

# **FLORIDA CHAPTER AMERICAN PLANNING ASSOCIATION**

## **ORGANIZATIONAL BYLAWS**

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

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

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

### **1. Chapter Purposes**

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

- a) Advance the art and science of planning within the Chapter area;
- b) Encourage exchange of information and experience in the Chapter area;
- c) Represent and advance the interests and welfare of the Association, its members and the planning profession in the Chapter area;
- d) Encourage and guide the newer members of the profession;
- e) Provide through local Sections an opportunity for fellowship among the members and an opportunity for professional growth and development;
- f) Promote planning approaches in response to developmental and societal opportunities and challenges facing Florida and its communities;
- g) Increase awareness of the planning process and the planning profession as well as the benefits that both can bring to the State of Florida and its communities;
- h) Work in concert with other organizations of like purpose to foster and achieve mutual goals and objectives.

### **2. Chapter Activities**

- a) Notwithstanding any other provision of these articles, the Chapter will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law or not permitted to be carried on by an organization, whose contributions to which are deductible

under section 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States Internal Revenue law.

- b) The Chapter is organized exclusively for charitable, education, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue law).
- c) The activities of the Chapter shall conform to the law, the bylaws of the APA, and the bylaws of the Chapter.

### **ARTICLE III – DEFINITIONS**

1. American Institute of Certified Planners (AICP). The national organization of certified professional planners and which is an institute of the APA.
2. American Planning Association. The national organization of which this Chapter is a part and which is referred to in these Bylaws as “APA.”
3. Annual Membership Meeting. The meeting held once each year at the Chapter’s annual conference.
4. Chapter. The Florida Chapter of the American Planning Association (FAPA).
5. Chapter Office. The office of the Chapter as designated by the Executive Committee.
6. Chapter Only Member. A person who has paid the Chapter only dues and who is not a member of APA.
7. Chapter Publications. Any publication including electronic that is transmitted to all Chapter members at their address of record or electronic address without special charge.
8. Executive Committee. The Chapter officers, chair of each Section (or their designee), immediate past President of the Chapter, faculty liaison and student representative.
9. Executive Director. As Defined in Article VIII.
10. Full Member. A person who has paid the annual dues of the APA and FAPA.
11. Members’ Address of Record. The address furnished to the Chapter by the APA.
12. Section. An affiliation of Chapter members approved by the Executive Committee and formed to represent a specific and distinct geographical region of Florida to further the purposes of the APA and the Chapter on behalf of the members in that region.

## **ARTICLE IV - CHAPTER SECTIONS**

### **1. Section Purposes**

Sections shall serve to provide members with regional expression of APA and the Chapter mission and a vehicle to facilitate involvement in the affairs of APA and the Chapter.

### **2. Section Membership Qualifications**

- a) All members of the Chapter whose address of record is within the Section area shall automatically be members of the Section, except as otherwise provided for in Article IV.4.
- b) Sections may create Section only memberships if approved by the Executive Committee as part of the Section bylaws. Section only members may not hold Chapter office or vote in Chapter elections.

### **3. Section Creation and Organization**

- a) Sections representing specific and distinct geographic regions of the State of Florida may be created upon petition of two-thirds of those Chapter members (as defined in ARTICLE III) whose address of record is in the territory proposed in the petition for Section status, following action and approval of the Executive Committee. The Executive Committee is responsible for reviewing and amending, as necessary, Section boundaries so as to ensure reasonable representation from all portions of the State. The territory of a Section shall be a reasonably coherent unit. A map of the Sections shall be attached to the bylaws for reference.
- b) Sections shall adopt bylaws to govern Section affairs and shall be adopted by the majority of the Section members casting ballots. Section Bylaws shall provide for the election of officers, their terms and duties, the preparation of an annual activities program, the adoption of a budget, the collection, expenditure and accounting of funds, and the holding of meetings and other gatherings, and such other activities that the Section may wish to address. The terms of the Section Chair shall be for two years beginning with the Chapter's Annual Membership meeting in odd numbered years. Section Bylaws shall not conflict with Chapter Bylaws and Articles of Incorporation or the Articles of Incorporation and Bylaws of APA. Copies of Section Bylaws and Bylaw amendments shall be filed with the Chapter Secretary and the Chapter Office within 30 days of their adoption.
- c) The Executive Committee shall maintain an active file on each Section including annual financial reports for the Section and current bylaws for each Section.

