

**A RESOLUTION (2001-1)**

**A RESOLUTION OF THE MEMBERSHIP  
OF THE GEORGIA PLANNING ASSOCIATION, A CHAPTER  
OF THE AMERICAN PLANNING ASSOCIATION,  
FOR THE PURPOSE OF ADOPTING NEW BYLAWS**

WHEREAS; The membership of the Georgia Planning Association desires to amend and update the chapter's Bylaws; and

WHEREAS; The Board of Directors established a committee to review and recommend amendments to the Bylaws, including consideration of changes to the board of directors to include a president-elect; and

WHEREAS; The chapter's Bylaws Committee reported favorably on the president-elect system, and the membership desires to change to a president-elect system; and

WHEREAS; Various other changes were recommended by the Bylaws Committee as a result of its review and have been incorporated in the Bylaws; and

WHEREAS; The Board of Directors met on July 13, 2001, and voted unanimously to send the proposed Bylaws, with revisions, to the membership for a vote of approval; and

WHEREAS; Sufficient notice of intent, as required by the chapter's Bylaws, to consider revisions to the chapter's Bylaws at the Annual Meeting of the membership was published in the chapter's newsletter which is circulated to the membership; and

WHEREAS; Comments have been received from the membership on these proposed Bylaws and revisions have been made to them as appropriate; and

WHEREAS; A vote of the chapter membership is required to amend the Bylaws;

Now, therefore, BE IT RESOLVED, and IT IS HEREBY RESOLVED by the authority of the membership of the Georgia Planning Association that the Bylaws attached to and made a part of this resolution are hereby adopted.

BE IT FURTHER RESOLVED, that the changes resulting from the approval of these Bylaws will be implemented in the following manner:

I.

Changes made as a result of amendment of these Bylaws to the Board of Directors as they affect election of a President Elect shall not be implemented until the year 2002, at which time the Nominations and Elections Committee shall nominate candidates, hold an election, and the Chapter shall elect a President Elect.

II.

The changes made as a result of amendment of these Bylaws s they relate to elected officers shall not go into effect until the fall of 2003, after the Nominations and Elections Committee shall have nominated candidates and held elections for the officers and directors as described in these Bylaws. Appointed officers as described in these Bylaws shall be appointed at the beginning of the first meeting of the Board of Directors in Calendar Year 2003.

III.

Any changes to the manner in which Committees are established or Committee Chairs are appointed, to the extent that they conflict with provisions of these Bylaws prior to their amendment in calendar year 2001, shall be effective beginning with the first meeting of the Board of Directors in Calendar Year 2003.

APPROVED, THIS THE 25th DAY OF OCTOBER, 2001, IN MEMBERSHIP MEETING OF THE GEORGIA PLANNING ASSOCIATION ON JEKYLL ISLAND, GEORGIA.

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Signature of Chapter Secretary

**A RESOLUTION (2002-1)**

**A RESOLUTION OF THE MEMBERSHIP OF THE  
GEORGIA PLANNING ASSOCIATION FOR THE  
PURPOSE OF AMENDING THE CHAPTER BYLAWS,  
AS ADOPTED OCTOBER 2001, FOR THE PURPOSES OF  
ADDING A DEFINITION OF PLANNING OFFICIAL,  
ADDING A DEFINITION OF STUDENT REPRESENTATIVE,  
PROVIDING FOR THE PUBLICATION OF OFFICES OF THE CHAPTER,  
ADDING TWO PLANNING OFFICIALS TO THE BOARD OF DIRECTORS  
AND PROVIDING FOR THEIR NOMINATIONS AND ELECTION;  
ADDRESSING VACANCIES OF THE PAST PRESIDENT;  
ADDRESSING VACANCIES OF THE STUDENT REPRESENTATIVE;  
AMENDING PROVISIONS FOR CONSENT BY THE BOARD OF DIRECTORS;  
CLARIFYING THE TERMS OF OFFICE FOR THE PRESIDENT ELECT,  
PAST PRESIDENT, AND STUDENT REPRESENTATIVE;  
CLARIFYING THE ROLE OF THE PAST PRESIDENT;  
PROVIDING FOR THE DELEGATION OF AUTHORITY BY THE PRESIDENT TO  
THE VICE PRESIDENT FOR PROGRAMS TO SIGN CERTAIN CONTRACTS;  
REVISING PROVISIONS FOR THE PLANNING OFFICIALS  
DEVELOPMENT OFFICER;  
REVISING THE COMPOSITION OF THE PLANNING OFFICIALS  
DEVELOPMENT COMMITTEE;  
PROVIDING FOR INTERPRETATION OF THE BYLAWS;  
PROVIDING FOR AN EFFECTIVE DATE OF THESE AMENDMENTS;  
AND FOR OTHER PURPOSES**

WHEREAS; The membership of the Georgia Planning Association desires to amend the chapter's Bylaws; and

WHEREAS; The President appointed a committee to review and recommend amendments to the Bylaws; and

WHEREAS; The Board of Directors met and voted on June 28, 2002, to send the proposed amendments to the bylaws to the membership for a vote of approval; and

WHEREAS; Sufficient notice of intent, as required by the chapter's Bylaws, to consider revisions to the chapter's Bylaws at the Annual Meeting of the Membership was published in the chapter's newsletter which is circulated to the membership; and

WHEREAS; The opportunity for comment has been provided to the membership on the proposed bylaws amendments; and

WHEREAS; A vote of the chapter membership is required to amend the Bylaws;

Now, therefore, BE IT RESOLVED, and IT IS HEREBY RESOLVED by the authority of the membership of the Georgia Planning Association that the Bylaws are amended in the following respects.

*[Editor's Note: All amendments specified in this resolution have been incorporated into the bylaws and are omitted from this version of the resolution]*

These amendments to the Bylaws shall become effective immediately upon their adoption by the membership, subject to concurrence by the Executive Director of APA, with the following exceptions:

- (a) The two additional Director positions created by this amendment for planning officials shall not become effective until 2003, during which the Nominations and Elections Committee shall nominate eligible members to fill said new positions and the duly elected Planning Officials shall be installed as Directors at the annual membership meeting in 2003.
- (b) The election of the Student Representative under the terms of this amendment shall not take place until April 2003, during which an election shall be held to fill the position of Student Representative. This provision shall not be construed as preventing the election of a Student Representative to fill a vacant or unexpired term.
- (c) Changes to the composition of the Planning Officials Development Committee provided by these amendments shall not be effective until the membership meeting in 2003, at which time the Planning Officials will be elected to and serve on the Board of Directors.

APPROVED, THIS THE 26th DAY OF SEPTEMBER, 2002, IN MEMBERSHIP MEETING OF THE GEORGIA PLANNING ASSOCIATION ON JEKYLL ISLAND, GEORGIA.

