

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

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

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

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

30 **1. Chapter Purposes**

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

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

51 **2. Chapter Activities**

- 52 a) Notwithstanding any other provision of these articles, the Chapter will not
53 participate in or conduct any other activities not permitted by an organization
54 exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue
55 Code of 1954, as amended, or the corresponding provision of any future United
56 States Internal Revenue law, or not permitted by an organization, whose
57 contributions to which are deductible under section 170 (c)(2) of the Internal
58 Revenue Code of 1954, as amended, or any other corresponding provision of any
59 future United States Internal Revenue law.
- 60 b) The Chapter is organized exclusively for charitable, education, and scientific
61 purposes, including the making of distributions to organizations that qualify as
62 exempt organizations under section 501 (c)(3) of the Internal Revenue Code of
63 1954, as amended, (or the corresponding provision of any future United States

- 64 Internal Revenue law).
- 65 c) The activities of the Chapter shall conform to the law, the bylaws of the APA,
- 66 and the bylaws of the Chapter.

67 **ARTICLE III – DEFINITIONS**

- 68 1. *American Institute of Certified Planners (AICP)*. The national organization of certified
- 69 professional planners, which is an institute of the APA.
- 70 2. *American Planning Association*. The national organization of which this Chapter is a
- 71 part and which is referred to in these Bylaws as “APA.”
- 72 3. *Annual Membership Meeting*. The meeting held once each year at the Chapter’s
- 73 annual conference.
- 74 4. *Budget*. An estimate of the income and expenditures for APA Florida for a set period
- 75 of time.
- 76 5. *Chapter*. The Florida Chapter of the American Planning Association (APA Florida).
- 77 6. *Chapter Newsletter*. Publication prepared to inform about the developments impacting
- 78 the Chapter and relating to the planning industry. The Chapter newsletter is distributed
- 79 as a monthly electronic newsletter or the quarterly Florida Planning newsletter.
- 80 7. *Chapter Office*. The office of the Chapter as designated by the Executive Committee.
- 81 8. *Chapter Officer*. Elected member of the Executive Committee charged with carrying
- 82 out the day-to-day activities of the Chapter.
- 83 9. *Chapter Only Member*. A person who has paid the Chapter Only dues and who is not
- 84 a member of APA.
- 85 10. *Chapter Publications*. Any publication, including electronic, that is transmitted to all
- 86 Chapter members at their address of record or electronic mail address without special
- 87 charge.
- 88 11. *Certification Maintenance (CM) Program*. The mandatory continuing education
- 89 program required of all professional planners who are AICP members. This program
- 90 requires 32 CM credits over a two-year reporting period. The CM Program includes all
- 91 education programs provided by the Chapter or its local Sections where CM credits
- 92 are approved. The provision of CM credits for any event must be approved by APA.
- 93 12. *Executive Committee*. The Chapter officers, chair of each Section (or their designee),
- 94 Faculty Liaison, Emerging Planners Group (EPG) Representative and Student
- 95 Representative.
- 96 13. *Executive Director*. As defined in Article VIII.
- 97 14. *Full Member*. A person who has paid the annual dues of the APA and APA Florida.
- 98 15. *Members’ Address of Record*. The primary residential address for each Chapter
- 99 member that is furnished to the Chapter by the APA.

- 100 16. *Section*. An affiliation of Chapter members approved by the Executive Committee and
101 formed to represent a specific and distinct geographical region of Florida to further the
102 purposes of the APA and the Chapter on behalf of the members in that region.
- 103 17. *Section Chair*. The person who has been elected to lead a Section of APA Florida and
104 to represent the Section on the APA Florida Executive Committee.
- 105 18. *Strategic Plan*. Document developed by the Executive Committee biannually that
106 envisions a desired future for the Chapter and translates the vision into broadly
107 defined goals, objectives, and a set of actions to achieve them.

108 **ARTICLE IV - CHAPTER SECTIONS**

109 **1. Section Purposes**

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

113 **2. Section Membership Qualifications**

- 114 a) All members of the Chapter whose address of record is within the Section area
115 shall automatically be members of the Section.
- 116 b) Sections may create "Section Only" memberships, if approved by the Section's
117 Executive Committee as part of the Section bylaws. "Section Only" members may
118 not hold a Section or Chapter office or vote in Chapter elections.

119 **3. Section Creation and Organization**

- 120 a) Sections representing specific and distinct geographic regions of the State of
121 Florida may be created upon petition of two-thirds of those Chapter members (as
122 defined in Article III) whose address of record is in the territory proposed for
123 Section status, following action and approval of the Executive Committee. The
124 Executive Committee is responsible for reviewing and amending, as necessary,
125 Section boundaries so as to ensure reasonable representation from all portions of
126 the State. The territory of a Section shall be a reasonably coherent unit. A map of
127 the Sections shall be made available on the Chapter website.
- 128 b) Sections shall adopt bylaws to govern Section affairs which shall be adopted by
129 the majority of the Section members casting ballots.
- 130 c) Section Bylaws shall provide for the election of officers, their terms and duties, the
131 preparation of an annual activities program, the adoption of a budget, the
132 collection, expenditure and accounting of funds, and the holding of meetings and
133 other gatherings, and such other activities that the Section may wish to address.
- 134 d) The terms of the Section Chairs shall be for two years, beginning on January 1st of
135 even-numbered years. The Section Chairs shall serve as members of the Chapter
136 Executive Committee.
- 137 e) Section Bylaws shall not conflict with the Bylaws and Articles of Incorporation of
138 the Chapter or the APA. Section Bylaws shall be amended, as needed for

139 consistency, within 90 days of adoption of Chapter Bylaws amendments. Draft
140 revisions of Section Bylaws should be forwarded to the Chapter Bylaws
141 Committee for courtesy review prior to adoption. Copies of Section Bylaws
142 and Bylaw amendments shall be filed with the Chapter Secretary and the
143 Chapter Office within 30 days of their adoption. Section Bylaws shall be hosted on
144 the Chapter and Section webpages.

145 f) Each Section shall send a representative to Executive Committee meetings; the
146 Section representative shall be the Section Chair or their appointee.

147 g) The Chapter Office shall maintain an active file on each Section, including annual
148 financial reports for the Section and current bylaws for each Section. Such
149 reports shall be available to the Executive Committee as needed.

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

157 **4. Authorization for Dues and Assessments**

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

161 **5. Dissolution or Termination of Sections**

162 a) In the event of dissolution by action of a Section, the termination of a Section by
163 action of the Executive Committee, or the recognition by the Executive Committee
164 of the inactive status of a Section, the residual assets of the Section will be turned
165 over to the Chapter.

166 b) The Executive Committee, on behalf of the Chapter, shall assume control of any
167 Section funds when a Section becomes dissolved, inactive or terminated. The
168 Executive Committee, at its discretion, may escrow or otherwise set aside these
169 funds for future Section use, supplement them, or add them to Chapter funds as
170 revenue and therefore make them unavailable for future Section use. The
171 Executive Committee's decision regarding former Section funds shall be based on
172 its determination of the reasonable expectation of future Section reactivation,
173 recent history of the inactive Section, and the revenue condition and demands of
174 the Chapter and its functioning Sections. A decision to escrow funds does not
175 preclude a later decision to convert funds to Chapter revenue, nor does a decision
176 to convert funds to Chapter revenue preclude a future action to appropriate
177 Chapter funds to an escrow account as an incentive to Section reactivation.

