**SECTION BYLAWS FOR THE ORLANDO METRO SECTION, ­**

**FLORIDA CHAPTER, AMERICAN PLANNING ASSOCIATION**

**ARTICLE I. GENERAL**

1. SECTION NAME AND SERVICE AREA

 The name of this Section is the Orlando Metro Section, Florida Chapter, American Planning Association (APA) hereinafter called the Section. The area served by this Section is Lake, Orange, Osceola, Sumter, and Seminole Counties, State of Florida.

1. SECTION PURPOSES

The primary purposes of the Orlando Metro Section are to facilitate the individual participation of APA members in the affairs of the Section and to further the mission of APA in the Section’s Central Florida service area. Additional purposes of this Section include, but are not limited to, the following:

* 1. To provide a forum for exchange of planning information and experiences.

B. To promote continuing education programs for planning professionals with a major emphasis on local and affordable Certification Maintenance-approved programs, especially for required credits.

1. To encourage and support young and emerging planning professionals in Central Florida.
2. To increase public awareness and understanding of the planning process and the planning profession, as well as their benefits to communities.
3. To support planning throughout the State of Florida by participation in local, regional, and state affairs to promote planning approaches in response to opportunities and challenges facing Florida communities.
4. To provide a venue for planners to work with their peers, other organizations, and the general public to enhance their knowledge of the planning profession and to improve the quality of life in Central Florida.

3. SECTION ACTIVITIES

1. The Section will not participate in or conduct any other activities not permitted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law, or not permitted by an organization, whose contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States Internal Revenue law.
2. The Section is organized exclusively for charitable, education, and scientific purposes, including 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 and operations of the Section shall conform to the law, the bylaws of the APA, and the bylaws of the Chapter and Section.

**ARTICLE II: DEFINITIONS**

1. *American Institute of Certified Planners (AICP)*. The national organization of certified professional planners and part of the APA.
2. *American Planning Association*. The national organization of which this Section is a part and which is referred to in these bylaws as “APA.”
3. *Budget*. An estimate of the income and expenditures for the Orlando Metro Section for a set period of time.
4. *Certification Maintenance (CM) Program*. 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. This program requires 32 CM credits over a two-year reporting period. The CM Program includes all education programs provided by the APA Florida Chapter or local Sections for which CM credits are approved. The provision of CM credits for any event must be approved by APA.
5. *Chapter.* The Florida Chapter of the American Planning Association, also known as APA Florida.
6. *Ex Officio*. A non-elected Executive Committee member who gives advice and information.
7. *Full Member*. A person who has paid the annual dues to APA and APA Florida.

8. *Chapter Only Member.* A person who has paid the annual dues to the Chapter only and is not a member of APA. “Chapter Only” members may vote in Section elections.

9. *Work Program.* A program of the Section’s annual activities, operations, and events that corresponds to the Section budget and that must be approved by vote of the Executive Committee. To serve the Orlando Metro Section membership, the work program shall include an online or in-person event at least every two months in various member counties, not including the Annual Meeting or Holiday Party.

**ARTICLE III: MEMBERSHIP**

A member of the American Planning Association or APA Florida whose address of record is in Lake, Orange, Osceola, Sumter, or Seminole County and who has paid the annual member dues shall automatically be a Section member. Membership shall be automatically terminated upon termination of APA membership or for failure to pay applicable Chapter dues or assessments, with automatic reinstatement upon payment.

**ARTICLE IV: EXECUTIVE COMMITTEE**

1. COMPOSITION, DUTIES AND RESPONSIBILITIES

After January 1, 2024, the Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, the Immediate Past Chair, a Professional Development Officer, a Communications Officer, two (2) Programs Officers, an Emerging Planners Group Representative (ex officio), and a University Liaison (ex officio). All duly-elected Executive Committee members serving in positions authorized under prior Section Bylaws and no longer enabled by Section Bylaws may serve their full terms if desired, with the positions expiring once vacated for any reason, including the end of term. Members of the Executive Committee shall have one vote, and a majority of the voting members of the Executive Committee shall constitute a quorum. Ex officio members shall be nonvoting members.