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Signature of Chapter Secretary

**A RESOLUTION (2005-1)**

**A RESOLUTION OF THE MEMBERSHIP OF THE GEORGIA  
PLANNING ASSOCIATION FOR THE PURPOSE OF AMENDING OF  
THE CHAPTER BYLAWS ADOPTED OCTOBER 2001, AS AMENDED IN  
2002, FOR THE PURPOSE OF AMENDING ARTICLE VI, "BOARD OF  
DIRECTORS," SECTION 8, "REMOVAL OF DIRECTORS" AND  
ARTICLE VII, "OFFICERS," SECTION 4,  
"REMOVAL OF ELECTED AND APPOINTED OFFICERS"**

WHEREAS, DURING A RETREAT OF THE BOARD OF DIRECTORS IN JANUARY 2005 IT WAS SUGGESTED THAT AN ATTENDANCE STANDARD FOR DIRECTORS BE IMPOSED; AND

WHEREAS, THE BOARD OF DIRECTORS MET ON MAY 13, 2005 IN MACON TO CONSIDER LANGUAGE FOR A BYLAWS AMENDMENT TO ACCOMPLISH THAT PURPOSE AND AUTHORIZED A BYLAW AMENDMENT PROPOSAL BE CONSIDERED BY THE MEMBERSHIP AT THE ANNUAL MEMBERSHIP MEETING; AND

WHEREAS; THE BYLAWS HAVE DUPLICATE AND CONFLICTING PROVISIONS WITH REGARD TO THE REMOVAL OF DIRECTORS AND THE REMOVAL OF ELECTED AND APPOINTED OFFICERS;

NOW, THEREFORE, BE IT RESOLVED AND IT IS HEREBY RESOLVED BY AUTHORITY OF THE MEMBERSHIP OF THE GEORGIA PLANNING ASSOCIATION THAT THE CORPORATE BYLAWS ARE HEREBY AMENDED IN THE FOLLOWING RESPECTS:

**I.**

ARTICLE VI, "BOARD OF DIRECTORS," SECTION 8, "REMOVAL OF DIRECTORS IS HEREBY AMENDED IN THE FOLLOWING RESPECTS:

"Section 8. **Removal of Directors.** At any meeting of the Board of Directors with respect to which notice of such purpose has been given and a quorum is present, any director may be removed from office, for cause, by the vote of three-fourths of all of the directors of the Chapter present at the meeting and voting. Any director being considered for removal from office shall be afforded the opportunity at the meeting to present a defense, or if so requested, answer questions. Appeal shall be available through mediation provided by the Executive Director of APA. Cause for removal shall include but not be limited to the failure of the director to diligently and conscientiously carry out the duties prescribed by these Bylaws, failure of a director to personally attend in any consecutive twelve month period at least one meeting of the Board of Directors (including regularly scheduled meetings and any special called meetings) or the annual membership meeting, ~~diligently and conscientiously carry out the duties prescribed by these Bylaws,~~ conviction of a crime, or evidence of unethical behavior.

**II.**

ARTICLE VII, "OFFICERS," SECTION 4, "REMOVAL OF ELECTED AND APPOINTED OFFICERS," IS HEREBY DELETED IN ITS ENTIRETY:

~~"Section 4. **Removal of Elected and Appointed Officers.** At any meeting of the Board of Directors with respect to which notice of such purpose has been given and a quorum is present in person and not by proxy, any officer may be removed from office, for cause, by the vote of three-fourths of all of the directors of the Chapter present and voting. Any officer being considered for removal from office shall be afforded the opportunity at the meeting to present a defense, or if so requested, answer questions. Appeal shall be available through mediation provided by the Executive Director of APA. Cause for removal shall include but not be limited to the failure of the officer to diligently and conscientiously carry out the duties prescribed by these Bylaws, conviction of a crime, or evidence of unethical behavior."~~

**III.**

This Resolution shall take effect immediately upon its adoption.

APPROVED, THIS THE 29<sup>th</sup> DAY OF SEPTEMBER, 2005, IN MEMBERSHIP MEETING OF THE GEORGIA PLANNING ASSOCIATION IN COLUMBUS, GEORGIA.

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Signature of Chapter Secretary

**BYLAWS OF THE  
GEORGIA PLANNING ASSOCIATION,  
A CHAPTER OF THE AMERICAN PLANNING ASSOCIATION  
(Adopted October 25, 2001)  
(As last amended per resolution of the membership September 29, 2005)**

**ARTICLE I**

**GENERAL**

Section 1. **Name.** The name of the organization is "the Georgia Planning Association, a Chapter of the American Planning Association," hereinafter referred to as the "Chapter". The American Planning Association, a national organization of which the Chapter is a part, is hereinafter referred to as "APA".

Section 2. **Chapter Area.** The geographic area served by the Chapter is the State of Georgia.

Section 3. **Seal.** The official seal of the Chapter shall bear its name and may be incorporated into a design by the Board of Directors from time to time.

Section 4. **Definitions.**

- (a) **National Office.** The term "National Office" refers to the office of APA designated by APA to service chapter membership matters.
- (b) **Executive Director.** Unless otherwise qualified, the term "Executive Director", when used in these Bylaws, refers to the duly appointed Executive Director of APA.
- (c) **Member's Address of Record.** A member's "address of record" shall be the address furnished the Chapter by the National Office. It is the member's responsibility to notify the National Office of any change of address.
- (d) **Publication of the Chapter.** A "publication of the Chapter" shall mean any publication that is mailed to all Chapter members at their address of record without special charge.
- (e) **American Institute of Certified Planners.** The American Institute of Certified Planners is a subsidiary institute of APA and shall hereinafter be referred to as "AICP".
- (f) **Director.** Any one of the members of the Board of Directors, as established by Article VI of these Bylaws, including elected and appointed officers.

- (g) **Planning Official.** Any person who is a regular or planning board member of APA or a Georgia Chapter-only (associate) member, and who is: elected to a board of commissioners of a county in Georgia; elected as mayor, council member, or commissioner of a municipality in Georgia; appointed to a city or county planning commission of a local government in Georgia or joint city-county planning commission for local governments in Georgia, or a similar local government body in Georgia. *[added 9-26-02]*
  
- (h) **Student Representative.** A member or student member of APA, or a Chapter-only member or student member of the Georgia Chapter of APA, and who is: enrolled full-time or part-time in good standing in a program of academic study in planning or a related academic field; and elected in accordance with these bylaws from among the eligible student members of the Georgia Chapter. For purposes of these bylaws, a Student Representative elected in accordance with these bylaws shall not be required to enroll in a summer term to maintain eligibility as the Student Representative. *[added 9-26-02]*

Section 5. **Procedures.** At meetings of the membership and of the Board of Directors. parliamentary procedures shall be governed by the most current edition of Robert's Rules of Order. Questions regarding parliamentary procedures shall be resolved by the person presiding at such meeting, or by their designee.