178 c) Failure to comply with Section or Chapter bylaws (e.g. failure to hold timely
179 elections, failure to provide required reports, failure to convene regular meetings,

180 etc.) shall be reason for termination of the Section by the Executive Committee.

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

182 **1. Membership Qualifications**

183 a) All members of APA whose address of record is within the Chapter area shall
184 automatically be Chapter members. APA members whose address of record is
185 outside the Chapter area may also become Chapter members upon payment of
186 any applicable dues and assessments.

187 b) Persons who are not members of APA may become Chapter Only members upon
188 payment of the established dues and are eligible to vote in Section and Chapter
189 elections.

190 c) APA members whose address of record is outside the Chapter area and Chapter
191 Only members may not hold office in the Chapter.

192 **2. Termination and Reinstatement**

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

196 **3. Annual Dues**

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

203 **4. Student Dues**

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

207 **ARTICLE VI – CHAPTER OFFICERS, EXECUTIVE COMMITTEE, ELECTRONIC**
208 **VOTING, TERMS OF SERVICE AND REMOVAL**

209 **1. Chapter Officers**

210 The Chapter shall have a President, Immediate Past President, a President-Elect, a Vice-
211 President for Membership and Outreach Services, a Vice-President for Conference
212 Services, a Vice-President for Professional Development, a Vice-President for Section
213 Affairs, a Vice-President for Continuing Education, a Vice-President for Communications,
214 a Secretary, a Treasurer, and an EPG Representative. The Chapter Officers shall
215 constitute the Executive Committee for APA Florida.

216 **2. Executive Committee**

217 The Committee shall consist of the Chapter Officers, the Chair of each Section, or their
218 designee, the Faculty Liaison, the Emerging Planners Group Representative, and the
219 Student Representative. The purpose of the Executive Committee shall be to govern and
220 further the professional interests of the Chapter membership, in accordance with the
221 mission and the Bylaws of APA and the Chapter. The Executive Committee shall meet at
222 least four times a year, with parliamentary procedures governed by the current edition of
223 Robert's Rules of Order, unless otherwise amended by these Bylaws.

224 a) Duties of the Executive Committee shall include:

225 i. Considering and acting upon Chapter needs and business. Chapter business
226 may be conducted at or between regularly scheduled Executive Committee
227 meetings in person, in a virtual format, using a hybrid thereof, or by email
228 (pursuant to the provisions of Article VI (3)). Quorums for meetings may be
229 established by participation through virtual or electronic means;

230 ii. Being the custodian of all Chapter property;

231 iii. Reviewing and amending, where appropriate, the recommended biennial
232 Strategic Plan and budget as submitted by the President for a vote at the
233 Annual Membership Meeting;

234 iv. Removing Chapter or Section officers from office for malfeasance,
235 misfeasance, nonfeasance or incapacity per Article VI (5).

236 v. Filling vacant offices pursuant to the provisions of Article VI (4).

237 vi. Annually selecting the next available conference venue and authorizing
238 execution of a contract with the host Section.

239 vii. Approving minutes and/or summaries of each prior Executive Committee
240 meeting, minutes of the Annual Membership Meeting and other minutes of
241 general membership meetings.

242 viii. Reviewing and taking action on the recommendations of any standing or ad-
243 hoc committee;

244 ix. Reviewing and taking timely action on the recommendations of the Bylaws
245 Committee or any Bylaws petition presented in accord with the provisions of
246 Article XII;

247 x. Performing the fiduciary responsibilities of the Chapter; and

248 xi. Carrying out such additional duties as may be necessary to assure the orderly
249 operation of the Chapter not otherwise inconsistent with these Bylaws.

250 b) The President and Executive Committee shall, within six (6) months of installation
251 of new Chapter Officers, conduct a Biennial Chapter Leadership Retreat. This
252 Retreat may serve as a called meeting of the Executive Committee. Participants
253 in the Retreat shall advise the President on:

254 i. Member feedback on the Chapter's performance;

255 ii. Concerns and needs of the Sections;

- 256 iii. Amendments to and methods for meeting the goals and objectives in the
257 Chapter Strategic Plan;
- 258 iv. Ideas for the Chapter's annual conference and professional development and
259 training programs;
- 260 v. Methods to conserve and spend resources wisely and otherwise meet the
261 needs of the Chapter in accordance with the Chapter budget;
- 262 vi. Potential changes to the Chapter Bylaws;
- 263 vii. Any other issues for the good of the Membership, the Sections and the Chapter.
- 264 c) A majority of the Executive Committee shall constitute a quorum for the transaction
265 of business.

266 **3. Electronic Voting**

267 In the event that Chapter business needs to be conducted between scheduled Executive
268 Committee meetings, the Executive Committee may use electronic voting, pursuant to
269 the following provisions:

- 270 a) All Executive Committee Members must have access to the necessary equipment
271 for participation in the e-vote. A minimum of 24 hours' notice shall be provided to
272 all Executive Committee Members via e-mail by the Chapter Secretary. Such
273 notice shall include the motion and supporting documentation for the e-vote. A
274 second is necessary for the motion to be considered.
- 275 b) The Secretary shall note the issue being voted on in the subject line. The body of
276 the email must include a description of the issue being voted on and note which
277 officers made the motion and the second. The Secretary shall include the deadline
278 for the vote. Executive Committee members shall use "Reply All" in all messages
279 and shall state "I vote yes" or "I vote no" in the first line of the response.
- 280 c) The Secretary shall tally the votes and report the result of the vote to the Chapter
281 President and Executive Director, including the number of votes cast for and
282 against the motion. The Secretary shall announce the results of the vote to the
283 Executive Committee via email. In the event the motion does not pass, a new
284 motion may be made to be voted on electronically, the President can call for a
285 special meeting to allow for further discussion on the motion, or the issue can be
286 added to the agenda for a regularly scheduled meeting.
- 287 d) The Secretary shall compile and maintain the complete thread of the motion and
288 its disposition. The Secretary shall prepare minutes of the vote and shall send them
289 to the Executive Director to be included in the Consent Agenda, for final approval,
290 during the next scheduled Executive Committee meeting. Any Executive
291 Committee member shall have the right to request a copy of the message thread
292 of a motion.