The Executive Committee shall have the following duties and responsibilities:

* 1. Consider and act upon Section needs and business at regularly scheduled meetings and between meetings and to report thereon to the Section membership via email, at its Annual Meeting, or as needed.
	2. Adopt the annual proposed budget, make the work program and budget available to Section membership for vote at the Annual Meeting, and transmit reports to the Chapter as required.
	3. Be custodian of all Section property and perform all fiduciary responsibilities of the Section.
	4. Establish a work program of programs and activities for the year that advance the purposes of the Section and the AICP CM Program.
	5. Appoint duly qualified members to serve the unexpired term of any vacant position on the Executive Committee, including the terms of any Section officers removed from office per Article IV(5).
	6. Appoint persons to serve on Subcommittees as deemed necessary to further the objectives of the Section.

G. To approve the Emerging Planners Group Representative as an ex officio member; and

H. Ensure Section Bylaws are followed, updated by amendments as specified in Chapter and Section Bylaws, and filed with the Chapter.

1. ELIGIBILITY FOR OFFICE

Any Full Member is eligible to hold office in the Section. Chapter Only members and APA members whose address of record is outside the Section area may not hold office in the Section.

1. TERMS OF OFFICE
	1. The term of office of each of the elected Section officers shall be for two (2) years beginning January 1. No Section officer shall serve more than two consecutive terms in the same elected office, with a term defined as any period in which an office is held for more than one year.
	2. The terms of the Officers on the Executive Committee are staggered with the Chair, Vice-Chair, Secretary, and one Programs Officer being elected in odd numbered years and the Professional Development Officer, Communications Officer, Treasurer and one Programs Officer in even numbered years. All elected officers shall remain in office until their elected successors are installed.

4. VACANCIES

The Executive Committee shall appoint a duly qualified member of the Section to serve for the unexpired term of any vacant position on the Executive Committee. If a member of the Executive Committee does not participate in four (4) consecutive meetings or at least thirty percent of Executive Committee meetings annually, the Executive Committee shall have the discretion to appoint a new Executive Committee member to serve the remainder of the term or until their successors are elected and installed.

 5. REMOVAL FROM OFFICE

The Executive Committee may remove an Officer or other appointed or elected representative from office for conduct that is unlawful or a breach of professional ethics, conviction of a felony, malfeasance, misfeasance, or nonfeasance as specified in Section or Chapter Bylaws. The Executive Committee may conduct a removal hearing whenever, in the judgment of two-thirds (2/3) of the Executive Committee, the best interest of the Section will be served. Removal of an officer requires a majority plus one vote of the Executive Committee.

6. DUTIES AND RESPONSIBILITIES

I. CHAIR

1. To call and preside at the meetings of the Section and Executive Committee;
2. To form whatever Subcommittees are needed to advance the interest or business of the Section;
	1. To recommend the appointment of persons to Subcommittees as needed and to act as an ex-officio member of all Sub-Committees;
	2. To prepare an Annual Report as described in Article VI of Section activities for the preceding year that is based on the Section’s approved work program /budget and a draft work program/budget coordinated with the Treasurerand present them to the membership at the Annual Meeting.
	3. To serve as Section Representative on the Chapter Executive Committee and attend their meetings or appoint a designee to attend;
	4. To coordinate the execution of contracts authorized by the Executive Committee with the Chapter Office;
	5. To maintain membership in the American Institute of Certified Planners, which shall be an eligibility requirement of this position;
	6. To appoint the Emerging Planners Group Representative with Executive Committee approval; and
	7. To perform such other duties as are customary to the office, including acting as official representative of the Section as necessary and receiving an official roster of Section members from the Chapter.

II. VICE-CHAIR

1. To act in place of the Chair, as necessary;
2. To perform other duties and exercise authority delegated by the Chair as are necessary to carry out the business of the Section;
3. To serve as Chair of the Nominating Subcommittee;
4. To maintain membership in the American Institute of Certified Planners, which shall be an eligibility requirement of this position; and

E. To attend all Section Executive Committee meetings.

III. PROFESSIONAL DEVELOPMENT OFFICER

1. To maintain membership in the American Institute of Certified Planners, which shall be an eligibility requirement of this position;
2. To serve as the Professional Development Officer (PDO) of the Section, guide training for the AICP exam and other professional development events, serve as the Section’s liaison to the Florida Chapter on CM and ethics, and oversee the Section’s CM applications that are created by the Programs Officers;
3. To serve as Chair of the Section Grant Subcommittee to coordinate annual Section grant applications for professional development activities; and