## **ARTICLE II**

### **PURPOSES**

The purposes of the Chapter shall be to encourage, promote and assist physical, economic, and human resources planning within the State of Georgia and to further the purposes of APA, including but not limited to the following: to provide for the exchange of ideas and to disseminate information to public officials and others engaged in or interested in planning and community development; to foster meetings, conferences, and educational programs relating to planning and development; to promote and support research and publications relating to planning and development and other pertinent subjects; to develop programs for the examination and continuing education of professional planners; to develop high standards for professional practice and competency through education; and to otherwise promote understanding, cooperation, coordination, and support necessary for progressive planning and development throughout the State of Georgia. No part of the net earnings of the Chapter shall inure to the benefit of any of its members or any other individual. Notwithstanding anything herein to the contrary, the Chapter shall exercise only such powers as are within the scope of those activities set forth in Section 501(c) of the Internal Revenue Code of 1954, as now or hereafter amended.

## ARTICLE III

### OFFICES

The location of the principal office of the Chapter shall be the Address of Record of the Secretary, unless otherwise determined by the Board of Directors. When a change of principal office from that of the Secretary is required, the Board of Directors may make the change after proper and timely notice to the membership. The chapter in its newsletter shall publish the mailing addresses and other contact information of the President, Secretary (Address of Record), Treasurer, and Newsletter Editor. *[Amended 9-26-02]*

## ARTICLE IV

### MEMBERSHIP

Section 1. **Qualification.** Except as otherwise provided herein, any member of APA whose address of record is within the Chapter area shall automatically be a Chapter member. Any APA member whose address of record is outside the Chapter area may also become a Chapter member upon payment of any applicable dues and assessments. Persons who are not members of APA may become associate members of the Chapter. Qualifications and dues for associate members shall be established by the Board of Directors. *[Amended 9-26-2002]*

Section 2. **Termination and Reinstatement.** Except for associate (Chapter-only) members, Chapter membership shall be automatically terminated upon termination of APA membership. Chapter membership also may be terminated for failure to pay Chapter assessments. Chapter membership may be reinstated subject to conditions as may be established by the Board of Directors. *[Amended 9-26-02]*

Section 3. **Dues and Assessments.** The Chapter, by mail ballot of the membership or at a properly noticed Annual Meeting or special meeting of the membership, may establish dues or assessments beyond the base chapter dues set by APA.

Section 4. **Expulsion.** Members may be expelled from the Chapter for cause by the vote of three-fourths of all the members of the Board of Directors.

## ARTICLE V

### MEMBERSHIP MEETINGS

Section 1. **Annual Meetings.** An Annual Meeting of the membership of the Chapter shall be held in each fiscal year at such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may properly be brought before the meeting.

Section 2. **Special Meetings.** Special meetings of the members may be called by the President, by the Executive Committee, or by written petition signed by at least ten percent of the members of the chapter delivered to the Secretary. The place, date and time of such meetings shall be set by the President or by the Executive Committee, provided that the location shall be within the Chapter area.

Section 3. **Notice of Meetings.** Written notice of every meeting of the membership, stating the place, date, hour and, in the case of a special meeting, the purpose of the meeting, shall be given either personally, by mail or in a publication of the Chapter delivered to each member not less than 30 nor more than 60 days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail with proper postage thereon prepaid addressed to the member at his Address of Record. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting and of all objections to the place or time of meeting, or the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Notice need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting.

Section 4. **Quorum.** Five percent (5%) of the members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws. If a quorum is not present or represented at any meeting of the membership, the Board of Directors may convene thereupon or at a later date and transact such business as may otherwise have been presented at the meeting, provided, however, that this provision shall not authorize the Board of Directors to take action on any question that is required to be addressed at a meeting of the chapter membership.

Section 5. **Voting.** When a quorum is present at any Annual Meeting or special meeting of the membership, the vote of a majority of the members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of law or of the Articles of Incorporation or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of the question. Each member shall at every meeting of the membership be entitled to one vote in person or by proxy. To be valid, a proxy shall be in writing, shall be dated and signed by the member, and shall state the purpose(s) for which the proxy is granted to the bearer. Multiple proxies signed by the same member for the same purpose(s) shall invalidate all such multiple

proxies. No proxy shall be voted or acted upon after 90 days from its date, unless otherwise provided in the proxy.

Section 6. **List of Members.** The Chapter shall keep at its principal office a record of its members, giving their names and addresses. The Secretary of the Chapter shall prepare and make, before every meeting of the membership, a complete list of the members entitled to vote at the meeting arranged in alphabetical order, with the address of each, or in such other order as the Secretary deems appropriate. The list shall be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting for the purposes thereof. Said list may be the Chapter's regular record of members or the association's membership directory if it was published within one year of the date of the membership meeting and if it is arranged in alphabetical order or contains an alphabetical index, or is arranged in any other order that the Secretary deems appropriate.

## ARTICLE VI

### BOARD OF DIRECTORS

Section 1. **Membership.** The property and affairs of the Chapter shall be managed by a Board of Directors whose members shall represent diverse constituent and geographic interests within the State. All directors shall be natural persons of the age of 18 years or over and shall be members of APA, except for planning officials, who must be either APA members or Chapter-only (associate) members. *[Amended 9-26-02]*

The Board shall be composed of the following persons who shall be directors:

- (a) The six elected officers of the Chapter identified in Article VII of these Bylaws (President, President Elect or Past President, Vice President for Programs, Vice President for Chapter Services, Treasurer, and Secretary);
- (b) The following appointed officers: Professional Development Officer, Planning Officials Development Officer if the PDO is not assigned these functions, and Chair of the Legislative Committee;
- (c) One director from each of the ten substate districts, each of whom shall have his or her address of record within the boundaries of the substate district he or she represents. *[Amended 9-26-02]*
- (d) Two directors elected at-large, who are members of AICP;
- (e) Three directors, elected at-large, who are not members of AICP; and
- (f) One student representative.
- (g) Two planning officials, elected at large. A planning official shall be eligible to maintain the position of Director and shall hold said position only for so long as said planning official holds the elected or appointed position of local government planning official. *[Added 9-26-02]*

Section 2. **Term of Office.** The term of office for Directors shall be two years and until their successors are duly qualified and elected, with the exception of the following:

- (a) **President Elect.** The term of office of the President Elect shall begin on the date he or she is installed at the Annual Membership Meeting. The term of office for President Elect shall be one year or until the President Elect assumes the position of President in accordance with these bylaws.
- (b) **Past President.** The term of office of the Past President shall begin on the date the President Elect is installed as President in accordance with these bylaws. The Past

President shall serve a term of office of one year or until a President Elect shall be elected and installed in accordance with these bylaws.