293 **4. Terms of Office**

- 294 a) The terms of office of all Chapter Officers shall be two years. The terms of office

- 295 shall begin on January 1st of odd-numbered years.
- 296 b) All elected officers shall remain in office until their elected successors are installed.
- 297 c) With the exception of the offices of President and President-Elect, the Executive
298 Committee shall, by appointment, fill vacancies in an office occurring between
299 elections. Officers so appointed shall hold office for the balance of the current term,
300 or until their successors are elected and installed. In the event a Section chair is
301 vacated it shall be the responsibility of the Section to appoint a successor to serve
302 until the next regular election cycle.
- 303 d) When a vacancy occurs in the office of President-Elect, the Executive Committee
304 shall schedule a special election within 90 days. If the vacancy occurs within six
305 months of the regular election, no special election shall be held. Nominations and
306 arrangements for the special election shall be by majority vote of the Executive
307 Committee. If the vacated term of the President-Elect ends before the special
308 election determines the successor, the outgoing President will continue in office
309 until the successor is elected. In this circumstance, the special election shall be for
310 the office of President, and the electee shall take office immediately upon
311 certification of the election results.
- 312 e) No Chapter officer shall serve more than two consecutive two-year terms in the
313 same elected office, with the exception noted in paragraph f, below. A two-year
314 term is any period in which an office is held for more than one year.
- 315 f) Notwithstanding the preceding office vacancy provisions, when a vacancy in the
316 office of President occurs, the President-Elect shall immediately be the President
317 for the remaining term as well as for the following two-year period when the
318 President-Elect would normally have succeeded to the presidency. See paragraph
319 d, above, regarding a special election for President-Elect. Any duties of the
320 vacated President-Elect position may be assigned at the discretion of the President
321 to the Immediate Past President.
- 322 g) Should a duly elected Officer fail to take office, a Special Election must be
323 scheduled to occur no later than 90 days after the date the Officer should have
324 taken office, pursuant to the procedures established in these Bylaws.
- 325 h) If vacancies occur among Chapter officers for which these bylaws do not provide
326 a clear remedy, a majority of the remaining Executive Committee members with
327 voting authority are empowered to create ad hoc rules to respond to the situation,
328 including interim appointments, special elections or leaving the position vacant
329 until the next election cycle.

330 **5. Removal from Office**

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

335 to adequately perform the duties of the Office or conviction of a felony. The removal
336 hearing shall be conducted by the Executive Committee.

337 **ARTICLE VII – DUTIES OF EXECUTIVE COMMITTEE MEMBERS**

338 **1. President**

339 The President shall serve as the head of the Florida Chapter of the American Planning
340 Association and be responsible for representing the Chapter, chairing the Executive
341 Committee, and managing the activities of the Executive Director. The duties of the
342 President shall include:

- 343 a) Calling meetings of the Chapter and the Executive Committee;
- 344 b) Attending and presiding over these meetings;
- 345 c) Creating and, except as otherwise provided in these Bylaws, appointing,
346 discharging, and serving as a nonvoting, ex officio member of all committees;
- 347 d) Executing any contracts authorized by the Executive Committee;
- 348 e) Preparing an annual report of Chapter accomplishments, particularly related to the
349 Strategic Plan and budget, and presenting it to the membership at the Annual
350 Membership Meeting, and inviting comments from the membership on these
351 activities and suggestions for other activities, and following this, ensuring the
352 annual report is published on the Chapter website;
- 353 f) Establishing and discharging any committees as may be necessary unless
354 otherwise provided for in the Bylaws;
- 355 g) Overseeing the administration of the Strategic Plan of the Chapter;
- 356 h) Overseeing the preparation of a draft annual Strategic Plan and draft budget and
357 submitting same to the Executive Committee prior to the Annual Membership
358 Meeting;
- 359 i) Representing the Chapter on the APA Chapter Presidents Council;
- 360 j) Representing the Chapter before the APA and its Board of Directors and staff,
361 unless said President specifically delegates such authority for a particular
362 function(s) to a Member of the Executive Committee; and
- 363 k) Performing such other duties as are customary to the office.

364 **2. President-Elect**

365 The President-Elect shall provide assistance to the President and Executive Director and
366 fulfill the responsibilities of the President when needed. The duties of the President-Elect
367 shall include:

- 368 a) Overseeing the Chapter's legislative affairs and advocacy program;
- 369 b) Chairing the Legislative Policy Committee and the Legislative Leadership Team,
370 and serving on the Nominating and Financial Planning Committees;
- 371 c) Overseeing the development and the annual update of the Chapter Administrative
372 Procedures and Policy Manual and presenting it to the Executive Committee for

- 373 action;
- 374 d) Assuming the duties and responsibilities of President at such time as the office
375 becomes prematurely vacant as provided in Article VI (4)(f);
- 376 e) Attending all Executive Committee meetings; and
- 377 f) Carrying out any other duties assigned by the President.

378 **3. Immediate Past President**

379 The Immediate Past President supports and provides continuity to the President's work,
380 serving as a source of information and guidance, as requested. The duties of the
381 Immediate Past President shall include:

- 382 a) Attending all Executive Committee meetings;
- 383 b) Chairing the Nominating Committee and serving on the Financial Planning
384 Committee;
- 385 c) Making recommendations to the President for committee appointments;
- 386 d) Mentoring and being available to provide advice to elected and appointed
387 volunteers;
- 388 e) Identifying, cultivating and recruiting future Chapter leaders;
- 389 f) Serving on the Equity, Diversity and Inclusion (EDI) Committee; and
- 390 g) Carrying out any other duties assigned by the President.

391 **4. Vice-President for Conference Services (VPCS)**

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

- 394 a) Developing proposals and commitments from among the Sections with eligible
395 venues, an inventory of successive conference locations at least two (2) to three
396 (3) years beyond the current conference year and recommending the venues to
397 the Executive Committee for action;
- 398 b) Serving as Co-Chair on the Conference Committee;
- 399 c) In coordination with the Host Section Conference Chair, VPCE and the VPPD,
400 developing programming for the annual conference that is relevant, timely, and
401 varied so as to appeal to the broadest spectrum of the membership;
- 402 d) In coordination with the Host Section Conference Chair and the Executive Director,
403 developing and implementing a conference fundraising/sponsorship campaign;
- 404 e) Serving on the Professional Development Committee;
- 405 f) Attending all Executive Committee meetings; and
- 406 g) Carrying out any other duties assigned by the President.

407 **5. Vice-President for Membership and Outreach Services (VPMOS)**

408 The primary responsibility of the VPMOS shall be to serve the needs of the Membership
409 and engage in Outreach at both the Chapter and Section level. The duties of the VPMOS
410 shall include:

- 411 a) Developing and coordinating activities to increase the number of new members
412 and retain current members;
- 413 b) Assisting Sections with membership drive functions;
- 414 c) Preparing marketing materials that promote membership in and awareness of APA
415 Florida;
- 416 d) Developing activities that promote advertising in APA Florida print and online
417 media;
- 418 e) Developing and cultivating the relationships with local and state-wide businesses
419 and organizations;
- 420 f) Developing and engaging in community outreach strategies that are in line with
421 APA Florida's mission and that benefit the community;
- 422 g) Serving on the Emerging Professionals Group (EPG) Committee;
- 423 h) Attending all Executive Committee meetings; and
- 424 i) Carrying out any other duties assigned by the President.

