announced  
581 to all members in the preliminary conference program and published in the Chapter newsletter and on  
582 the Chapter website. The agenda and means for voting by mail or by proxy at the Annual Membership  
583 Meeting shall be published thirty (30) days before the meeting in the newsletter and on the Chapter's  
584 website. Supporting documentation will be, at a minimum, noticed and summarized in the newsletter,  
585 and posted in full on the Chapter's website. Action for the good of the membership and consistent with  
586 these Bylaws may be taken at the Annual Membership Meeting based on approval by a majority vote of  
587 Chapter members that vote on Annual Membership Meeting agenda items. Items voted on at the  
588 Annual Membership Meeting, either by mail or by proxy, are valid only for the exact language contained  
589 in the mailed ballots or proxy statements. Alteration of language resulting from amendments, made and  
590 duly passed during the Annual Membership Meeting, shall negate the validity of mailed ballots or proxy  
591 statements on that amended item. A report of the outcome of the vote shall be filed by the Secretary  
592 with the President of the Chapter and shall be published in the next Chapter newsletter and posted on  
593 the Chapter website.

594 3. Called Meetings

- 595 a) The Executive Committee may call additional meetings of the general membership as needed  
596 upon majority vote of the Executive Committee.
- 597 b) Notice of any such called meeting shall be provided by mail to all members or in the Chapter  
598 newsletter and on the Chapter website at least thirty (30) days prior to such meeting.
- 599 c) Action for the good of the membership and consistent with these Bylaws may be taken at such  
600 called meetings.

601 **ARTICLE XI - FINANCIAL MANAGEMENT**

602 1. Budget and Strategic Operational Plan

- 603 a) The fiscal year shall be from January 1<sup>st</sup> until the following December 31<sup>st</sup>.
- 604 b) The President shall oversee the preparation of the biennial Strategic Operational Plan which sets  
605 forth the general strategies the Chapter will pursue in achieving its goals for the year and is  
606 directly related to the budget. The draft Strategic Operational Plan shall be submitted to the  
607 Executive Committee for their consideration and recommendation prior to the Annual  
608 Membership Meeting.

- 609 c) The President and Executive Director, with the assistance of the Treasurer, shall prepare the  
610 annual budget. The draft annual budget shall be submitted to the Executive Committee for their  
611 consideration and recommendation prior to the Annual Membership Meeting.
- 612 d) The Strategic Operational Plan and budget shall at a minimum be noticed and summarized in the  
613 Chapter Newsletter and posted in full on the website prior to the Annual Membership Meeting.  
614 The Strategic Operational Plan and budget shall be presented to the membership at the Annual  
615 Membership Meeting for their consideration and approval.
- 616 e) The Strategic Operational Plan and budget as adopted pursuant to these By-Laws shall serve as  
617 the basis for the financial management of the Chapter.

## 618 2. Chapter Financial Management

- 619 a) For the purpose of ensuring fiscal responsibility, the Executive Committee shall adopt a financial  
620 procedures manual prescribing the duties, budget formats, timetables, standards and procedures  
621 for managing the Chapter's finances.
- 622 b) The Executive Committee shall assure that an annual independent audit is conducted for even-  
623 numbered fiscal years and an independent compilation is conducted in odd-numbered years and  
624 that a summary of the audit or compilation is posted on the Chapter website within thirty (30)  
625 days of review and approval by the Executive Committee. The audit or compilation summary will  
626 also be published online and the availability to view the audit online will be noted in the next  
627 edition of the Chapter Newsletter and will be available at the Annual Membership Meeting. APA  
628 Florida members may also request a copy of the audit or compilation summary by mail.
- 629 c) Chapter accounts shall at all times be open to inspection by the membership and requests for  
630 record inspection shall be coordinated through the Treasurer.

## 631 3. Financial Reports

632 In addition to overseeing the annual independent audit or compilation the Treasurer will also oversee the  
633 preparation of annual and quarterly financial reports for review and approval by the Executive  
634 Committee.

## 635 4. Section Funds

- 636 a) The Chapter shall be responsible for the bookkeeping and accounting responsibilities associated  
637 with Section funds. Each Section will be treated as a separate class in the Chapter financial  
638 statements. Each section's treasurer shall also monitor the availability of the respective section  
639 funds, expenditures, and revenues for the section.
- 640 b) Quarterly, the Chapter shall submit to each section a financial report showing expenditure and  
641 revenue activity no later than thirty days after the end of the quarter.

## 642 5. Dissolution of Florida Chapter

643 In the event of dissolution, the residual assets of the organization will be turned over to APA which is  
644 itself exempt as an organization described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue  
645 Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal,  
646 State, or local government for exclusive public purpose.

647 **ARTICLE XII - CHAPTER BYLAWS**

648 1. General

649 Bylaws represent the basic governing document of the Chapter articulating how the membership and its  
650 officers interact, the assignment of duties and responsibilities, specification of policies and procedures  
651 and how the Chapter governs itself as a body.

652 2. Bylaw Amendments

653 The Bylaws shall be periodically evaluated for needed updates and other changes as set forth in  
654 ARTICLE IX. Bylaw amendments may be proposed by the Executive Committee or by a petition signed  
655 by five (5) percent of the Chapter membership.

