



Capital Area Section

Florida Chapter

American Planning Association

Bylaws

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ARTICLE I: SECTION NAME AND JURISDICTION

The name of this section of the Florida Chapter of the American Planning Association Florida Chapter (Chapter or APA FL) shall be the Capital Area Section (Section or CAS). The jurisdiction served by this Section shall be the Florida counties of Calhoun, Franklin, Gadsden, Gulf, Jackson, Jefferson, Leon, Liberty, and Wakulla Counties.

ARTICLE II: SECTION PURPOSE AND ACTIVITIES

A. Section Purpose. The purpose of the Section is to facilitate the individual participation of members in the affairs of and further the purposes of the American Planning Association (APA) and the Florida Chapter within the Section area. Objectives of the Section include:

- (1) represent and advance the interests and welfare of the APA, its members, and the planning profession in the Section area;
- (2) advance the art and science of planning;
- (3) enable more complete, active and meaningful membership participation and representation in the APA, Chapter, and Section;
- (4) encourage the exchange of planning-related information and experiences including provision of opportunities for fellowship among the membership;
- (5) encourage and guide the younger members of the profession;
- (6) provide opportunities for professional growth and development, including assistance to members seeking certification with the American Institute of Certified Planners (AICP) and provision of Certification Maintenance (CM)-approved programs with emphasis on those that satisfy the ethics and planning law requirements; and
- (7) work in concert with other organizations of like purpose to foster and achieve mutual goals and objectives, including provision of CM-approved programs and opportunities.

B. Section Activities

1. Notwithstanding any other provision of these articles, the Section will not carry on any other activities not permitted to be carried on by:

- a. 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

b. 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.

2. The Section 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.

3. The activities of the Section shall conform to the law, the bylaws of the APA, the bylaws of the Chapter, and these bylaws.

ARTICLE III: SECTION MEMBERSHIP

A. Membership. Membership in the Section is made up of APA and Florida Chapter members who reside and/or work within the Section jurisdiction. Both APA and Chapter memberships provide for a "student member" designation. In order to be in "good standing" and eligible to vote in Section matters, a member must have paid all applicable membership dues.

1. APA Member: These members are persons who maintain paid annual membership to the APA, also known as a "national member." Members within the United States are required to pay chapter dues and automatically become a member of their local chapter and section based on the member's preferred mailing address. Application for an APA membership is made and dues are paid directly to the APA.

2. Chapter Member: These members are persons who maintain paid annual membership to the APA Florida Chapter, but do not maintain membership in the APA. Chapter members automatically become a member of their local section based on the membership preferred mailing address. Application for a chapter membership is made and dues are paid directly to APA.

ARTICLE IV: SECTION COMMITTEES

A. Executive Committee: The Executive Committee shall consist of the Officers of the Section. The Executive Committee shall transact the business of the Section

between meetings and report thereon to the Section; approve the Annual Budget and Annual Calendar of Events; be custodian of all Section property and funds; authorize and approve all contracts and expenditures, but not incur liabilities exceeding the amount of unappropriated funds in the Section treasury; approve or reject appointments to the Section Committees; fill vacancies in the Officers occurring between elections, with Officers so elected to hold office only for the balance of the current year until their successors are elected and installed; and perform such other functions as are delegated herein or by the voting members of the Section. Meetings of the Executive Committee shall be called by the Chairperson or a majority of the Executive Committee members. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee. The passage of a resolution shall require a majority vote of the Executive Committee.

B. Program Committee: The Program Committee shall be a standing committee appointed by the Chairperson, with advice and consent of the Executive Committee, consist of at least three (3) members of the Section, and shall be chaired by the Professional Development Officer (PDO). The Program Committee is responsible for identifying and organizing professional development opportunities for the Section, especially those that are eligible for CM credit, and developing the Annual Calendar of Events for the Section. The Calendar of Events for the next year shall be presented to the Section Membership at the Annual Meeting, adopted by the Executive Committee, and provided to the Chapter office no later than December 31 of each year. Membership of the committee shall expire thirty (30) days after a new Chairperson takes office. The new Chairperson may reappoint or make new appointments..