425 **6. Vice-President for Professional Development (VPPD)**

426 The VPPD shall be a member of the American Institute of Certified Planners (AICP). The
427 VPPD shall assist members directly and through their Sections in professional
428 development and continuing education activities and shall be the principal liaison for such
429 efforts between the Chapter and the APA. The VPPD shall be the Professional
430 Development Officer (PDO) for the purposes of the APA and AICP. The duties of the
431 VPPD shall include:

- 432 a) Promoting the annual AICP exam process;
- 433 b) Assisting Sections to improve the relevancy of local exam preparation sessions,
434 as needed;
- 435 c) Serving on the Conference Committee and ensuring the Chapter's annual
436 conference includes sessions on ethics, law, equity and any other APA mandatory
437 CM topic areas;
- 438 d) Assisting in the development and conduct of other professional development
439 activities, in conjunction with the VPCE;
- 440 e) Serving as the Chapter's liaison to APA on ethics;
- 441 f) Chairing the Chapter's Professional Development Committee;
- 442 g) Coordinating with the AICP Commission and VPCE on relevant AICP exam
443 preparation issues;
- 444 h) Attending and participating in the Annual PDO Exchange at the APA National

- 445 Conference;
- 446 i) Attending all Executive Committee meetings, whether held in person, in a virtual
447 format, or a hybrid thereof;
- 448 j) Chairing the Chapter's biennial FAICP Nominating Committee, with the assistance of
449 the VPCE; and
- 450 k) Carrying out any other duties assigned by the President.

451 **7. Vice-President for Section Affairs (VPSA)**

452 The VPSA shall serve as the Chapter liaison to all Sections. The duties of the VPSA shall
453 include:

- 454 a) Reporting on Section activities and concerns at each Executive Committee
455 meeting;
- 456 b) Periodically assessing the adequacy of the services provided to the Sections and
457 make recommendations for any changes to the Executive Committee;
- 458 c) Implementing the Section Grant Program;
- 459 d) Fostering inter-Section communications;
- 460 e) Chairing the Section Affairs Committee and serving on the Financial Planning
461 Committee;
- 462 f) Attending all Executive Committee meetings; and
- 463 g) Carrying out any other duties assigned by the President.

464 **8. Vice-President for Continuing Education (VPCE)**

465 The VPCE shall be a member of the American Institute of Certified Planners (AICP). The
466 VPCE shall assist members directly and through their Sections in certification
467 maintenance activities and shall be the Chapter lead and principal liaison on continuing
468 education issues between the Chapter and the AICP Commission. The duties of the
469 VPCE shall include:

- 470 a) Administering and overseeing the Chapter-related CM and continuing education
471 activities for both AICP certified and non-AICP members, including submission of
472 conference sessions for CM credits;
- 473 b) Maintaining the Chapter's CM dashboard on the APA website;
- 474 c) Serving on the Professional Development Committee;
- 475 d) Assisting Section PDO's in submitting professional development activities for CM
476 credits;
- 477 e) Training Section PDO's on CM credit submittal requirements;
- 478 f) Serving as a liaison between the Chapter and other organizations/businesses that
479 desire to partner with the Chapter to offer professional development activities for
480 CM credits;
- 481 g) Assisting the VPPD, as needed, on professional development activities;
- 482 h) Serving on the Conference Committee and overseeing submittal of the Chapter's

- 483 annual conference for CM credits;
- 484 i) Addressing educational training for both AICP certified and non-AICP members
- 485 j) Assisting the VPPD with the Chapter's biennial FAICP Nominating Committee;
- 486 k) Attending all Executive Committee meetings; and
- 487 l) Carrying out other duties as assigned by the President.

488 **9. Vice-President for Communications (VPC)**

489 The primary responsibility of the VPC shall be to ensure a consistent message and
490 delivery in communications at both the Chapter and Section level. The duties of the VPC
491 shall include:

- 492 a) Maintaining up-to-date, user friendly and visually interesting information on the
493 Chapter website to better serve members;
- 494 b) Preparing best practices and templates for content and visual design of the
495 website, social media, newsletters and other communication materials;
- 496 c) Ensuring ongoing communications maintain consistency of message;
- 497 d) Ensuring communications provide regular updates to members regarding Chapter
498 activities;
- 499 e) Coordinating with Chapter Office Communications staff regarding the design,
500 content and frequency of ongoing communications;
- 501 f) Attending all Executive Committee meetings;
- 502 g) Chairing the Editorial Committee; and
- 503 h) Carrying out other duties as assigned by the President.

504 **10. Secretary**

505 The Secretary shall be responsible for official records of the Chapter, assisted by the
506 Executive Director. The duties of the Secretary shall include:

- 507 a) Recording the proceedings of each Executive Committee meeting, and within thirty
508 (30) days thereafter, preparing and submitting the meeting minutes to the
509 Executive Committee for review and approval;
- 510 b) Seeing that the Executive Committee meeting minutes are posted on the Chapter
511 website within thirty (30) days after Executive Committee approval. The minutes
512 may be published once reviewed and approved or reviewed and revised by the
513 Executive Committee. Meeting minutes may be limited to generalized statements
514 of the agenda covered, format of the meeting (whether held in person, in a virtual
515 format, or a hybrid thereof), the actual wording of any motions or resolutions made
516 and the outcome of voting on each, the time each meeting began and ended, and
517 who attended and who was absent;
- 518 c) Recording the official proceedings of the Annual Membership Meeting and other
519 general membership meetings, and submitting minutes to the Executive
520 Committee within thirty (30) days after the meeting for approval;

- 521 d) Seeing that the Annual Membership Meeting and any general membership
522 meeting minutes are posted on the Chapter website within thirty (30) days after
523 Executive Committee approval;
- 524 e) Serving as Chapter Parliamentarian;
- 525 f) Chairing the Chapter Bylaws Committee and serving on the Editorial Committee;
526 and
- 527 g) Carrying out any other duties assigned by the President.

528 **11. Treasurer**

529 The Treasurer shall be responsible for maintenance of the Chapter financial records. The
530 duties of the Treasurer shall include:

- 531 a) Assisting the President and Executive Director in preparing an annual budget;
- 532 b) Providing a quarterly financial report, to include a current balance sheet and an
533 income statement reflecting Chapter financial operations;
- 534 c) Coordinating with the Executive Director on expenditures relating to the strategic
535 operational plan and functions of the Chapter Office on a timely basis;
- 536 d) Coordinating, with the Executive Director, an inventory of all Chapter property;
- 537 e) Coordinating, with the Executive Director, the annual independent audit or
538 compilation report of the Chapter's financial records;
- 539 f) Seeing that the results and summaries of the Chapter's annual independent audit
540 or compilation report are posted on the Chapter website within thirty (30) days after
541 review and approval by the Executive Committee;
- 542 g) Developing and securing adoption and maintenance of the Chapter's financial
543 procedures manual by the Executive Committee;
- 544 h) Ensuring that financial documents are available and in order, so as to facilitate the
545 preparation and filing of the Chapter's annual tax statements;
- 546 i) Chairing the Financial Planning Committee;
- 547 j) Attending all Executive Committee meetings; and
- 548 k) Carrying out any other duties assigned by the President.