- d) Any Section not in reasonable compliance with these bylaws and not demonstrating a commitment to comply in a reasonable time frame will be offered assistance by the Executive Committee in achieving compliance. Failure to comply after an offer of assistance may be grounds for the Executive Committee to withhold or escrow any Chapter funds budgeted for the Section pending compliance, and may become the basis for the de-activation of the Section by a majority vote of the Executive Committee.

#### 4. Authorization For Dues And Assessments

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

#### 5. Section Annual Financial Reports

Section annual financial reports and bank statements provided to the Chapter Office and Treasurer by April 15 each year. Extensions may be granted at the discretion of the Treasurer. Sections shall not authorize expenditures that exceed the financial resources of the Section.

#### 6. Dissolution or Termination of Sections

- a) In the event of dissolution by action of a Section, the termination of a Section by action of the Executive Committee, or the recognition by the Executive Committee of the inactive status of a Section, the residual assets of the Section will be turned over to the Chapter which is itself exempt as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.
- b) The Executive Committee, on behalf of the Chapter, shall assume control of any Section funds when a Section becomes dissolved, inactive or terminated. The Executive Committee, at its discretion, may escrow or otherwise set aside these funds for future Section use, supplement them, or add them to Chapter funds as revenue and therefore make them unavailable for future Section use. The Executive Committee's decision regarding former Section funds shall be based on its determination of the reasonable expectation of future Section reactivation, recent history of the inactive Section, and the revenue condition and demands of the Chapter and its functioning Sections. A decision to escrow funds does not preclude a later decision to convert funds to Chapter revenue, nor does a decision to convert funds to Chapter revenue preclude a future action to appropriate Chapter funds to an escrow account as an incentive to Section reactivation.

- c) Failure to comply with Section or Chapter bylaws (e.g. failure to hold timely elections, failure to provide required reports, failure to convene regular meetings, etc.) shall be reason for termination of the Section by the Executive Committee.

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

### **1. Membership Qualifications**

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

### **2. Termination and Reinstatement**

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

### **3. Annual Dues**

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

### **4. Student Dues**

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

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

### **1. Chapter Officers**

The Chapter shall have a President, a President-Elect, a Vice-President for Membership Services, a Vice-President for Conference Services, a Vice-President for Professional Development, a Vice-President for Section Affairs, a Secretary and a Treasurer.

### **2. Terms of Office**

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

### 3. Removal from Office

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.

## **ARTICLE VII. DUTIES OF OFFICERS**

### **1. President**

The duties of the President shall encompass the following:

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

### **2. President-Elect**

The duties of the President-Elect shall include:

- a) Oversee the Chapter's legislative affairs and advocacy program;
- b) Serve as Chairman of the Legislative Policy Committee;

- c) Oversee the development and the annual update of the Chapter Administrative Procedures and Policy Manual and present it to the Executive Committee for action;
- d) Assume the duties and responsibilities of President at such time as the office becomes prematurely vacant as provided in ARTICLE VI 3 (g) and (h);
- e) Carry out any other duties assigned by the President.

3. Vice-President for Conference Services (VPCS)

The primary responsibility of the VPCS shall be to organize, supervise, and manage all aspects of the Chapter's annual conference. Duties shall include the following:

- a) Develop proposals and commitments from among the Sections with eligible venues, an inventory of successive conference locations at least two (2) to three (3) years beyond the current conference venue and recommend the venues to the Executive Committee for action;
- b) In coordination with the Host Section Conference Chair and the VPPD, develop programming for the annual conference this is relevant, timely, and varied so as to appeal to the 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 AICP. 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) Ensure the Chapter's annual conference includes a session on ethics;
- c) Oversee the development and conduct of other professional development activities;
- d) Coordinate the Continuing Professional Development Program and serve as the Chapter's liaison to APA on ethics;
- e) 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. 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.