C. Ad-Hoc Committees: The Chairperson, with advice and consent of the Executive Committee, may appoint ad hoc committees to study, report, and recommend on specific issues. The function, duties, and term of ad hoc committees shall be established by the Chairperson, with advice and consent of the Executive Committee, at the time of appointment. Typically, but not necessarily, the presentation of a final report at an Executive Committee or Section meeting shall terminate the committee.

D. Nominating Committee: The Nominating Committee shall be appointed by the Chairperson, with advice and consent of the Executive Committee, at least sixty (60) days in advance an election date and consist of at least three (3) members of the Section, one of which shall be a member of the Executive Committee. The Nominating Committee shall nominate at least one APA Member as a candidate to fill each of the offices of Chairperson, Vice-Chairperson, Secretary, and Treasurer and

one AICP certified APA Member as a candidate to fill the office of Professional Development Officer (PDO). The committee shall ensure each nominee has accepted candidacy and shall report the selected nominees to the Executive Committee prior to the required thirty (30)-day notice period for the election. Success in establishing an officer-elect for each office shall terminate the committee.

ARTICLE V: DUTIES OF OFFICERS AND TERMS OF SERVICE

A. Officers

The Officers of the Section shall include a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, a Professional Development Officer (PDO), and the Immediate Past Chairperson. The Officers of the Section shall make up the Executive Committee.

B. Terms of Service

1. All officers shall be APA members and have their preferred mailing address within the Section jurisdiction.
2. All elected officers shall serve a term of two (2) years. Elections shall be held at the Annual Meeting in odd-numbered years.

C. Vacancies

1. With the exception of the office of Chairperson, the Executive Committee shall, by appointment, fill vacancies in an elected office occurring between elections. Officers so appointed shall hold office for the balance of the current term, or until their successors are installed.
2. When a vacancy in the office of Chairperson occurs, the Vice-Chairperson shall immediately be the Chairperson for the remainder of the term.
3. If vacancies occur among Section officers for whom 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.

D. Removal from Office

An Officer or other appointed or elected representative may be removed from office for cause whenever, in the judgment of a majority of the Executive Committee, the best

interest of the Section will be served. Cause for removal from office shall include, but not be limited to, commission of a breach of professional ethics, failure or inability to adequately perform the duties of the office, or conviction of a felony.

E. Duties of Officers

1. Chairperson.

- a. Duties to the Section: the Chairperson shall call meetings of the Section and the Executive Committee; appoint committee members and committee chairpersons; administer the programs of the Section; serve as an ex-officio member of all committees; prepare an annual report of the Chairperson's activities' and perform such other duties required by the Bylaws or customary to the office.
- b. Duties to the Chapter: Represent the Section membership at each Chapter Executive Committee meeting or send a designee in their place; report on Section activities and concerns at each Chapter Executive Committee meeting; serve on committees as necessary to carry out the duties of the APA and the Chapter; and carry out any other duties assigned by the Chapter President.

2. Vice-Chairperson: The Vice-Chairperson shall actively assist the Chairperson in the guidance and coordination of committee activities; direct the preparation of Section programs; carry out duties assigned by the Chairperson; act as Chairperson in the absence of the Chairperson; and perform such other duties required by these Bylaws or customary to the office.

3. Secretary: The Secretary shall maintain an accurate list of all members of the Section; notify members of meetings; prepare and report minutes of Section and Executive Committee meetings; transmit to the Florida Chapter Office copies of the Section Bylaws, publications and resolutions concerning matters of Section and Chapter policy; and perform such other duties required by these Bylaws or customary to the office.

4. Treasurer: The Treasurer shall collect Section dues; receive and disburse Section funds; prepare an annual budget for review by the Executive Committee; maintain accounts which shall be open to inspection by Officers and subject to audit; and perform such other duties required by these Bylaws or customary to the office.

5. Professional Development Officer (PDO): The PDO shall be a member of the AICP and serve as the Section PDO representative for the Chapter

Professional Development Committee. The PDO shall assist members directly in professional development and continuing education activities, especially those related to training for the AICP exam and obtaining CM credits. Duties related to professional development include: serve as Chair of the Program Committee; oversee the development of the Annual Calendar of Events; and carry out any other duties assigned by the Chairperson.