549 **12. Emerging Planners Group (EPG) Representative**

550 The Chair of the EPG shall serve as the EPG Representative, and full voting member, of
551 the Executive Committee. The EPG Representative shall serve a term of office of two
552 years. The duties of the EPG Representative shall include:

- 553 a) Acting as the liaison between the Chapter, the EPG Committee, and the Chapter's
554 EPG members;
- 555 b) Coordinating with the Section EPG Ambassadors to facilitate events targeted to
556 new and emerging planning professionals;
- 557 c) Advising the Executive Committee on upcoming event programs provided by the
558 EPG;

- 559 d) Working with the Student Representative and other Executive Committee
560 members to increase participation of EPG members at the Chapter and the Section
561 levels;
- 562 e) Coordinating the EPG events, activities, and interests at the Chapter's Annual
563 Conference, including an EPG reception, EPG annual meeting and other activities,
564 as applicable;
- 565 f) Maintaining and updating the content of the EPG page on the Chapter website;
- 566 g) Maintaining a membership mailing list and confirming eligibility of its members;
- 567 h) Serving on the Professional Development Committee;
- 568 i) Overseeing and processing the appointment of EPG officers;
- 569 j) Attending all Executive Committee meetings; and
- 570 k) Carrying out any other duties as assigned by the President.

571 **13. Student Representative**

572 The Chapter Executive Committee shall determine the manner of nomination for and
573 selection of a Student Representative. Only student members enrolled in a full-time
574 course of study at a Planning Accreditation Board (PAB) accredited program shall be
575 eligible to serve as Student Representative. The Executive Committee shall select a
576 Student Representative from a different PAB-accredited program within the State on a
577 rotating basis. The Student Representative shall serve a one (1) year term of office. The
578 Student Representative shall have full voting rights on the Executive Committee and shall
579 advise the Committee and the Chapter on the provision of services to students and the
580 evolving nature of the planning profession.

581 In the event a Student Representative ceases to be a full-time student or cannot fulfill the
582 expectations of the position, the Executive Committee shall designate an eligible full-time
583 student from the same institution by the same process as the initial appointment to
584 complete the term of office. Duties of the Student Representative shall include:

- 585 a) Acting as the liaison between the Chapter and the students in the PAB-accredited
586 program;
- 587 b) Coordinating the student-related activities at the Chapter's Annual Conference,
588 including a student reception/meeting and job mart as applicable;
- 589 c) In coordination with the Faculty Liaison and the Chapter office, taking primary
590 responsibility for maintaining and updating the content of the Student Page on the
591 Chapter website;
- 592 d) Serving as student representative on the Legislative Policy and Professional
593 Development Committees;
- 594 e) Attending all Executive Committee meetings; and
- 595 f) Carrying out any other duties assigned by the President.

596 **14. Faculty Liaison**

597 The President, with the approval of the Executive Committee, shall appoint a Faculty
598 Liaison, skilled in the Planning Field, to serve as a full voting member of the Executive
599 Committee for a term of two (2) years. The Faculty Liaison shall hold a full-time faculty
600 position with an institution accredited by the PAB. The Faculty Liaison shall be appointed
601 at the first Executive Committee meeting following the installation of Chapter Officers.

602 If the appointed Faculty Liaison is not able to complete the two-year term or fulfill the
603 expectations of the position as determined by the majority of the Chapter Officers, the
604 remainder of the term shall be filled by a faculty member from the same institution and
605 appointed by the same process as for the initial appointment. The position of Faculty
606 Liaison shall be appointed from among PAB-accredited planning programs in Florida on
607 a rotating basis.

608 The duties of the Faculty Liaison shall include advising the Executive Committee and the
609 Chapter with respect to the following:

- 610 a) Improving communications between practicing planners and academic institutions;
- 611 b) Providing information about planning research activities of interest to the
612 profession;
- 613 c) Assisting with the program and arrangements for the Annual Conference;
- 614 d) Providing assistance with continuing education programs for the profession;
- 615 e) Providing other assistance as needed to coordinate academic and professional
616 interests;
- 617 f) Implementing the student minority scholarship program and the student project
618 award program;
- 619 g) Assisting with the maintenance and updating of appropriate pages on the Chapter
620 website to provide information of interest to students and new professional
621 planners;
- 622 h) Serving on the Professional Development Committee;
- 623 i) Attending all Executive Committee meetings; and
- 624 j) Carrying out any other duties assigned by the President.

625 **15. Section Chairs**

626 Each of the twelve (12) Section Chairs shall be a voting member of the Executive
627 Committee and shall represent the interests of the APA and the Chapter on behalf of the
628 members in their Section.

629 The duties of the Section Chair shall include:

- 630 a) Representing their Section membership at each Executive Committee meeting or
631 send a designee in their place if they are unable to attend the meeting;
- 632 b) Reporting on Section activities and concerns at each Executive Committee

- 633 meeting:
- 634 c) Serving on Committees as necessary to carry out the duties of the APA and the
- 635 Chapter;
- 636 d) Attending all Executive Committee meetings; and
- 637 e) Carrying out any other duties assigned by the President.

638 **ARTICLE VIII – ELECTIONS**

639 **1. Regular Elections**

- 640 a) Only members in good standing with the APA and the Florida Chapter of the APA
- 641 are eligible to hold Chapter office. The offices of VPPD and VPCE shall also be
- 642 members of the AICP.
- 643 b) By February 1 of each even-numbered year, the President shall appoint a
- 644 Nominating Committee consisting of a minimum of five (5) members, including the
- 645 Immediate Past President, who shall serve as the chair, the President-Elect, and
- 646 at least two (2) Section Chairs, with a goal to achieve geographic diversity.
- 647 c) Following a call for nominations in the Chapter Newsletter, the Nominating
- 648 Committee shall submit to the Executive Committee, by no later than May 1 of
- 649 each even-numbered year, a slate of nominees for Chapter officers for publication
- 650 to the entire Chapter membership. The Nominating Committee shall submit at least
- 651 two (2) nominees for each office to be filled, and shall confirm that such nominees
- 652 have agreed to submission of their names for office.
- 653 d) All Chapter Offices, except that of President, shall be presented to the membership
- 654 for vote. Upon completion of one (1) full term of office, the President-Elect may
- 655 succeed to the office of President without further electoral procedure.
- 656 e) Nominations for any office may be made by petition of five (5) percent of the
- 657 membership or twenty (20) members, whichever is less, provided such petition is
- 658 submitted to the Nominating Committee within thirty (30) days following the
- 659 publication of the recommended slate of officers.
- 660 f) Members may vote for any qualified candidate for any vacant office, whether or
- 661 not they are nominated by the Nominating Committee or by petition.
- 662 g) Ballots submitted to members for election of Chapter officers shall provide space
- 663 for write-in votes.
- 664 h) Ballots will be submitted to members for election of Chapter officers by APA in
- 665 accordance with the schedule of national election cycle.
- 666 i) The voting deadline and the procedures for the issuance and return of ballots shall
- 667 be transmitted with the ballots when the ballots are sent to the membership.
- 668 j) The nominee or write-in candidate for an office who receives the most votes shall
- 669 be the winner and be elected to that office. In the event of a tie, the Executive
- 670 Committee, by majority vote, shall choose the person who would best perform the
- 671 duties of the office from among the highest tied vote-getters and declare a winner
- 672 for that office.