- (c) Student Representative. The term of office of the Student Representative shall be for one year following election to that office in accordance with these bylaws or until his or her successor is elected. In no case shall the Student Representative serve on the Board after graduation from the program of study which qualified the Student Representative to serve on the Board.

Directors who are elected shall be eligible for re-election, except for the President Elect, who may serve no more than one consecutive term as President, and the Student Representative.  
*[Amended 9-26-02]*

**Section 3. Powers and Responsibilities.** The Board of Directors shall insure that, at a minimum, the following functions are carried out:

- (a) Assessing needs and priorities and formulating the Chapter's Annual Work Program and Budget. The Chapter Development Plan shall be reviewed and updated within six months of the beginning of the terms of office of the Board of Directors and at least every two years.
- (b) Reporting to the membership of all business which is considered or acted upon between Chapter meetings.
- (c) Putting into effect the votes of the Chapter.
- (d) Setting the Chapter fiscal year and authorizing expenditures consistent with the Chapter Development Plan, Work Program, and Budget.
- (e) Establishing the dates for all annual and other meetings and notifying the membership by written communication.
- (f) Performing such other functions as are delegated herein or by the members of the Chapter.

In order to carry out the above functions, the Board may delegate responsibility to the Executive Committee and other Committees as set forth in Article IX.

The Board is authorized to accept and expend grants, gifts, annuities and property on behalf of the Chapter. The Board shall also authorize the collection of fees for services at such rates as the Board establishes.

The Board is authorized to remove any committee chairperson or committee member for failure to diligently and conscientiously carry out their assigned duties.

The Board is further authorized to appoint and employ a Chapter Executive Director and a staff when, in its judgment, the business of the Chapter so requires and when sufficient funds are available. The Board may assign the Chapter Executive Director all or part of the duties of the Secretary and/or Treasurer and such other duties as may be required or may be deemed appropriate. The Board shall provide at least thirty days notice through the Chapter newsletter or other appropriate means to chapter members of its intent to appoint and employ a Chapter Executive Director, prior to taking any action on such appointment and employment.

The Board of Directors is not authorized to establish dues and assessments beyond the base dues established by APA, nor to amend the Bylaws, except upon approval through a vote of the membership as provided in these bylaws.

**Section 4. Meetings.** There shall be at least two meetings of the Board in any calendar year at times and places to be determined by the President. A membership meeting at which a quorum of the Board of Directors is present in person may constitute one of the two required meetings of the board, provided that the President calls to order the meeting as a meeting of the Board. Reasonable notice shall be given of such meetings to the members of the Board, and where feasible, the membership, and the President shall use all practicable means to give the earliest effective notice of such meetings. A majority of the Board of Directors may convene a meeting of the Board by giving reasonable notice to the other Board members, which notice shall state the date, time and place of said meeting. Notice need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, and waiver of all objections to the date, place and time of the meeting, or the manner in which it has been called or convened, except when the director states, at the beginning of the meeting, any such objection or objections to the transaction of the business.

**Section 5. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the Board, the Executive Committee may, upon its own motion or at the request of the directors present, convene thereupon or at a later date and transact such business as may otherwise have been presented at the meeting.

**Section 6. Consent of Directors.** After each member of the Board has been given reasonable notice, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, unless three (3) or more members of the Board object thereto in writing, which may include electronic mail. Any such action so taken shall be indicated in the minutes of the proceedings of the Board. Such action shall have the same force and effect as a majority vote of the Board. *[Amended 9-26-2002]*

**Section 7. Conference Telephone Meeting and Attendance and Vote by Proxy.** Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in

person. Directors who are unable for any reason to attend a meeting of the Board may provide their written consent to another Board member by letter or e-mail to cast a vote by proxy on business transacted at a meeting of the Board of Directors. For purposes of a quorum of the board, a proxy shall count as attendance at the board meeting if printed and presented to the Secretary in hard copy.

**Section 8. Removal of Directors.** At any meeting of the Board of Directors with respect to which notice of such purpose has been given and a quorum is present, any director may be removed from office, for cause, by the vote of three-fourths of all of the directors of the Chapter present at the meeting and voting. Any director being considered for removal from office shall be afforded the opportunity at the meeting to present a defense, or if so requested, answer questions. Appeal shall be available through mediation provided by the Executive Director of APA. Cause for removal shall include but not be limited to the failure of the director to diligently and conscientiously carry out the duties prescribed by these Bylaws, failure of a director to personally attend in any consecutive twelve month period at least one meeting of the Board of Directors (including regularly scheduled meetings and any special called meetings) or the annual membership meeting, conviction of a crime, or evidence of unethical behavior. *[Amended 9-29-05]*

**Section 9. Vacancy by Director.** In the event that a member of the Board of Directors, including elected and appointed officers, is removed for cause pursuant to Section 8 of this article, or in the event that a Director, elected officer, or appointed officer resigns, fails to retain active membership, becomes ineligible to hold such position, or otherwise vacates his or her position, or in the case of an apparent permanent absence of said director, the vacated position shall be filled by vote of the remaining members of the Board of Directors at the next meeting of the Board, or if no meeting of the Board is scheduled or held within six months of said vacancy, by vote of the Executive Committee at the next meeting of the Executive Committee following said vacancy. Said person approved by the Board or Executive Committee to fill the vacancy shall fill and complete the unexpired term of the Board position vacated.

This section shall not apply to the Past President. In the event that the Past President vacates the position, the Board shall not fill the vacancy, and the position shall remain vacant until filled by the outgoing President in accordance with these bylaws. *[Added 9-26-2002]*

This section shall not apply to the Student Representative. In the event that the Student Representative vacates his or her position or is no longer qualified according to these bylaws to hold the position of Student Representative, the position shall remain vacant until a Student Representative is elected in accordance with Article VII, Section 6 of these bylaws or until an election is held in accordance with said Section to fill a vacancy or unexpired term of the Student Representative. *[Added 9-26-02]*

**Section 10. Designation of Sub-State Districts.** The state shall be divided into ten districts in accordance with boundaries approved by the Board of Directors and attached to these Bylaws from time to time as Appendix A. District boundaries shall be drawn along county lines such that no county is split between two or more districts, nor shall the geographic area of any Regional Development Center (as designated by the State of Georgia) be located within more

than one district. If any county changes membership from one Regional Development Center to another across district boundaries, the district boundaries shall be automatically revised to incorporate the county into the district containing the Regional Development Center prior to the next election of the Board of Directors.