#### 8. 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) Oversee the receipt and disbursement of funds consistent with the adopted Chapter budget;
- c) Provide a quarterly financial report, to include a current balance sheet and an income statement reflecting Chapter financial operations;
- d) Coordinate with the Executive Director expenditures relating to the strategic operational plan and functions of the Chapter Office on a timely basis;
- e) Coordinate with the Executive Director an inventory of all Chapter property;
- f) Coordinate with the Executive Director the annual independent audit or compilation report of the Chapter financial records;
- g) See that the results and summaries of the Chapter's annual independent audit or compilation report are posted on the Chapter website within thirty (30) days of review and approval by the Executive Committee, but no later than June 1 of each year;
- h) Develop and secure adoption and maintenance of the Chapter's financial procedures manual by the Executive Committee;
- i) Ensure that financial documents are available and in order to facilitate the preparation and filing of the Chapter's annual tax statements;
- j) Carry out any other duties assigned by the President.

#### 9. Student Representative

- a) The Chapter Executive Committee shall determine the manner of nomination for and selection of a Student Representative provided no student members other than those enrolled in a full-time course of study at a Planning Accreditation Board (PAB) accredited program shall be eligible to be selected as Student Representative. In the event a Student Representative ceases to be a full-time student, the Chapter Executive Committee shall designate a full-time student to complete the term of office;
- b) The Student Representative shall serve a one (1) year term of office and be selected on a rotating basis by the Executive Committee;
- c) The Student Representative shall have full voting rights on the Executive Committee and shall advise the Committee and the Chapter on the provision of services to students and the evolving character of the planning profession;
- d) Carry out any other duties assigned by the President

#### 10. Faculty Liaison

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

- v. providing other assistance as needed to coordinate academic and professional interests.
- 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 at least thirty (30) days following the publication of the recommended slate of officers.
- f) Members are privileged to 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 mailed 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 published and maintained in the

Administrative Procedures Manual. The procedures shall be enclosed 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.
- k) For a regular election, the name of the person elected to each office shall be published in the Chapter newsletter and on the Chapter website as soon as practical.
- l) Installation of Chapter Officers shall occur at the Annual Membership Meeting.

## 2. Special Elections

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

## 3. Teller Committee

A Teller Committee, appointed by the President shall consist of at least three (3) Chapter members, one of whom may be the Executive Director, who shall be responsible for tabulation of all votes for the election of Officers of the Chapter. The Committee shall receive the ballots and shall certify the results to the Secretary as well as perform any other duties assigned by the President.

## **ARTICLE IX - COMMITTEES**

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

1. Nominating Committee

Function outlined in Article VIII.

2. Bylaws Committee

- a) The Bylaws Committee shall be appointed by the President at the Annual Membership Meeting at even-numbered years, and shall consist of the Chapter Secretary, who shall serve as Chair, and any other Chapter members as may be appointed by the President.
- b) By April 1 of each odd numbered year, the Committee shall present the Executive Committee with recommendations, if any, for changes in the Bylaws.
- c) The Committee may report or offer other recommendations to the Executive Committee on a more frequent basis where needs of the Chapter warrant. Members of the Chapter may submit ideas and proposals to the Committee at any time.

3. Conference Committee

- a) The Conference Committee shall consist of the Vice President for Conference Affairs, the Vice President for Professional Development, the Vice President for Membership Services, the Vice President for Section Affairs, the Chair of the host Section, the Executive Director, and other such members as may be appointed by the President.
- b) The Chair of the Section hosting the conference and the Vice President for Conference Affairs shall be the Conference Co-Chairs.
- c) The Committee shall plan and prepare the annual conference with the assistance of the Section host committee and the Chapter office.