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

676 **2. Special Elections**

677 The provisions in Article VIII (1), Regular Elections, apply to regularly scheduled elections
678 of Chapter Officers in even-numbered years. When vacancies occur in the offices of
679 Chapter Officers, special elections may be required to fill those vacancies. Article VI (4),
680 Terms of Office, describes the circumstances for vacancies for a Chapter officer and
681 when and whether a special election is required. It further provides for expeditious
682 nominations and the intervention of the Executive Committee to facilitate the timely filling
683 of vacant offices. The rules of election for filling vacancies in office by special election
684 supersede the provisions of Article VIII that apply only to regularly scheduled elections in
685 even-numbered years.

686 **3. Teller Committee**

687 A Teller Committee, appointed by the President, shall consist of at least three (3) Chapter
688 members, one of whom shall be the Executive Director, who shall be responsible for
689 tabulation of votes, or verification of tabulation if online voting is used, for the Special
690 Election of Officers of the Chapter and amendments to the Chapter Bylaws.

691 **ARTICLE IX – COMMITTEES**

692 The President may appoint committees to address matters of Chapter concern. In
693 addition to the Executive Committee, there shall be other standing committees of the
694 Chapter. The President shall appoint members to standing committees within 60 days of
695 assuming office and as needed. Standing Committee members shall be APA members
696 in good standing. A quorum for committee business shall be a majority of the members
697 of that committee. In order to promote and encourage equity, diversity and inclusion for
698 all members across the State, appointments to each Committee shall be made with the
699 goal of achieving racial, ethnic, social, cultural, and geographic diversity.

700 **1. Nominating Committee**

701 Function outlined in Article VIII.

702 **2. Bylaws Committee**

703 a) The Bylaws Committee shall be chaired by the Chapter Secretary, and shall
704 contain a minimum of five (5) Chapter members from across the state, who maybe
705 appointed by the President.

706 b) By May 1 of each odd-numbered year, the Committee shall present the Executive
707 Committee with recommendations, if any, for changes in the Bylaws.

708 c) The Committee may report or offer other recommendations to the Executive
709 Committee on a more frequent basis as the needs of the Chapter warrant.

710 Members of the Chapter may submit ideas and proposals to the Committee at any
711 time.

712 d) The Bylaws Committee shall review Section Bylaws for consistency with the
713 Chapter Bylaws.

714 **3. Conference Committee**

715 a) The Conference Committee shall consist of the Vice President for Conference
716 Services, the Vice President for Professional Development, the Vice President for
717 Continuing Education, the Chair of the host Section Conference Committee, the
718 previous-year's Host Conference Committee Chair, the Executive Director, and
719 other members as may be appointed by the President.

720 b) The Chair of the Section or designee hosting the conference and the Vice
721 President for Conference Services shall be the Conference Co-Chairs.

722 c) The Section host committee, the Chapter office, and the Conference Committee
723 shall plan and prepare the annual conference.

724 **4. Legislative Policy Committee (LPC)**

725 a) The Committee shall consist of the President-Elect, who serves as the LPC Chair,
726 a representative selected by each Section Chair, at least twelve at-large members
727 adequately representing the range of interests reflective of the Membership, and
728 the Student Representative. The President shall appoint the members-at-large, in
729 consultation with the President-Elect.

730 b) The Committee shall convene on a periodic basis to prepare legislative priorities
731 for action by the Executive Committee and, as needed, by the Chapter
732 membership.

733 c) The Committee shall serve to assist the Chapter in implementation of its legislative
734 priorities.

735 **5. Legislative Leadership Team**

736 a) The Legislative Leadership Team shall consist of the President-Elect, who serves
737 as the committee chair, the President, Legislative Representative, Executive
738 Director, and an LPC expert on the subject matter.

739 b) The purpose of the Legislative Leadership Team shall be to provide guidance to
740 the Executive Director and the Legislative Representative on matters pertaining to
741 proposed legislation, the Chapters legislative platform and position on said
742 legislation, where a quick response is necessary or has been requested from a
743 legislative representative.

744 c) The Legislative Leadership Team shall convene on an as needed basis,
745 particularly during the legislative session, to discuss and respond to legislative
746 items, questions, and proposed bills when immediate direction is needed.

747 **6. Professional Development Committee**

748 a) The Committee shall consist of the Vice-President of Professional Development,
749 who shall serve as committee chair, Vice-President for Conference Services, EPG

750 Chair, Faculty Liaison, Vice-President for Continuing Education, Section
751 Professional Development Officers, four at-large members adequately
752 representing the range of interests reflective of the Membership, and the Student
753 Representative. The President shall appoint the members-at-large, in consultation
754 with the VPPD.

755 b) The Committee shall convene on a periodic basis but, prior to the Executive
756 Committee meetings to assist in the provision of professional development
757 opportunities and to assist in AICP Exam Preparation activities.

758 c) The Committee shall serve to assist the Chapter in development and
759 implementation of its professional development opportunities, including AICP
760 exam prep courses.

761 **7. Emerging Planners Group (EPG)**

762 The purpose of APA Florida's EPG is to add value to APA membership for emerging
763 planners and tap into the energy, enthusiasm, and fresh ideas of emerging planners and
764 professionals to further the goals of the Chapter.

765 a) The EPG committee will engage in the following activities to create opportunities
766 for emerging planners' involvement at the national, chapter, and section level:

767 i. Connecting emerging planners with more experienced planners for mentorship;
768 and

769 ii. Fostering social and professional relationships with peers and experienced
770 planning professionals through career building programs, social events, and
771 mentoring opportunities.

772 b) The EPG will be led by a Committee consisting of a Chair, Vice Chair, EPG
773 Secretary, EPG Treasurer, and Student Representative, and supported by Section
774 Ambassadors. The Vice President of Membership and Outreach Services shall
775 also be a member. The EPG Committee will meet quarterly. The Chair shall serve
776 as the EPG Representative on the Executive Committee.

777 c) The committee shall plan and prepare an annual work plan, budget, and other
778 corresponding activities that further the professional interests of the Chapter's EPG
779 membership in accordance with the mission of APA and the Chapter. The
780 documents shall be submitted to the Executive Committee for final approval.

781 d) All members of APA Florida are automatically EPG members so long as they meet
782 one of the following EPG criteria: 1) have fewer than 5 years of "experience" in the
783 field, or 2) be a student currently enrolled in a planning or planning-related
784 program. The EPG Committee shall maintain a membership list and be responsible
785 for confirming eligibility of its members.

