

**AMENDED AND RESTATED BYLAWS OF THE  
GEORGIA CHAPTER OF THE AMERICAN PLANNING ASSOCIATION, INC.  
(Adopted September 30, 2010)**

**ARTICLE I**

**GENERAL**

Section 1. **Name.** The name of the organization is "The Georgia Chapter of the American Planning Association, Inc.," which may also be known as the "Georgia Planning Association," hereinafter referred to as the "Chapter" or the "Georgia Chapter of APA." 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 (including both mailing and e-mail address, if available) 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, or is delivered or made available electronically to Chapter members.
- (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; appointed to a city, county, or joint city-county board of zoning appeals, historic preservation commission, or a similar local government body in Georgia; or is appointed to the board of a regional commission in Georgia.
- (h) **Student Representative.** A member or student member of APA, 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 an accredited 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.

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 permitted pursuant to 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, or other designated address as otherwise determined by the Board of Directors, is made, the Board of Directors shall provide timely notice of such change to the membership. The Chapter in its newsletter shall publish the mailing addresses and other contact information of the President, Secretary, Treasurer, Newsletter Editor.

## 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 (Chapter-only) members of the Chapter. Qualifications and dues for associate members shall be established by the Board of Directors, and may be amended from time to time upon vote of the Board of Directors

Section 2. **Termination and Reinstatement.** Members may be terminated for dues delinquency or any violation of the Bylaws of the Chapter or APA. Membership may be reinstated subject to such conditions as may be established by the Chapter or APA.

Section 3. **Dues and Assessments.** The Chapter, by vote 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.

## 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 installing 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, by electronic mail, or in any publication (including electronic 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. Members who are unable for any reason to attend a meeting of the membership may provide

their written consent to another member by letter or e-mail to cast a vote by proxy on business transacted at a meeting. For purposes of a quorum of the membership, a proxy shall count as attendance at a membership meeting if printed and presented to the Secretary in hard copy or by e-mail.

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 as provided by the National Office or any similar record of members 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 shall be either APA members or Chapter-only (associate) members.

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 (“PDO”) and Planning Officials Development Officer if the PDO is not assigned these functions;
- (c) One Director from each of the ten sub-state districts established pursuant to Section 10 of this Article, each of whom shall have his or her address of record within the boundaries of the sub-state district he or she represents.
- (d) Two Directors elected at-large, who are members of AICP (“AICP Directors”);
- (e) Two Directors, elected at-large, who are not members of AICP (Non-AICP Directors”);
- (f) One student representative; and
- (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 or regional planning official.

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.

**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) Establishing a policy requiring the Chapter to hold a minimum percentage of the Chapter's financial resources in reserve through savings, investment, or both. Once established, this percentage may be modified from time to time in connection with the adoption of the Chapter's annual budget, but in no event shall this percentage be less than fifty percent (50%) of the Chapter's annual budgeted expenditures.
- (g) Performing such other functions as are delegated herein or by the members of the Chapter, or as may be necessary to accomplish the goals of the Chapter, consistent with these Bylaws, APA's Bylaws, and applicable law.

In order to carry out the above functions, the Board may delegate responsibility to the Executive Committee and other Committees as may be established pursuant to Article IX of these Bylaws.

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, or 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. Such notice may be provided through either printed or electronic media, or both, at the discretion of the President. 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. Action by Directors without Meeting.** Upon reasonable notice to all Board members, any action required or permitted to be taken at any meeting of the Board of Directors may be taken by the members of the Board without a meeting, unless six (6) 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 next meeting of the Board. Such action shall have the same force and effect as a majority vote of the Board taken at a meeting.

**Section 7. Conference Telephone Meeting and Attendance and Vote by Proxy.** Members of the Board of Directors may meet, and members of the Board of Directors may participate in any 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 or by e-mail.

**Section 8. Removal of Directors.** At any meeting of the Board of Directors with respect to which reasonable 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 a determination by AICP that the Director has engaged in unethical professional conduct.

**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 the Past President is removed pursuant to Section 8 of this Article or vacates the position for any reason, the Board shall not fill the vacancy, and the position shall remain vacant until filled by the outgoing President in accordance with these bylaws.

This section shall not apply to the Student Representative. In the event 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.

#### Section 10. **Sub-State Districts**

(a) **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 as Appendix A. Such district boundaries may be amended from time to time by the Board of Directors but any such amendment shall occur no later than 120 days prior to any election in which the District Director for the affected district(s) is to be elected. District boundaries shall be drawn along county lines such that no county is split between two or more districts. In drawing District boundaries, the Board of Directors shall give consideration to the boundaries of Regional Commissions designated by the State of Georgia, but shall not be required to conform the District boundaries with the boundaries of such Regional Commissions either separately or in combination with other Regional Commissions.

(b) **Responsibilities of District Directors.** Each Director elected to represent a sub-state district shall serve on at least one committee established pursuant to these Bylaws and shall provide for at least one annual gathering of Chapter members within the sub-state district represented by such Director. The form of such annual gathering shall be at the discretion of the Director, but may consist of a luncheon meeting, social event, or professional development or training opportunity, among other things. Funds shall be provided in the Chapter budget to offset the costs of such gatherings.