4. Legislative Policy Committee

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

- e) Executive Committee

5. Executive Committee

- a) The Committee shall consist of the Chapter Officers, the Chair of each Section, or their designee, the immediate past President of the Chapter, the Faculty Liaison, and the Student Representative.
- b) The purpose of the Executive Committee shall be to govern and further the professional interests of the Chapter membership in accordance with the mission and the Bylaws of APA and the Chapter. Duties of the Executive Committee shall encompass the following:
- c) Meet at least four times a year;
- d) Consider and act upon Chapter needs and business. In the event that Chapter business needs to be conducted between regularly scheduled Executive Committee meetings it may do so either in person, through conference calls, or by email;
- e) Be the custodian of all Chapter property;
- f) Review and amend, where appropriate, the recommended annual strategic operational plan and budget as submitted by the President for a vote at the Annual Membership Meeting;
- g) Remove Chapter or Section officers from office for malfeasance, misfeasance, nonfeasance or incapacity per Article VI (4).
- h) Upon vacancy in any of the offices, fill said position pursuant to the provisions of ARTICLE VI (3).
- i) Annually select the next available conference venue and authorize execution of a contract with the host Section.
- j) Approve minutes and/or summaries of each prior Executive Committee meeting, minutes of the Annual Membership Meeting and other minutes of general membership meetings.
- k) Review and take action on the recommendations of any standing or ad-hoc committee;
- l) Review and take timely action on the recommendations of the Bylaws Committee or any Bylaws petition presented in accord with the provisions of ARTICLE XII;
- m) Conduct a Bi-Annual Leadership Retreat. The President shall, in even-numbered years and prior to the Annual Membership Meeting, conduct a Chapter Leadership Retreat. This Retreat may serve as a called meeting of the Executive Committee. Participants in the Retreat shall advise the President on:

- i. Member Feedback on the Chapter's performance;
  - ii. Concerns and needs of the Sections;
  - iii. Amendments to and methods for meeting the goals and objectives in the Chapter strategic operational plan;
  - iv. Ideas for the Chapter's annual conference and professional development and training programs;
  - v. Methods to conserve and spend resources wisely and otherwise meet the needs of the Chapter and in accord with the Chapter budget;
  - vi. Potential changes to the Chapter Bylaws;
  - vii. Any other issues for the good of the Membership, the Sections and the Chapter.
- n) A majority of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee.
  - o) Carry out such additional duties as may be necessary to assure the orderly operation of the Chapter not otherwise inconsistent with these Bylaws.
6. Ad Hoc Committees
- a) The President may create ad hoc committees for the purpose of facilitating the accomplishments of specific tasks identified by the President.
  - b) An ad hoc committee shall consist of a committee chair, an officer and at least three (3) additional members.
  - c) All ad hoc committees shall dissolve at the expiration of the President's term.

## **ARTICLE X. MEMBERSHIP MEETINGS**

### 1. Meetings and Procedures

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

### 2. Annual Membership Meeting

The Chapter shall hold an Annual Membership Meeting of the general membership at the annual conference of the Chapter. The meeting shall be held at a time and on a date which shall be announced to all members in the preliminary conference program and published in the Chapter

newsletter and on the Chapter website. The agenda, supporting documentation, and means for voting by mail or by proxy at the Annual Membership Meeting shall be published thirty (30) days before the meeting in the newsletter and on the Chapter's website. Action for the good of the membership and consistent with these Bylaws may be taken at the Annual Membership Meeting based on approval by a majority vote of Chapter members that vote on Annual Membership Meeting agenda items. Items voted on at the Annual Membership Meeting, either by mail or by proxy, are valid only for the exact language contained in the mailed ballots or proxy statements. Alteration of language resulting from amendments, made and duly passed during the Annual Membership Meeting, shall negate the validity of mailed ballots or proxy statements on that amended item. A report of the outcome of the vote shall be filed by the Secretary with the President of the Chapter and shall be published in the next Chapter newsletter and posted on the Chapter website.