## ARTICLE VII

### OFFICERS

Section 1. **Number of Elected Officers.** The elected officers of the Chapter shall be a President Elect, a Vice President for Programs, a Vice President for Chapter Services, a Treasurer, and a Secretary. In addition, there shall be a President and Past President who although not elected as such shall serve as elected officers by virtue of previous elections. In addition, there shall be a Student Representative on the Board who shall be elected in accordance with Article VIII, Section 6 of these bylaws. *[Amended 9-26-2002]*

Section 2. **Number and Terms of Appointed Officers.** The President shall, with the consent of the Board of Directors, appoint a Chair of the Legislative Committee, a Professional Development Officer (PDO) who shall be a member of AICP, and a Planning Officials Development Officer (PODO), who may but is not required to be the Professional Development Officer or another member of the Board of Directors. The President may, with the consent of the Board of Directors, appoint such other officers and agents as he or she shall deem necessary. All officers appointed by the President with the consent of the Board of Directors shall hold office for such terms and shall exercise such powers and perform such duties as may be required by these Bylaws, if specified, and in addition as shall be determined from time to time by the President with the consent of the Board of Directors. The Chair of the Legislative Committee, Professional Development Officer, and the Planning Officials Development Officer if a different person from the PDO or another member of the Board of Directors, shall serve on the Board of Directors upon their confirmation by the Board of Directors. Any other appointed officers shall not serve on the Board of Directors.

Section 3. **Powers and Responsibilities.** Except as hereinafter provided, the elected and appointed officers of the Association shall each have such powers and responsibilities as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors or the President.

- (a) **President.** The President shall call, organize, and preside at meetings of the Board, the Executive Committee and the membership. The President shall provide leadership on the development of Chapter policies in coordination with the Board and the Executive Committee. The President with assistance from the President Elect or Past President, shall prepare an annual budget for approval by the Board of Directors, or if no quorum of the Board can be attained within the time limitation placed on such action by these Bylaws, submit the annual budget for approval by the Executive Committee. The President shall coordinate the review and update of the Chapter Development Plan and Work Program by the Board of Directors. The President shall have the authority to speak on behalf of the Chapter on legislative priorities that have been adopted by the Board; the President may also authorize the President Elect, Chair of the Legislative Committee, and/or the Past President to represent the Chapter on legislative affairs. The President shall have power to

create, appoint, and discharge all Chapter committee Chairpersons except for chairpersons of standing committees provided in these Bylaws, and the President shall be a member of all standing and optional committees created by the chapter. The President shall represent the Chapter on the APA Chapter Presidents Council and shall attend national and leadership conferences of APA as appropriate. The President shall sign all deeds, contracts and other formal instruments as required by the Board; provided, however, that the President may delegate authority to the Vice President for Programs to sign contracts pertaining to meeting spaces and other arrangements for spring or fall conferences, annual membership meetings, planners luncheons, or meetings of the Board of Directors, when the Board of Directors has consented to the general location for such meeting. The President shall call meetings and perform other duties required by these Bylaws or customary to the office and any additional duties that may be assigned by the Board. The President may not serve more than one term consecutively. *[Amended 9-26-02]*

- (b) **President Elect.** There shall be an officer known as the President Elect elected during the fall in even-numbered years. While the President Elect is in office, he or she shall assume the duties of the President in the temporary absence of or in the event of temporary incapacity of the President, for the duration of such temporary absence or incapacity. The President Elect shall participate in the preparation of the Chapter Development Plan and Annual Work Program and Budget. The President Elect is expected to attend national and leadership conference of APA during his or her term of office. The President Elect may undertake other duties and responsibilities as assigned by the President. *[Amended 9-26-02]*
- (c) **Past President.** There shall be an officer known as the Past President. The office of Past President shall be held by the outgoing President. While the Past President is in office, he or she shall assume the duties of the President in the temporary absence of or in the event of temporary incapacity of the President, for the duration of such temporary absence or incapacity. The Past President shall participate in the preparation of the Chapter Development Plan and Annual Work Program and Budget. *[Amended 9-26-02]*
- (d) **Vice President for Programs.** The Vice President for Programs shall assist the President in the guidance and coordination of Chapter activities and programs. The Vice President for Programs shall establish the program for the annual conference if held by the chapter, and make the necessary arrangements therefore, and shall carry out any other duties assigned by the President. The Vice President for Programs shall chair the Programs Committee and shall perform such other duties as may be required by these Bylaws or customary to the office.
- (e) **Vice President for Chapter Services.** The Vice President for Chapter Services may appoint a chapter services committee with the consent of the Board of Directors to assist with the functions of the office and, if such a committee is established, he or she shall chair said committee. The Vice President for Chapter Services shall be responsible for publication of the chapter Newsletter, either

through a Chapter Services Committee or a Newsletter Editor nominated by the President and confirmed by the Board of Directors. The newsletter shall be published at intervals approved by the Board in its annual budget. The Vice President for Chapter Services shall also coordinate the publication of a chapter membership roster or directory at least once every two years and said shall also be generally responsible for membership services.

(f) **Secretary.** The Secretary shall:

1. Maintain an accurate list of the members of the Chapter and make such list available at all meetings of the membership in accordance with Article V of these Bylaws. The Secretary may assist the Vice President for Chapter Services with compiling information for a chapter membership directory;
2. Notify members and Board members of meetings and prepare and report minutes of Membership, Board, and Executive Committee meetings;
3. Transmit to the APA Executive Director a list of all Chapter directors (including their addresses and telephone numbers) within 30 days of their election;
4. Transmit to the APA Executive Director at least one copy of each publication of the Chapter, and a copy of approved minutes of all meetings of the membership and Board of Directors, upon their adoption;
5. Submit to the APA Executive Director proposed Bylaws or Amendments as required by the Bylaws of APA;
6. Retain and have custody of all non-financial records of the Chapter and its Articles of Incorporation, Bylaws and seal; and
7. Perform such other duties as may be required by these Bylaws or customary to the office.