D. To attend all Section Executive Committee meetings.

1. COMMUNICATIONS OFFICER
2. To coordinate the preparation and distribution of the monthly Section Newsletter to promote member engagement and ensure that Section business and information is distributed to the membership;
3. To chair the Communications Subcommittee to maintain the Section’s webpages and social media accounts consistent with the Chapter’s communications guidelines, to provide regularly scheduled posts and updates to inform members about Section activities, and to create and distribute flyers and other promotional materials for Section events; and
4. To attend all Section Executive Committee meetings.
5. PROGRAMS OFFICER
6. To organize and implement the Section’s CM events, networking, and sponsorship opportunities in each of the Section’s counties per the Section’s approved work program;
7. To perform other duties and exercise authority as delegated by Chair; and
8. To attend all Section Executive Committee meetings.
9. SECRETARY
10. To maintain a permanent record of official Section activities, documents, and actions, including the minutes of the Section’s required Annual Meeting;
11. To chair the Section Bylaws Subcommittee;
12. To ensure amendments to Section Bylaws are made within ninety (90) days of amendments to Chapter Bylaws, as required by the Chapter;
13. To file two (2) copies of the Section Bylaws and subsequent amendments with the Chapter within one (1) month after the adoption of amendments and ensure that Section Bylaws are posted on Section website;
14. To attend all Section Executive Committee meetings, prepare meeting minutes, submit minutes for approval at the next Executive Committee meeting, revise minutes as needed based on Executive Committee actions, and post minutes on the Section website within thirty (30) days after Executive Committee approval;
15. To assist the Chair in the preparation of the Annual Report for the Annual Meeting; and
16. To maintain a roster of Executive Committee members that includes meeting attendance and term expirations.
17. TREASURER
18. To coordinate with the Chapter’s bookkeeper on the monthly Section report and serve as the custodian of all Section property, including donations;
19. Support the Chair in preparation of an annual proposed budget for review and approval by the Executive Committee by September 30 for presentation at the Annual Meeting for a vote of Section membership;
20. To present to the Executive Committee monthly financial reports of income and expenditures by activity as compared to adopted budget, and maintain an accurate accounting of Section finances and property;
21. To prepare a written annual financial report to Section Members for the Annual Meeting which shall include a ledger sheet of Section income and expenditures by activity compared to the budget for the preceding year
22. To coordinate with the Chapter to facilitate the disbursement of funds consistent with the approved budget and prepare financial reports as may be required by the Chapter;
23. To perform other duties and exercise authority as delegated by the Chair as are necessary to carry out business of the Section, including the collection of any sponsorships, as applicable; and

G. To attend all Section Executive Committee meetings.

1. IMMEDIATE PAST CHAIR
2. To perform duties and exercise authority delegated by the Chair as necessary to carry out the business of the Section, including mentoring and being available to provide advice to elected and appointed volunteers;
3. To chair or serve on Subcommittees as necessary; and

C. To attend all Section Executive Committee meetings.

1. EMERGING PLANNERS GROUP REPRESENTATIVE
2. To serve as an ex officio member of the Executive Committee for a one-year term as a liaison to the Chapter’s Emerging Planners Group (EPG), with current EPG membership a requirement of the position;
3. To develop events and programs to serve young and emerging planning professionals in Central Florida and engage them in Section activities;
4. To advise the Executive Committee on upcoming events and programs provided by the EPG; and
5. To attend all Section Executive Committee meetings.
6. UNIVERSITY LIAISON
7. To serve as an ex officio member of the Executive Committee for a one-year term as a liaison to the Urban Knights, with current UCF enrollment and appointment by the Urban Knights as requirements of the position;
8. To develop events and programs to serve UCF planning students and alumni in Central Florida and engage them in Section activities;
9. To lead Section involvement in any UCF mentoring programs or events and provide other assistance as needed to coordinate academic and professional interests; and
10. To attend all Section Executive Committee meetings.

**ARTICLE V: ELECTIONS AND VOTING**

1. NOMINATION AND ELECTION OF OFFICERS

A. The Executive Committee shall appoint a Nominating Committee of three or more members by February 1 of each year. The Nominating Committee’s goals shall be to find suitable members in good standing with the APA and Chapter to hold Section office and to consider the principles of equity, diversity (racial, ethnic, social, cultural, and/or geographic), and inclusion in their selected slate of nominees. The Nominating Committee shall submit at least two (2) nominees for each office to be filled and confirm that such nominees have agreed to submission of their names for office.