3. Called Meetings

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

## **ARTICLE XI - FINANCIAL MANAGEMENT**

1. Budget and Strategic Operational Plan

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

- d) The Strategic Operational Plan and budget shall be published in the Chapter Newsletter and posted on the website prior to the Annual Membership Meeting. The Strategic Operational Plan and budget shall be presented to the membership at the Annual Membership Meeting for their consideration and approval.
- e) The Strategic Operational Plan and budget as adopted pursuant to these By-Laws shall serve as the basis for the financial management of the Chapter.

## 2. Chapter Financial Management

- a) For the purpose of ensuring fiscal responsibility, the Executive Committee shall adopt a financial procedures manual prescribing the duties, budget formats, timetables, standards and procedures for managing the Chapter's finances.
- b) The Executive committee shall assure that an annual independent audit is conducted for even-numbered fiscal years and an independent compilation is conducted in odd-numbered years and that a summary of the audit or compilation is posted on the Chapter website within thirty (30) days of review and approval by the Executive Committee, but no later than June 1 of each year. The audit or compilation summary will also be published in the next edition of the Chapter Newsletter and will be available at the Annual Membership Meeting.
- c) Chapter accounts shall at all times be open to inspection by the membership and requests for record inspection shall be coordinated through the Treasurer.

## 3. Financial Reports

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

## 4. Dissolution of Florida Chapter

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

## **ARTICLE XII - CHAPTER BYLAWS**

### **1. General**

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

### **2. Bylaw Amendments**

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

- a) The Chapter may amend these Bylaws in whole or in part by a majority vote of those members returning mail ballots provided that the amendments were published in a publication of the Chapter at least one (1) month prior to the mailing of the ballots.
- b) Chapter Bylaws shall be consistent with APA Bylaws and cannot bind APA or its officers in any respect.
- c) Petitioned Bylaws amendments shall be filed by a Sponsor(s) with the Secretary and a copy shall be forwarded by the Sponsor(s) to the Chapter office. The name, address, email and telephone number of the Sponsor(s) shall be included along with the petition.
- d) Proposed Bylaw amendments shall be submitted to the Executive Director of APA for a determination of consistency with APA's Bylaws prior to adoption.
- e) A copy of these Bylaws and all subsequent amendments shall be filed by the President with the Executive Director of APA within thirty (30) days after adoption.
- f) The Chapter Bylaws shall be published and maintained on the Chapter website. The Secretary shall ensure that amendments to these Bylaws are published on the Chapter website within ninety (90) days of membership approval.

### **3. Bylaws Amendment Sponsor**

- a) Each proposed Chapter Bylaws amendment shall have a primary "Sponsor" listed as the individual who may be contacted for questions about the proposed amendment. The Executive Committee may be listed as the Sponsor.

- b) A Bylaws petition may be withdrawn by the Sponsor at any time prior to the time the proposed Bylaws amendment ballot is sent to the printers or emailed to the members for a vote. In the event the Sponsor withdraws the amendment(s), the Sponsor shall notify, in writing, all members who signed the petition supporting the proposed Bylaws amendment, with a copy to the Chapter office

### **ARTICLE XIII – EXECUTIVE DIRECTOR**

The Chapter may hire or contract with an Executive Director to manage the affairs of the Chapter. The duties of the Executive Director include, but are not limited to:

- a) Maintain the central Chapter office, provide for consistency in operations, and ensure the Chapters fiscal viability;
- b) Assist with the preparation, review and amendment of all operational manuals, plans and work programs and assure the implementation thereof;
- c) Assist the President and Treasurer in all matters related to the financial management of the Chapter;
- d) Provide support to the President, the Executive Committee and all other Committees, and to the Membership;
- e) Provide logistical and contractual support for the Annual Conference and Public Policy Conference as well as to the Chapter’s committees, as the need arises;
- f) Provide membership and support services to meet the professional and educational needs of the Membership;
- g) Carry out other duties as assigned by the President or Executive Committee or as specified in the Executive Director’s contract or employment agreement.

*NOTE: The FAPA By-Laws were last amended effective August, 1998.*