6. Immediate Past Chairperson: The Immediate Past Chairperson supports and provides continuity to the Chairperson's work, serving as a source of information and guidance as requested and attends Executive Committee meetings, but is not a voting member and whose presence is not counted toward a quorum. The Immediate Past Chairperson makes recommendations to the Chairperson for committee appointments; mentors and is available to provide advice to elected and appointed volunteers; and assists in identifying, cultivating, and recruiting future Section leaders.

F. Annual Report

The Officers of the Section shall prepare an annual written report which shall be presented to the Section Membership at the Annual Meeting of the Section and thereafter forwarded to the Florida Chapter Office.

G. Reporting to Chapter

The Officers of the Section shall provide to the Chapter Office the adopted Annual Budget, Annual Calendar of Events, Annual Report, and Section Bylaws. The adopted Annual Budget and Calendar of Events shall be provided no later than December 31 of each year. Amendments shall be provided within thirty (30) days of adoption.

ARTICLE VI: ELECTIONS AND VOTING

A. Nomination and Election of Officers

1. The Chairperson, with advice and consent of the Executive Committee, shall establish a date for the election of new officers in odd-numbered years to occur no later than August 31 and prior to the Chapter's Annual Meeting.
2. Notice of the election date shall be given thirty (30) days in advance in accordance with Article VI.B.
3. Candidates for election shall include nominees selected by the Nominating Committee and any additional nominations by Section Members. All nominations

must be received by the Executive Committee prior to the thirty (30)-day notice period and in a manner determined by the Executive Committee. All nominees must accept candidacy for an office prior to being placed on the ballot.

4. Officers shall be elected by majority vote of eligible votes cast by Section members at a Section Meeting.
5. Installation of officers-elect shall occur at a Section or Executive Committee meeting not later than August 31st and prior to the Chapter's Annual Meeting.

B. Voting Notification and Procedure

1. Notice of an opportunity to vote shall be provided to all Section Members by post or electronic mail at least thirty (30) days prior to the voting date.
2. At the discretion of the Executive Committee, and as part of the 30-day notice, voting may be accomplished by post, electronic mail, and/or website ballot.
3. Voting may be done by all Section Members who are in good standing.
4. The outcome shall be determined based on the majority of eligible votes cast. In the event of a tie vote, the Executive Committee shall, by majority vote, determine the successful outcome.
5. The Executive Committee shall determine any procedures or deadlines necessary for executing the vote and tabulating the results that are not otherwise set forth in these bylaws.

ARTICLE VII: MEETINGS AND NOTICE REQUIREMENTS

A. Procedures. Parliamentary procedures, governed by the most current edition of Robert's Rules of Order, shall be used at all meetings unless otherwise specified by these bylaws.

B. Section Meetings. There shall be at least two (2) meetings of the Section Membership a year. One shall be known as the Spring Meeting and one shall be known as the Annual Meeting. The time, place, and designation of Section Meetings shall be determined by the Executive Committee. Notice of Section Meetings shall be provided by post or electronic mail to all Section Members at least fifteen (15) days prior to the meeting. Meetings at which a vote of the Section Members is required shall be noticed thirty (30) days prior to the meeting as described in Article VI.B.

1. Spring Meeting: The Executive Committee shall designate a Section Meeting that occurs between January 1 and August 31 as the Spring Meeting. Typically, but not necessarily, this meeting will occur during the month of

May. The purpose of the Spring Meeting shall be for the Executive Committee to provide mid-year progress reports to, gather feedback from, and conduct general business of the Membership. The Spring Meeting may be utilized, in odd numbered years, to elect Section Officers.

2. Annual Meeting: The Executive Committee shall designate a Section Meeting that occurs between September 1 and December 31 as the Annual Meeting. Typically, but not necessarily, this meeting will occur during the month of December and be the final Section Meeting of the year. The purpose of the Annual Meeting is for the Executive Committee to provide an overview of the Annual Report for the preceding year and present and receive feedback on the proposed Calendar of Events, Annual Budget, and any other goals for the forthcoming year.
3. Other Section Meetings. Additional Section Meetings may be called by the Executive Committee as desired or deemed necessary to provide reports to, gather feedback from, conduct votes or elections, and/or conduct any other business of the Section membership.

C. Executive Committee Meetings. Meetings of the Executive Committee shall be called by the Chairperson or a majority of the Executive Committee members. A majority of the members of the Executive Committee, excluding the Immediate Past Chairperson, shall constitute a quorum for the transaction of business at meetings of the Committee. The passage of a resolution shall require a majority vote of the Executive Committee. Notice of Executive Meetings to the general membership is not required.