## 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 7 of these bylaws.

Section 2. **Number and Terms of Appointed Officers.** The President shall, with the consent of the Board of Directors, appoint a Professional Development Officer 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 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 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. No other appointed Officers shall serve on the Board of Directors.

Section 3. **Powers and Responsibilities.** Except as hereinafter provided, the elected and appointed Officers of the Chapter 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, 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, the Chair of any legislative committee established pursuant to these Bylaws, 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. Funds for the President's attendance at such conferences shall be provided in the Chapter budget. 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.

- (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.
- (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.
- (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 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;
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 statement;
  6. Retain and have custody of all financial records of the Chapter;
  7. Participate and cooperate in the periodic audit of Chapter financial records;
  8. Provide on a quarterly basis to APA National staff all bank and brokerage statements, and on an annual basis provide APA National staff with a copy of the Chapter's 990 filed with the IRS; and
  9. Perform such other duties as may be required by these Bylaws or as are 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. 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 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 planning education and 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 may assist with the organization of a community planning institute, as may be 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.

## 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. During odd-numbered years, the Nominations and Elections Committee shall also nominate at least one candidate for Secretary and one candidate for Treasurer. Directors from even-numbered districts and AICP Directors shall be nominated and elected in even-numbered years. Directors from odd-numbered districts, Non-AICP Directors, and the Planning Official Director shall be nominated and elected in odd-numbered years. 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 one candidate for each of the District Director, AICP Director, and Non-AICP Director positions, and two candidates for the Planning Official positions on the Board of Directors.

- (b) **Nomination by Petition.** 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 no later than sixty calendar days prior to the Annual Meeting.
- (c) **Certification of Nominees.** 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. No current member of the Nominations and Elections Committee shall be eligible for nomination as 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 on 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 Article VI, Section 9 of 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 provided 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 1 (b) of this Article VIII. The ballot may be provided to members either by mail or electronically.

Section 4. **Voting.** The elected Officers and Directors (excluding the Student Representative) of the Chapter shall be elected by the affirmative 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. The Board of Directors may establish a process for ballots to be distributed to the membership electronically and votes cast electronically provided, however; that a procedure is established to provide written ballots by mail to members upon request and for such members to cast their votes by written ballot returned by mail.

Section 5. **Runoff Elections.** 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 who received the greatest number of votes in the initial vote of the membership. The candidate receiving the most votes in the runoff election shall be installed at the Annual Meeting of the membership.

Section 6. **Vacancies.** Vacancies occurring between elections shall be filled by the Board of Directors in accordance with the provisions of Article VI, Section 9 of these Bylaws.

**Section 7. Election of Student Representative.** The Student Representative shall be elected during April of each year from among the first-year students enrolled full-time or part-time in good standing in an accredited program of academic study in planning who are student members of APA, the Georgia Chapter of APA, or are Chapter-only members of the Georgia Chapter of APA. 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.

Following accreditation of a planning degree by the Planning Accreditation Board at any additional colleges or universities 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.**

- (a) **Composition.** 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.
- (b) **Powers.** 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.
- (c) **Meetings.** 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, the AICP 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;
- (c) To coordinate and communicate as required with AICP and members of the Chapter on matters related to AICP Certification Maintenance (“CM”) training opportunities, including maintaining the Chapter’s registration as an approved CM provider;
- (d) To develop ethical standards and approaches to monitoring ethical practice; and
- (e) To develop and foster programs oriented to continuing education and the improvement of planning skills of all professional members of the Chapter.

Section 4. **Audit Committee.** An audit committee shall be established periodically, but no less frequent that once every four years, and members appointed by the Board of Directors. 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 Chapter’s financial records and verify the accounts annually and immediately prior to transferring the accounts to the incoming Treasurer.

Section 5. **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 other Chapter members 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 the following:

- (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, and all other appropriate and necessary details.

- (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 6. 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 Chapter, 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 and university students, whether or not such students are enrolled in an accredited planning degree program.
  - (e) Developing and implementing an annual sponsorship campaign.
- (a) **Section 7. Other Committees.** The President, with the concurrence of the Board, is empowered to appoint and serve on special committees when, in the joint discretion of the President and Board, such special committees are essential or desirable to carrying out the purposes of the Chapter.

Section 8. **Ex Officio Committee Membership.** 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 9. **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, reasonable attorney's fees; disbursements; 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 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 of this Article X shall be made at the discretion of 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.

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.

## 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 of the Chapter membership through mail or electronic ballot, at the Annual Meeting of the membership, or at any special meeting of the membership. If by mail or electronic ballot, such ballots shall be sent to all Chapter members. The returned ballots must be postmarked or sent electronically no more than thirty days from the date of delivery, as set forth in Section 4, below. If the membership is provided 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 provided, 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 to a member 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**

Unless otherwise provided in the resolution by the membership adopting these Bylaws, these Bylaws shall become effective on September 30, 2010, or the date of adoption at the Annual Meeting of the membership in 2010, contingent upon a determination made by the Executive Director of APA or his designee that no conflict exists between these Bylaws and APA's Bylaws and receipt of such determination 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, and such interpretation shall be presented to the Board of Directors for approval in a regular meeting. 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 by the Board of Directors. 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.