B. Following a call for nominations in the Section Newsletter, the Nominating Committee shall submit to the Executive Committee, no later than May 1 of each year, a slate of nominees for Section officers for publication to the entire Section membership via the Section Newsletter. The Section Newsletter must indicate that nominations for any office may be made by petition of five (5) percent of the Section membership or twenty (20) members, whichever is less, provided such petition is submitted to the Nominating Committee within thirty (30) days following the publication of the recommended slate of officers.

C. Written and/or electronic ballots will be sent out to the Section membership in accordance with the schedule of the Chapter and/or APA election cycle or no later than September of each year. Section members may vote for any qualified candidate for any vacant office, whether or not they are nominated by the Nominating Committee or by petition. Ballots submitted to members for election of Section officers shall provide space for write-in votes.

D. The nominee or write-in candidate for an office who receives the most votes shall be the winner and be elected to that office. In the event of a tie, the Executive Committee, by majority vote, shall choose the person who would best perform the duties of the office from among the highest tied vote-getters and declare a winner for that office.

1. The Nominating Committee shall collect, tabulate and report the results to the Chair prior to the Section’s Annual Meeting. The new Executive Committee shall be officially announced at the Section’s Annual Meeting.

 2. VOTING

* 1. VOTING: Only Full Members and Chapter Only Members in good standing may vote in Section elections and on Section business. A quorum for the purpose of conducting Section business shall be comprised of a majority of the members of the Section present.
	2. BYLAWS: Bylaws are the basic governing and operations document of the Section for assignment of duties and responsibilities and for the specification of policies and procedures, as required by Internal Revenue Service regulations for 501(c)(3) organizations. Bylaw amendments may be proposed by the Executive Committee or by a petition signed by five (5) percent of the Section membership that includes contact information for petitioners and that is filed with the Secretary, who will confirm all petitioners are Section members in good standing. A two-thirds majority of Section members votes cast shall be required for the adoption or amendment of Section Bylaws.

 Bylaw~~s~~ amendments will be published for membership review at least thirty (30) days prior to the ballots being sent to Section members eligible to vote in regular elections, which can be done using an online voting service. Within thirty (30) days after adoption of bylaws amendments by Section membership vote, the Secretary will file a copy with the Chapter Executive Director and the Chapter Secretary and publish on the Section website.

C. ELECTRONIC VOTING: In the event that Section business needs to be conducted between scheduled Executive Committee meetings, the Executive Committee may use electronic voting, with a minimum of 24 hours’ notice provided, the motion and all supporting documentation provided, and Executive Committee members replying to all other members with their affirmative or negative vote. In the event the motion does not pass, a new motion may be made to be voted on electronically. The Chair can call for a special meeting to allow for further discussion on the motion, or the issue can be added to the agenda for a regularly scheduled meeting. The Secretary shall tally all votes, record the officers making the motion and second, and note all discussion and official actions in minutes, subject to all requirements of the Section Bylaws.

**ARTICLE VI: MEETINGS**

1. ANNUAL MEETING
2. There shall be an Annual Meeting held each calendar year in October at a time and place to be determined by the Executive Committee. The agenda for the Annual Meeting shall include the distribution of the Chair’s written Annual Report, the budget for the upcoming year, and the Treasurer’s presentation of financial reporting. The Chair will present an Annual Report describing Section activities for the preceding year that is based on the Section’s approved work program and budget. The Chair also will present the draft work program and budget for next year to Section membership for member discussion, suggestions on Section activities, and member vote.

1. The budget and any other items requiring member vote on the Annual Meeting agenda shall be published thirty (30) days before the meeting in the Section Newsletter and on the Section’s website, which shall also provide means for voting electronically by proxy if not attending the Annual Meeting. Supporting documentation will be, at a minimum, noticed and summarized in the Section Newsletter, and posted in full on the Section’s website.
2. Action for the good of the membership and consistent with these Bylaws may be taken at the Annual Meeting, based on approval by a majority vote of Section members voting. Items voted on at the Annual

Meeting, either by mail or by proxy, are valid only for the exact language contained in the mailed ballots or proxy statements. Alteration of language resulting from amendments, made and duly passed during the Annual Meeting, shall negate the validity of mailed ballots or proxy statements on that amended item.