D. Other Committee Meetings. Committee meetings shall be called by the chairperson of the committee or at the direction of a Section Officer. Notice of committee meetings to the general membership is not required.

ARTICLE VIII: FINANCES

A. Budget.

1. Period: The Section's fiscal year shall be the calendar year, beginning January 1 and ending December 31.
2. Contents: The annual budget shall consist of anticipated income and expenses of the Section; shall include objectives for which funds of the Section may be expended; and the amount authorized to be expended for such objectives.

3. Preparation: The Section Treasurer shall prepare an annual budget in which expenditures do not exceed revenue and make available a draft for the Executive Committee and the membership to review prior to adoption.
4. Adoption: The Executive Committee shall review and adopt or modify and adopt, the budget, and provide a copy to the Chapter Office no later than December 31 of each year.
5. Amendments: The budget may be modified from time to time by a majority vote of the Executive Committee. A copy of the amended budget shall be provided to the Chapter Office within thirty (30) days of adoption
6. Notice: The original budget and any subsequent modification shall, after adoption, be published on the Section's website.

B. Dues and Assessments.

1. Section dues and/or special assessments necessary for pursuing Section affairs may be collected by the Executive Committee when authorized by a majority vote of Section Members who cast ballots. Notification and procedures of such a vote shall be in accordance with Article VI.B.

ARTICLE IX: SECTION BYLAWS

A. General.

1. Bylaws represent the basic governing document of the Section articulating how the membership and its officers interact, the assignment of duties and responsibilities, specification of policies and procedures and how the Section governs itself as a body.
2. Section bylaws shall provide for the election of officers, their terms of office and duties, the preparation of an annual report and calendar of events, 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.
3. Section bylaws shall not conflict with APA or Chapter bylaws and Articles of Incorporation and cannot bind APA, APA Florida, or their officers in the event these bylaws are found to be inconsistent.

B. Amendments.

1. Amendments to these bylaws may be proposed by the Executive Committee or by a petition signed by at least ten percent (10%) of the Section

- Membership, but in no case, less than 20 Members. Proposed amendments must be introduced and discussed at a Section Meeting prior to being published for review before a vote.
2. Proposed amendments shall be published on the Section website at least thirty (30) days prior to the vote.
 3. Notification and procedure for voting shall be in accordance with Article VI.B.
 4. The Section may amend these bylaws in whole or in part by a majority vote of those members casting ballots.
 5. A copy of all amendments to the bylaws shall be provided to the Chapter Office within thirty (30) days of adoption.

ARTICLE X: DISSOLUTION

Failure of the Section to comply with its bylaws or the bylaws of the Chapter, (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 Chapter's Executive Committee. In the event of Section dissolution or termination, the residual assets of the Section shall be turned over to the Chapter.

ARTICLE XI: DEFINITIONS

The following definitions shall apply for purposes of interpretation of these bylaws:

American Institute of Certified Planners (AICP). The national organization of certified professional planners, which is an institute of the APA.

American Planning Association (APA). The national independent, not for profit educational organization exclusively for charitable, educational, literary and scientific purposes to advance the art and science of planning and the activity of planning – physical, economic, and social – at the local, regional, state and national levels.

APA. See "American Planning Association."

APA Florida. The Florida Chapter of the APA.

Capital Area Section (CAS). The section for which these bylaws are written and serves the Florida counties of Calhoun, Franklin, Gadsden, Gulf, Jackson, Jefferson, Leon, Liberty, and Wakulla.

Chapter. Herein, "Chapter" refers specifically to the American Planning Association Florida Chapter (APA Florida) and "chapter" is a general term for one of 47 state-wide or regional geographies designated by the APA as a local source for networking and professional development. Members of the APA are automatically members of their local chapter.

Certification Maintenance (CM) Program. The program by which all professional planners who are members of APA's professional institute, the American Institute of Certified Planners (AICP), are required to engage in mandatory continuing education. The requirements and standard of the program are established by the APA.

Section. Herein, "Section" refers specifically to the Capital Area Section (CAS) and "section" is a general term for one of 12 geographic regions of APA Florida that works to facilitate day-to-day member involvement through professional development, networking, and volunteer opportunities.