786 e) The EPG Committee shall conduct an Annual Meeting for its membership in each
787 calendar year and shall determine the meeting location. The EPG Secretary shall
788 notify the membership of the place, date and time of the Annual Meeting in a notice
789 or publication of the EPG, or by another means of communication, such as the
790 EPG website, email, and/or mail to each member at least one (1) month before the

791 meeting.
792 f) The terms for the EPG Chair, Vice Chair, Secretary, and Treasurer shall be two
793 (2) years. The terms of the EPG Committee members shall be on the same cycle
794 as the Chapter Officers. At the end of the term of an EPG Committee member,
795 the EPG Committee member shall remain on the EPG Committee until a new
796 person is appointed to the position. The EPG Committee shall solicit from
797 members a list of candidates every even year for EPG Chair and forward this list
798 to the Chapter President by September 1 for final selection by the final Executive
799 Committee meeting of the year. The incoming EPG Chair shall then appoint a Vice
800 Chair, Secretary, and Treasurer to commence their terms at the beginning of every
801 odd year. The Vice Chair shall serve as the EPG Representative on the EDI
802 Committee. The terms for Section Ambassadors shall be defined by each
803 respective Section's bylaws.

804 **8. Editorial Committee**

- 805 a) The Editorial Committee shall consist of the Vice-President for Communications,
806 who shall serve as the committee Chair, the Secretary, and other members
807 appointed by the President with a goal to achieve geographic diversity.
808 b) The Committee shall establish the newsletter themes and articles and coordinate
809 with authors regarding the provision of articles.

810 **9. Section Affairs Committee**

- 811 a) The Committee shall consist of the Vice-President for Section Affairs, who shall
812 serve as the committee chair, and Section Chairs.
813 b) The Committee shall meet on a regular basis to address Section support services
814 and shall serve to assist the Chapter in developing and providing these services.

815 **10. Financial Planning Committee**

- 816 a) The Committee shall consist of the Treasurer, who shall serve as the committee
817 chair, President-Elect; Immediate Past President; Vice-President for Section
818 Affairs; and up to three (3) other members appointed by the President.
819 b) The Committee shall annually review the Budget and its correlation to the
820 Chapter's Strategic Plan to determine whether the targets are being achieved.
821 c) The Committee shall identify and recommend programs for ensuring the
822 organization's financial health for long-term existence and viability. The Committee
823 may consider such programs as a foundation, endowment, or other financial
824 management mechanism to ensure sustainability of the organization.
825 d) The Committee shall make recommendations to the Executive Committee on
826 financial matters.

827 **11. Teller Committee**

828 Function outlined in Article VIII (3).

829 **12. Equity, Diversity and Inclusion (EDI) Committee**

830 APA Florida embraces APA National's Policy Guide regarding equity, diversity and
831 inclusion and hereby establishes an EDI Committee, recognizing that groups of people
832 have experienced limited access to opportunity and advancement which has resulted in
833 inequities in the profession and in our communities as a result of local, state, or national
834 planning policies. The EDI Committee will focus on social justice by working with the
835 Executive Committee, Sections, and membership to promote equity, diversity, and
836 inclusion in all aspects of community planning and professional development.

837 a) The EDI Committee will be led by a Chair or Co-Chairs appointed by the President
838 and supported by subcommittee chairs and other members. The Past President
839 will serve on this committee as the Executive Committee liaison. The Vice Chair of
840 the EPG shall serve as the EDI Representative on the EDI Committee. The EDI
841 Committee will evaluate their membership annually to ensure appropriate
842 representation that reflects Florida's diverse planning community and recruit new
843 members as needed.

844 b) The EDI Committee shall prepare an EDI Strategy for acceptance by the Executive
845 Committee and will develop a corresponding Work Plan that provides APA FL
846 members with EDI resources and engagement opportunities. The EDI Committee
847 will convene on a regular basis to advance the goals set forth in these documents.

848 c) The Past President and/or the Chair/Co-Chairs of the EDI Committee will provide
849 guidance to the President, Executive Director and Executive Committee on matters
850 pertaining to equity, diversity and inclusion when needed or requested.

851 **13. Ad Hoc Committees**

852 a) The President may create ad hoc committees to accomplish specific tasks
853 identified by the President.

854 b) An ad hoc committee shall consist of a committee chair, an officer and at least
855 three (3) additional members. Ad hoc committees may include non-APA members
856 with technical expertise or experience for the task.

857 c) All ad hoc committees shall dissolve at the discretion of the President or at the
858 expiration of the President's term.

859 **ARTICLE X – MEMBERSHIP MEETINGS**

860 **1. Meetings and Procedures**

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

863 **2. Annual Membership Meeting**

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

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

880 **3. Called Meetings**

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

888 **4. Virtual or Electronic Meetings**

- 889 a) All membership meetings as provided for in the bylaws may be held in person, in
890 a virtual format, or a hybrid thereof. Meetings held by virtual or electronic means
891 must assure that all members can communicate with each other and other
892 participating individuals. The virtual or electronic meeting must follow the same
893 procedures as an in-person meeting. The Chapter's Executive Director shall notify
894 the membership of the virtual or electronic meeting participation information as part
895 of the normal membership notification of meetings.
- 896 b) Quorums for meetings may be established by participation through virtual or
897 electronic means.

898 **ARTICLE XI – FINANCIAL MANAGEMENT**

899 **1. Budget and Strategic Operating Plan**

- 900 a) The fiscal year shall be the same as the calendar year, from January 1st through
901 December 31.
- 902 b) The President shall oversee the preparation of the biennial Strategic Plan, which
903 sets forth the general strategies the Chapter will pursue in achieving its goals for
904 the year and is directly related to the budget. The draft Strategic Plan shall be
905 submitted to the Executive Committee for its consideration and recommendation

- 906 prior to the Annual Membership Meeting.
- 907 c) The President and Executive Director, with the assistance of the Treasurer and
908 Financial Planning Committee, shall prepare the annual budget. The draft annual
909 budget shall be submitted to the Executive Committee for its consideration and
910 recommendation prior to the Annual Membership Meeting.
- 911 d) d) The Strategic Plan and budget shall be noticed and summarized in the Chapter
912 Newsletter and posted in full on the website prior to the Annual Membership
913 Meeting. The Strategic Plan and budget shall be presented to the membership at
914 the Annual Membership Meeting for approval.
- 915 e) The Strategic Operational Plan and budget as adopted pursuant to these Bylaws
916 shall serve as the basis for the financial management of the Chapter and may be
917 amended from time to time by majority vote of the Executive Committee.
918 Amendments to the budget will be posted to the Chapter website.

919 **2. Chapter Financial Management**

- 920 a) For the purpose of ensuring fiscal responsibility, the Executive Committee shall
921 adopt a financial procedures manual prescribing the duties, budget formats,
922 timetables, standards and procedures for managing the Chapter's finances.
- 923 b) The Executive Committee shall assure that an annual independent audit is
924 conducted for even-numbered fiscal years and an independent compilation is
925 conducted in odd-numbered years. A summary of the audit or compilation shall be
926 posted on the Chapter website within thirty (30) days of approval by the Executive
927 Committee. The audit or compilation summary will be published online and made
928 available to the membership via mail (by request) and at the Annual Membership
929 Meeting. The availability to view or obtain a copy shall be posted online and noted
930 in the next edition of the Chapter Newsletter.
- 931 c) Chapter accounts shall at all times be open to inspection by the membership, and
932 requests for record inspection shall be coordinated through the Treasurer.