(g) **Treasurer.** The Treasurer shall:

1. Receive and disburse Chapter funds;
2. Collect Chapter dues and assessments not collected by the National Office;
3. Assist the President in preparing an annual budget for review and approval by the Board;
4. Maintain accounts which shall be open to inspection by officers and members and subject to audit;

5. Prepare quarterly and year-end cumulative financial report to coincide with Executive Committee and annual membership meetings which shall include a current balance sheet and an income/expense statements;
  6. Retain and have custody of all financial records of the Chapter; and
  7. Perform such other duties as may be required by these Bylaws or customary to the office.
- (h) **Professional Development Officer.** The Professional Development Officer shall have the responsibility for advancing the interests of all professional planners and others actively involved in the field of planning, advising the Board and membership on the evolving character of the planning profession, and for liaison between professional members of the Chapter, other professionals and students. The Professional Development Officer shall act to support, encourage and nurture activities determined of concern to the Professional Development Committee of the Chapter and its counterpart organization within APA. The Professional Development Officer shall be a member of AICP, may chair the Professional Development Committee, if he or she elects to establish a professional development committee, and shall serve as the chapter's Professional Development Officer (PDO). The Professional Development Officer may, if appointed by the President with the confirmation of the Board, also serve simultaneously as the Planning Officials Development Officer (PODO) but in the event that one person holds both offices, he or she shall be entitled to only one vote on matters before the Board of Directors.
- (i) **Student Representative.** The Student Representative shall advise the Chapter Board, Professional Development Officer, and the membership on the conduct of services to students and the evolving character of the planning profession.
- (j) **Planning Officials Development Officer.** The Planning Officials Development Officer shall have the responsibility for advancing the interests of all planning officials, advising the Board and membership on the evolving character of local planning commissions and other local bodies with planning functions, and for liaison between planning officials who are members of the chapter and the Board. The Planning Officials Development Officer shall be responsible for organizing and conducting a community planning institute, to be offered annually or as otherwise approved as part of the Board's Annual Work Program and Budget. In the event that the Planning Officials Development Officer is the same as the Professional Development Officer or another person on the Board of Directors, said person holding the office of Planning Officials Development Officer shall be entitled to only one vote on matters before the Board. *[Amended 9-26-02]*
- (k) **Chair of Legislative Committee.** There shall be an appointed officer known as the Chair of the Legislative Committee, who shall serve as the chair of the Legislative Committee and shall serve on the Board of Directors. The Chair of the

Legislative Committee shall have responsibility to oversee and coordinate the legislative program of the Chapter; develop and oversee a continual process to solicit the views of the membership on legislative issues and priorities; and work with other organizations on legislative affairs.

Section 4. **Removal of Elected and Appointed Officers.** [*Repealed 9/29/05. See Article VI, "Board of Directors," Section 8, "Removal of Directors" for applicable provisions*]

## ARTICLE VIII

### ELECTIONS

#### Section 1. **Nominations.**

- (a) Nominations and Elections Committee. There shall be a Nominations and Elections Committee. The President after consultation with the Board shall appoint a Nominations and Elections Committee, no later than ninety days prior to the Annual Meeting scheduled to occur in any given year. The Nominations and Elections Committee shall be chaired by the President Elect during the years in which the President Elect holds office. The Committee shall be chaired by the Past President during the years in which the Past President holds office. The committee shall select nominees to fill the positions of elected officers and directors of the Chapter other than Student Representative and President. In even-numbered years, the Committee shall nominate at least two candidates for President Elect. In odd-numbered years, the Nominations and Elections Committee shall nominate at least two candidates for the offices of Vice President for Programs and Vice President for Chapter Services. The Nominations and Elections Committee shall nominate at least one candidate for Secretary, Treasurer, and each of the director positions. The Nominations and Elections Committee shall prepare the ballot, tabulate the ballots, conduct runoff elections when necessary, and certify the results of the election to the membership at the Annual Meeting of the membership.

The Nominations and Elections Committee shall nominate at least three candidates for the two Planning Official positions on the Board of Directors. *[Added 9-26-02]*

- (b) Additional nominations may be made by written petition which states the name of the nominee and the position to be filled, bears the signatures of ten (10) or more members, and is submitted to the Nominations and Elections Committee on or before sixty days prior to the Annual Meeting.
- (c) Upon certification of all nominees, the Nominations and Elections Committee shall notify each candidate by mail, e-mail, fax, or phone of the names of all other candidates nominated by the Committee or by petition.

Section 2. **Eligibility.** Each candidate for office nominated by the Nominations and Elections Committee shall be a member in good standing of APA, and the Chapter and shall be at least 18 years of age. Any current member of the Nominations and Elections Committee shall not be eligible and shall not be nominated to be a candidate for office. The Nominations and Elections Committee may nominate an officer or member of the Board of Directors to be President Elect. In cases where an officer or member of the Board of Directors is nominated for President Elect, said officer or member of the Board of Directors may retain his or her present position of officer or member of the Board of Directors. If the officer or board member so nominated for President Elect is elected President Elect, said officer or board member shall by

virtue of such election at that time vacate the position or positions held on the Board prior to being elected to the position of President Elect, and the Board of Directors shall thereafter fill the vacant position in accordance with these bylaws. If said officer or board member is not elected to the position of President Elect, he or she shall retain his or her position on the Board held prior to being nominated President Elect and may serve the remainder of his or her term as officer or board member.

Section 3. **Ballots.** Not more than sixty and not less than thirty days prior to the Annual Meeting, the Nominations and Elections committee shall cause to be mailed to each member in good standing a ballot containing the names of its nominees for officers and directors as well as the names of any Chapter member nominated by petition in accordance with Section I (b) of this Article VIII.

Section 4. **Voting.** The elected officers and directors (excluding the Student Representative) of the Chapter shall be elected by the affirmative written ballots of the majority of the members voting. To be counted, ballots must be received by the Nominations and Elections Committee no later than ten days prior to the date of the Annual Meeting of the membership. The results of the election shall be ascertained by the Nominations and Elections Committee and the officers and directors so elected shall be installed at the Annual Meeting of the membership. In case no candidate for a particular elected office receives a majority of the votes cast, there shall be a runoff election at the Annual Meeting of the membership between the two candidates for such elected office or position as director. The candidate receiving the most votes in the runoff election shall be installed at the Annual Meeting of the membership.

Section 5. **Vacancies.** Vacancies occurring between elections shall be filled by the Board of Directors in accordance with the provisions of Article VI.

Section 6. **Election of Student Representative.** The Student Representative shall be elected during April of each year from among the first-year students enrolled in the Graduate City Planning Program at Georgia Institute of Technology who are student members of the Georgia Planning Association or any other student members of the Georgia Chapter. The Director of said program shall supervise all aspects of the election, including the nomination of candidates. The Director of said program shall be authorized to hold any additional election which may be necessary to fill a vacancy or unexpired term of the Student Representative. The Director of said program shall notify the President upon the election of a Student Representative.  
*[Amended 9-26-02]*

Following accreditation of a planning degree by the Planning Accreditation Board at a second college or university in the state, the election of Student Representative shall be coordinated between the Directors of each such accredited program to their mutual satisfaction.