- 656 a) The Chapter may amend these Bylaws in whole or in part by a majority vote of those members  
657 returning ballots provided that the amendments were published in a publication of the Chapter at  
658 least one (1) month prior to the ballots being made available as described below.
- 659 b) The Bylaws Committee shall ensure that a ballot is transmitted via USPS or online voting service  
660 such as through APA to all members eligible to vote in regular elections no sooner than one  
661 month after publication of the proposed bylaw amendments.
- 662 c) The voting deadline and the procedures for the issuance and return of ballots shall be  
663 promulgated by the Executive Committee and shall be transmitted with the ballots when the  
664 ballots are sent to the membership. Ballots shall be tabulated and/or verified by a teller  
665 committee as provided for in Article VIII, item 3.
- 666 d) Chapter Bylaws shall be consistent with APA Bylaws and cannot bind APA or its officers in any  
667 respect in the event that these bylaws are found to be inconsistent.
- 668 e) Petitioned Bylaws amendments shall be filed by a Sponsor(s) with the Secretary and a copy  
669 shall be forwarded by the Sponsor(s) to the Chapter office. The name, address, email and  
670 telephone number of the Sponsor(s) shall be included along with the petition.
- 671 f) Proposed Bylaw amendments shall be submitted to the Executive Director of APA for a  
672 determination of consistency with APA's Bylaws prior to adoption.
- 673 g) A copy of these Bylaws and all subsequent amendments shall be filed by the President with the  
674 Executive Director of APA within thirty (30) days after adoption.
- 675 h) The Chapter Bylaws shall be published and maintained on the Chapter website. The Secretary  
676 shall ensure that amendments to these Bylaws are published on the Chapter website within  
677 ninety (90) days of membership approval.

678 3. Bylaws Amendment Sponsor

- 679 a) Each proposed Chapter Bylaws amendment shall have a primary "Sponsor" listed as the  
680 individual who may be contacted for questions about the proposed amendment. The Executive  
681 Committee may be listed as the Sponsor.
- 682 b) A Bylaws petition may be withdrawn by the Sponsor at any time prior to the time the proposed  
683 Bylaws amendment ballot is sent to the printers or emailed to the members for a vote. In the  
684 event the Sponsor withdraws the amendment(s), the Sponsor shall notify, in writing, all members  
685 who signed the petition supporting the proposed Bylaws amendment, with a copy to the Chapter  
686 office.

687 **ARTICLE XIII – EXECUTIVE DIRECTOR**

688 The Chapter may hire or contract with an Executive Director to manage the affairs of the Chapter. The  
689 Executive Director serves at the direction of the Executive Committee, in accordance with these bylaws and  
690 any contractual documents approved by the Executive Committee. The duties of the Executive Director  
691 include, but are not limited to:

- 692 1. Maintain the central Chapter office, provide for consistency in operations, and works to ensure the  
693 Chapter's continued fiscal viability;
- 694 2. Assist with the preparation, review and amendment of all operational manuals, plans and work programs  
695 and assure the implementation thereof;
- 696 3. Oversee the receipt and disbursement of funds consistent with the adopted Chapter budget;
- 697 4. Assist the President and Treasurer in all matters related to the financial management of the Chapter;
- 698 5. Provide support to the President, the Executive Committee and all other Committees, and to the  
699 Membership;
- 700 6. Provide logistical and contractual support for the Annual Conference and Public Policy Conference as  
701 well as to the Chapter's committees, as the need arises;
- 702 7. Provide membership and support services to meet the professional and educational needs of the  
703 Membership;
- 704 8. Carry out other duties as assigned by the President or Executive Committee or as specified in the  
705 Executive Director's contract or employment agreement.

706 **ARTICLE XIV – LEGISLATIVE REPRESENTATIVE**

707 The Chapter may hire or contract with a Legislative Representative to coordinate with the Florida Legislature or  
708 other elected bodies on issues pertaining to the planning profession and the Chapters adopted legislative  
709 platform and positions. The Legislative Representative serves at the direction of the Executive Committee, in  
710 accordance with these bylaws and any contractual documents approved by the Executive Committee. The  
711 duties of the Legislative Representative include, but are not limited to:

- 712 1. Represent the Chapter and its position on various pieces of legislation to various elected official;
- 713 2. Keep the Legislative Leadership Team and the Legislative Policy Committee informed of proposed  
714 legislation dealing with the planning profession, the status of said legislation, and any requests on APA  
715 Florida's position on such legislation;
- 716 3. Assist the President-Elect and Legislative Policy Committee in matters related to the proposed  
717 legislation;
- 718 4. Provide support to the President, the Executive Committee and all other Committees, and to the  
719 Membership in matters pertaining to proposed legislation;
- 720 5. Provide updates to the Executive Committee, and other committees at regularly scheduled meetings;
- 721 6. Carry out other duties as assigned by the President or Executive Committee or as specified in the  
722 Legislative Representatives contract or employment agreement.

723 **ARTICLE XV – OTHER STAFF**

724 The Chapter may hire or contract with other staff as appropriate to support the activities and goals of the  
725 chapter. Such staff would serve at the direction of the Executive Committee, in accordance with these bylaws  
726 and any contractual documents approved by the Executive Committee. The contemplated duties of such staff  
727 include, but are not limited to:

- 728 1. Bookkeeping and accounting services;  
729 2. Newsletter publication and editing services;  
730 3. Website hosting, maintenance or other graphic design services.  
731

732 ***NOTE: The APA Florida Bylaws were last amended effective January 22, 2010.***