933 **3. Financial Reports**

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

937 **4. Section Funds**

- 938 a) The Chapter shall be responsible for the bookkeeping and accounting
939 responsibilities associated with Section funds. Each Section will be treated as a
940 separate class in the Chapter financial statements. Each section's treasurer shall
941 also monitor the availability of the respective section funds, expenditures, and
942 revenues for the section.
- 943 b) The Chapter shall submit to each section at least once per quarter a financial report
944 showing expenditure and revenue activity no later than thirty (30) days after the
945 end of each quarterly reporting period.

946 **5. Dissolution of Florida Chapter**

947 In the event of dissolution, the residual assets of the organization will be turned over to
948 APA, which is itself exempt as an organization described in sections 501(c)(3) and
949 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections
950 of any prior or future law, or to the Federal, State, or local government for exclusive public
951 purpose.

952 **ARTICLE XII – CHAPTER BYLAWS**

953 **1. General**

954 Bylaws represent the basic governing document of the Chapter, articulating how the
955 membership and its officers interact, the assignment of duties and responsibilities,
956 specification of policies and procedures, and how the Chapter governs itself as an
957 organization.

958 **2. Bylaw Amendments**

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

- 962 a) The Chapter may amend these Bylaws in whole or in part by a majority vote of
963 those members returning ballots provided that the amendments were published by
964 the Chapter at least one (1) month prior to the ballots being made available as
965 described below.
- 966 b) The Bylaws Committee shall ensure that a ballot is transmitted via USPS or online
967 voting service to all members eligible to vote in regular elections no sooner than
968 one (1) month after the proposed bylaw amendments have been published.
- 969 c) The voting deadline and the procedures for the issuance and return of ballots shall
970 be promulgated by the Executive Committee and shall be transmitted with the
971 ballots when the ballots are sent to the membership. Ballots shall be tabulated
972 and/or verified by a teller committee as provided for in Article VIII (3).
- 973 d) Chapter Bylaws shall be consistent with APA Bylaws and cannot bind APA or its
974 officers in any respect if ever these bylaws are found to be inconsistent.
- 975 e) Petitioned Bylaws amendments shall be filed by a Sponsor(s) with the Secretary,
976 and a copy shall be forwarded by the Sponsor(s) to the Chapter office. The name,
977 address, email and telephone number of the Sponsor(s) shall be included along
978 with the petition.
- 979 f) Proposed Bylaw amendments shall be submitted to the Executive Director of APA
980 for a determination of consistency with APA's Bylaws prior to adoption by the
981 Chapter.
- 982 g) A copy of these Bylaws and all subsequent amendments shall be filed by the
983 President with the Executive Director of APA within thirty (30) days after adoption
984 by the Chapter.

985 h) The Chapter Bylaws shall be published and maintained on the Chapter website.
986 The Secretary shall ensure that amendments to these Bylaws are published on the
987 Chapter website within ninety (90) days of membership approval.

988 **3. Bylaws Amendment Sponsor**

989 a) Each proposed Chapter Bylaws amendment shall have a primary “Sponsor” listed
990 as the individual who may be contacted for questions about the proposed
991 amendment. The Executive Committee may be listed as the Sponsor.

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

997 **ARTICLE XIII – EXECUTIVE DIRECTOR**

998 The Chapter may hire or contract with an Executive Director to manage the affairs of the
999 Chapter. The Executive Director serves at the pleasure and direction of the Executive
1000 Committee, in accordance with these Bylaws, and any contractual documents approved
1001 by the Executive Committee. The duties of the Executive Director shall include:

- 1002 1. Managing Chapter office staff, maintaining the Chapter office, providing for
1003 consistency in operations, and working to ensure the Chapter’s continued fiscal
1004 viability;
- 1005 2. Assisting with the preparation, review and amendment of all operational manuals,
1006 plans and work programs, and assuring the implementation thereof;
- 1007 3. Overseeing the receipt and disbursement of funds consistent with the adopted
1008 Chapter budget;
- 1009 4. Assisting the President and Treasurer in all matters related to the financial
1010 management of the Chapter;
- 1011 5. Providing support to the President, the Executive Committee and all other committees,
1012 and to the Membership;
- 1013 6. Providing logistical and contractual support for the Annual Conference and Public
1014 Policy Conference as well as to the Chapter’s committees, as the need arises;
- 1015 7. Providing membership and support services to meet the professional and educational
1016 needs of the Membership;
- 1017 8. Carrying out other duties as assigned by the President or a majority vote of the
1018 Executive Committee, or as specified in the Executive Director’s contract or
1019 employment agreement.

1020 **ARTICLE XIV – LEGISLATIVE REPRESENTATIVE**

1021 The Chapter may hire or contract with a Legislative Representative to coordinate with the
1022 Florida Legislature or other elected bodies on issues pertaining to the planning profession
1023 and the Chapter’s adopted legislative platform and positions. The Legislative
1024 Representative serves at the direction of the Executive Committee, in accordance with
1025 these Bylaws and any contractual documents approved by the Executive Committee. The
1026 duties of the Legislative Representative shall include:

- 1027 1. Representing the Chapter and its position on various pieces of legislation to various
1028 elected officials;
- 1029 2. Keeping the Legislative Leadership Team and the Legislative Policy Committee
1030 informed of proposed legislation dealing with the planning profession, the status of
1031 said legislation, and any requests for APA Florida’s position on such legislation;
- 1032 3. Assisting the President-Elect and Legislative Policy Committee in matters related to
1033 proposed legislation that has an effect on planning in the State of Florida;
- 1034 4. Providing support to the President, the Executive Committee and all other
1035 Committees, and to the Membership in matters pertaining to proposed legislation;
- 1036 5. Providing updates to the Executive Committee, and other committees at regularly
1037 scheduled meetings;
- 1038 6. Carrying out other duties as assigned by the President or a majority vote of the
1039 Executive Committee or as specified in the Legislative Representatives contract or
1040 employment agreement.

1041 **ARTICLE XV – OTHER STAFF**

1042 The Chapter may hire or contract with other staff, or direct the Executive Director to do
1043 so on their behalf, as appropriate to support the activities and goals of the Chapter. Such
1044 staff serve at the direction of the Executive Committee, or the Executive Director as
1045 delegated, in accordance with these Bylaws and any executed contractual documents.
1046 The duties of such staff shall include, but are not limited to:

- 1047 1. Bookkeeping, legal, accounting or other professional services;
- 1048 2. Newsletter publication and editing services;
- 1049 3. Website hosting, maintenance or other graphic design services;
- 1050 4. Communication services; and
- 1051 5. Other services as may be directed by the Executive Director or as specified in the
1052 personnel’s employment contract or agreement.

NOTE: Approved by APA Florida Members November 2021.