1. The Secretary shall file minutes of the Annual Meeting with the Communications Chair of the Section for publication on the Section website and shall submit a courtesy copy of the minutes and Annual Report to the Chapter.
2. EXECUTIVE COMMITTEE MEETINGS

There shall be a minimum of six (6) Executive Committee meetings per calendar year to carry out the Section work program and conduct Section business. Additional Executive Committee meetings shall be called as necessary by the Chair or by a majority of the Executive Committee members.

3. MEETINGS AND PROCEDURES

1. The Executive Committee may call additional meetings of Section membership as needed upon majority vote of the Executive Committee. Notice of any such called meeting shall be provided by e-mail to all members or in the Section Newsletter and on the Section website at least thirty (30) days prior to the meeting. Action for the good of the membership and consistent with Section Bylaws may be taken at all meetings.
2. All membership meetings may be held in person, in a virtual format, or a hybrid thereof. Meetings held by virtual or electronic means must ensure that all members can communicate with each other and other participating individuals.

C. At membership meetings, parliamentary procedures shall be governed by the current edition of Robert’s Rules of Order, unless otherwise amended by these Bylaws. The virtual or electronic meeting must follow the same procedures as an in-person meeting. Quorums for meetings may be established by participation through virtual or electronic means.

**ARTICLE VII: FINANCIAL MANAGEMENT**

1. FISCAL YEAR

The fiscal year of the Section shall begin January 1 and end December 31 of the same year.

2.. BUDGET

The Chair, with the assistance of the Treasurer, shall prepare the annual proposed budget for the following year, including the amount of any sponsorships, Section Grants, or other revenue, as applicable. The annual proposed budget shall be presented for review and adoption by the Executive Committee by a majority plus one vote by the end of the third fiscal quarter and a vote of the Section membership at the Annual Meeting. The Treasurer will make the budget, audit, and/or compilation summary available to Section membership on the Section website and will share the financial report at the Section’s Annual Meeting. The budget may be modified from time to time by a majority plus one vote of the Executive Committee.

**ARTICLE VIII: SUBCOMMITTEES**

1. BYLAWS

The Secretary will serve as Chair of the Bylaws Subcommittee, including organizing and conducting all meetings, and shall initiate the first meeting of the year no later than the time at which Chapter Bylaws amendments are published for membership. The Bylaws Subcommittee shall prepare draft Section Bylaws amendments, which must be consistent with Chapter Bylaws, for review and approval by the Executive Committee and Section membership. Draft revisions of Section Bylaws should be forwarded to the Chapter Bylaws Committee for courtesy review prior to adoption.

1. COMMUNICATIONS

The Communications Officer will serve as Chair of the Communications Subcommittee, including organizing and conducting all meetings. The Communications Subcommittee shall maintain the Section’s webpages and social media accounts consistent with the Chapter’s communications guidelines, provide regularly scheduled posts and updates to inform members about Section activities, and create and distribute flyers and other promotional materials for Section events.

1. PROGRAMS

The Programs Officers will serve as Co-Chairs of the Programs Subcommittee, including organizing and conducting all meetings. The Programs Subcommittee shall organize and implement Section events, networking, and sponsorship opportunities for each of the Section’s counties.

4. SECTION GRANT

The Professional Development Officer will serve as Chair of the Section Grant Subcommittee, including organizing and conducting all meetings, to complete the application for the annual Section professional development grant offered by the Chapter. A completed application shall be submitted to the Florida Chapter each year, and the Section Grant project completed by the Chapter’s identified deadline.

5. INTEREST GROUPS

 Orlando Metro Section may form special interest groups serving members, such as those represented by APA Divisions at the national level. Special interest groups shall have an Executive Committee member as a coordinator of the group and shall operate consistent with the Section Bylaws, Chapter Bylaws, and the AICP Code of Ethics. If affiliated with the APA Division, an interest group shall also operate consistent with the Division Bylaws.

These bylaws were duly adopted by at least two-thirds ballot vote of the membership votes cast of the Orlando Metro Section of the Florida Chapter of the American Planning Association, as verified by the Executive Committee, being effective August 26, 1998, and as amended from time to time with an effective date as listed below.

Amendment Effective Date:

* + January 2004
	+ August 2008
	+ October 2012
	+ July 2018
	+ March 2019
	+ December 2023

Chair, Orlando Metro Section, APA Florida Chapter Date

ATTEST:

Secretary, Orlando Metro Section, APA Florida Chapter Date