## ARTICLE IX

### COMMITTEES

Section 1. **Executive Committee.** There shall be an Executive Committee of the Chapter comprised of the President, President Elect or Past President, Vice President for Programs, Vice President for Chapter Services, Secretary, Treasurer, Professional Development Officer, Planning Officials Development Officer if different from the Professional Development Officer, and two additional members of the Board of Directors elected by the Board. The Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Chapter when it shall be impossible or impractical for the Board to meet, except that it shall have no authority to (1) amend the Articles of Incorporation or these Bylaws; (2) adopt a plan of merger or consolidation; (3) sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the Chapter; (4) voluntarily dissolve or revoke the Chapter; (5) change the Chapter dues, or (6) remove an officer or director from office. The Executive Committee shall meet at least two times per fiscal year, unless the President declares no need for the Executive Committee to meet, in which case one or both meetings of the Executive Committee shall not be required to be called. Meetings may be called by a majority of the members of the Executive Committee upon reasonable notice of the date, time and place to the other committee members. A majority of the Committee members shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Executive Committee. Members of the Executive Committee who are unable for any reason to attend a meeting of the Board may provide their written consent to another member of the Executive Committee to cast a vote by proxy on business transacted at a meeting of the Executive Committee. For purposes of a quorum of the Executive Committee, a proxy shall count as attendance at the board meeting. The President shall preside over the meetings of the Executive Committee.

Section 2. **Nominations and Elections Committee.** There shall be a Nominations and Elections Committee as established in Article VIII of these Bylaws.

Section 3. **Professional Development Committee.** There shall be a Professional Development Committee. The Professional Development Officer shall chair the Professional Development Committee and appoint no less than three Chapter members to serve on the Professional Development Committee. The President shall be a member of the committee. At least two of the Committee members appointed by the Professional Development Officer shall be members of AICP. The duties of the Committee shall be:

- (a) To advise and counsel prospective members of AICP as to the qualifications, purposes, and programs of AICP, its Code of Ethics and Professional Conduct, and any advisory rulings relative to AICP membership issued by AICP;

- (b) To advise members of AICP concerning opportunities and/or requirements for continuing education and professional development; and
- (c) To develop ethical standards and approaches to monitoring ethical practice.
- (d) To develop and foster programs oriented to continuing education and the improvement of planning skills of all professional members of the chapter.

Section 4. **Legislative Committee.** There shall be a Legislative Committee. The President with consent of the Board of Directors shall appoint a Chair of the Legislative Committee who shall be an appointed officer serving on the Board of Directors and chair the Legislative Committee. With advice and consent of the President, the Chair of the Legislative Committee shall appoint a Legislative Committee composed of the President, Chair of the Legislative Committee and at least three other Chapter members whose responsibilities shall be to:

- (a) Conduct an annual survey of the membership to determine legislative priorities,
- (b) Develop and carry out a legislative program that represents the views of the membership, and that is approved by the Board of Directors;
- (c) Work with the Vice President for Programs and the Programs Committee in an effort to hold at least one legislative forum annually as may be appropriate, to which all members are invited, for the purpose of developing Chapter priorities on legislative issues;
- (d) Recommend to the Board for approval an annual statement of legislative priorities of the Chapter, after having developed such priorities with the full participation of the membership; provided, however, that such legislative priorities are educational in nature and do not constitute lobbying as may be prohibited by tax-exempt status for the chapter to undertake;
- (e) Inform the public, and elected and appointed officials, of the legislative priorities approved by the Board;
- (f) Inform the membership of legislative issues, proposed legislation, and results of the legislative process in Congress and the Georgia General Assembly.

Section 5. **Audit Committee.** An audit committee may be established and members appointed by the Board of Directors. If established, the Audit Committee shall be composed of three directors who are appointed by the Board of Directors and who are not officers or members of the Executive Committee. The Audit Committee may appoint one of its members as chairperson, and is authorized to employ outside professional accounting assistance with the consent of the Board. The Audit Committee's duty shall be to audit the Treasury and the Treasurer's records and verify the accounts annually and immediately prior to transferring the accounts to the incoming Treasurer.

Section 6. **Programs Committee.** There shall be a Programs Committee, which shall be chaired by the Vice President for Programs and shall be composed of the President, Vice President for Programs, and such number of Chapter members as deemed appropriate by the Vice President for Programs, and as appointed by the Vice President for Programs. The Programs Committee shall carry out such duties as assigned by the President and Vice President for Programs, which shall include:

- (a) In accordance with the general direction of the Board of Directors, the Programs Committee shall be responsible for creating and executing all membership meetings and conferences as to date, time and place, program content and presenters, meals and refreshments, etc.
- (b) The Programs Committee, directly or through subcommittees, shall be responsible for encouraging and executing special Chapter events such as local "planner's luncheons," receptions, and other educational events.
- (c) The Programs Committee shall be responsible, directly or through subcommittee, for the awards activities of the Chapter as determined by the Board of Directors. An Awards Subcommittee Chairperson may be appointed by the Vice President for Programs with the consent of the President and in such an event an awards subcommittee committee shall be appointed by the Awards Subcommittee Chairperson.

Section 7. **Chapter Services Committee.** A Chapter Services Committee may be established. If established, the Vice President for Chapter Services shall chair the Chapter Services Committee, which shall include the President, Newsletter Editor if such a position is appointed by the Vice President for Chapter Services and confirmed by the Board, and such other Chapter members as deemed appropriate by the Vice President for Chapter Services. The Chapter Services Committee shall carry out such duties as assigned by the President and Vice President for Chapter Services, which shall include:

- (a) Gathering articles and information of interest to the Chapter membership, and publishing and distributing a newsletter as approved by the Board in its Chapter Development Plan and annual budget.
- (b) Undertaking activities to promote and maintain Chapter membership amongst professional planners, planning commissioners, and others actively involved in the field of planning in Georgia.
- (c) Corresponding with media representatives, government officials, etc., directed toward the promotion of planning concepts and principles throughout Georgia, provision of information of general interest on the Georgia Planning Association, and promotion of interest in the field of planning by the general public.

- (d) Promoting interest in the field of planning and Chapter membership among college students, whether or not such college students are enrolled in an accredited planning degree program.
- (e) Publication of a membership roster or directory once every two years, if approved by the Board in its Chapter Development Plan and annual budget.

Section 8. **Other Committees.** The President, with the concurrence of the Board, is empowered to appoint and serve on special committees, as required, to carry out the purposes of the Chapter, including but not limited to the following:

- (a) Historic Preservation Committee. A Historic Preservation Committee may be established by the President with the consent of the Board of Directors to support the sub-discipline of historic preservation planning.
- (b) Planning Officials Development Committee. A Planning Officials Development Committee may be established. If established, the Planning Officials Development Officer shall chair the committee. The committee shall consist of the President, Planning Officials Development Officer, at least one planning official who is serving on the Board of Directors, and such other members appointed by the Planning Officials Development Officer. *[Amended 9-26-02]*
- (c) Bylaws Committee. A Bylaws Committee may be established from time to time by the Board of Directors to review and recommend changes to the chapter's bylaws for consideration by the Board of Directors and a vote of the membership.
- (d) Conference Audit Committee. A Conference Audit Committee may be established by the Board of Directors from time to time to analyze financial information relative to one or more of the chapter's annual conferences or other sponsored activities. The Treasurer, Vice President for Programs, and members of the Programs Committee shall cooperate with the Conference Audit Committee, if established, with regard to providing all relevant information in a timely manner.
- (e) Student Support Subcommittee. A student support subcommittee may be established by the Professional Development Committee. If established, the Student Representative shall serve on such subcommittee.

Section 9. **Ex Officio Committee Members.** The President shall automatically be a standing and voting member of all committees required by these Bylaws or as otherwise established pursuant to these Bylaws.

Section 10. **General.** The appointed committee chairpersons are authorized to expend funds expressly budgeted and approved by the Board of Directors of the Chapter.

## ARTICLE X

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

**Section 1. Right of Indemnification and Standards of Conduct.** Every person (and the heirs and legal representatives of such person) who is or was a director or officer of this Chapter may in accordance with Section 2 of this Article X be indemnified for any liability and expense that may be incurred by him in connection with or resulting from any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the right of this association or otherwise), or in connection with any appeal relating thereto, in which he may become involved, as a party or prospective party or otherwise, by reason of his being or having been a director or officer of the Chapter or by reason of any such action taken or not taken in his capacity as such director or officer; provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Chapter and, in addition, with respect to any criminal action or proceeding, did not have reasonable cause to believe that his conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties, and amounts paid in compromise or settlement by a director or officer. The termination of any claim, action, suit or proceeding, by judgment, order, compromise, settlement (with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this Section.

**Section 2. Determination of Right of Indemnification.** Every person (and the heirs and legal representative of such person) referred to in Section I of this Article X who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described in said Section I hereof shall be entitled to indemnification as of right without any further action or approval by the Board of Directors. Except as provided in the immediately preceding sentence, any indemnification under Section I next above shall be made at the discretion of the Chapter, but only if (a) the Board of Directors, acting by majority vote of a quorum consisting of directors who were not parties to such claim, action, suit or proceeding, present or voting, shall find that the director or officer has met the standard of conduct set forth in said Section 1, or (b) if no such quorum of the Board exists, independent legal counsel selected by any Judge of the United States District Court for the Northern District of Georgia Atlanta Division (or other court of competent jurisdiction), at the request of either the Chapter or the person seeking indemnification, shall deliver to the Chapter their written opinion that such director or officer has met such standards, or (c) the majority of members voting, who are then entitled to vote for the election of directors and officers shall determine by affirmative vote that such director or officer has met such standards.

Notwithstanding the foregoing, no officer or director who was or is a party to any action or suit by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that he is or was an officer or director of this Chapter shall be indemnified in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this Chapter unless and except to the extent that the

Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

**Section 3. Advance of Expenses.** Expenses incurred with respect to any claim, action, suit or proceeding of the character described in Section I of this Article X may be advanced by the Chapter prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.

**Section 4. Rights of Indemnification Cumulative.** The rights of indemnification provided in this Article X shall be in addition to any rights to which any such director or officer or other person may otherwise be entitled under any bylaw, agreement, vote of members, or otherwise, and shall be in addition to the power of the Chapter to purchase and maintain insurance on behalf of any such director or officer or other person against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such, regardless of whether the Chapter would have the power to indemnify him against such liability under this Article or otherwise.

**Section 5. Statement to Members.** If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the members or by an insurance carrier pursuant to insurance maintained by the Chapter, the Chapter shall, not later than the next Annual Meeting of members unless such meeting is held within three months from the date of such payment, and, in any event, within 15 months from the date of such payment, send to its members of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

## ARTICLE XI

### AMENDMENT

Section 1. **Initiation.** Bylaw amendments may be proposed by the Board, by the Executive Committee, or by petition signed by five (5) percent of the Chapter membership.

Section 2. **Process.** The Bylaws may be amended by majority vote through mail ballot or at the Annual Meeting of the membership or at any special meeting of the membership. If by mail ballot, such ballots shall be sent to all Chapter members. The returned ballots must be postmarked no more than thirty days from the date of delivery, as set forth in Section 4, below. If the membership receives notification of the nature and effect of any proposed amendment or change at least thirty days in advance of the Annual Meeting of the membership or any special meeting of the membership, a majority vote of the members present and voting at such annual or special meeting of the membership may amend the Bylaws as proposed or in any other manner. If thirty days notice is not received, an affirmative vote of four-fifths of the members present and voting at an Annual Meeting of the membership or any special meeting of the membership shall be required to amend the Bylaws. No amendment may be adopted at a special meeting of the membership unless notice of such proposed amendment shall have been given as above provided.

Section 3. **Consistency with APA Bylaws.** Chapter Bylaws shall not conflict with the provisions of the Articles of Incorporation or the Bylaws of APA. Bylaw amendments shall be submitted to the Executive Director of APA for determination of any such conflicts and shall not take effect until a determination of no conflict has been made and received by the Chapter Secretary. Bylaw amendments shall be filed by the Secretary with the Executive Director of APA promptly upon their adoption.

Section 4. **Ballots and Notice by Mail.** Ballots for amending the Bylaws and notice of proposed amendments by mail shall be deemed delivered when deposited in the United States mail with proper postage thereon prepaid addressed to the member at his or her Address of Record. Notice of proposed bylaws within the Chapter Newsletter, if mailed within the time periods specified by this Article and containing a ballot, shall constitute notice by mail.

## **ARTICLE XII**

### **EFFECTIVE DATE**

These Bylaws shall become effective on October 25, 2001, or the date of adoption at the annual meeting of the membership in 2001, contingent upon a determination that no conflict exists has been made by the Executive Director of APA and received by the Chapter Secretary.

## ARTICLE XIII

### INTERPRETATIONS

In cases where a conflict exists between two or more articles or sections of these bylaws, or in cases where questions arise that are not specifically addressed in these bylaws, and where said conflict cannot be reconciled or question resolved by a literal reading of these bylaws, the President shall propose or cause to be proposed an interpretation of said bylaws. In addition, any other member of the Board of Directors or Member may offer an interpretation of the articles or sections in conflict or in question for consideration. No interpretation of these bylaws shall become effective until or unless it shall have been approved by the Board of Directors in a regular meeting. Any such interpretation approved by the Board shall be reflected in the minutes of the meeting of the Board of Directors at which said interpretation was approved. *[Added 9-26-02]*