

APA TEXAS SOUTHMOST SECTION BYLAWS

Adopted May 22, 2019

Amended and Restated Bylaws
of the American Planning Association – Texas Chapter, Southmost Section

ARTICLE I. NAME AND TERRITORY

1.1 Name. The name of this organization shall be the “American Planning Association – Texas Chapter, Southmost Section.” The Section shall be referred to as the Southmost Section. In these bylaws, the Southmost Section may be referred to as “the/this Section”; the Texas Chapter of the American Planning Association as “the Chapter” or “APA Texas”; and the American Planning Association as “APA.”

1.2 Territory. This Section shall represent the Association and Chapter in the geographic territory covered by the Texas counties shown on the map in Addendum “A.”

ARTICLE II. PURPOSE

The Section is a subsidiary component of the Texas Chapter of the American Planning Association. The purpose of this Section shall be to:

Provide a local professional association of planners of diverse education, backgrounds, experiences and employment to advance the art and science of planning in Texas to help improve the state as a place to live and work;

Promote planning as a profession, the practice of planning, and the policies of the American Planning Association and the Texas Chapter;

Provide a forum for the interchange of ideas, interests, and current practices of the planning profession between and among professional planners, elected and appointed officials, educators, other professional organizations and the public; and

Provide education, training and networking opportunities and resources for planning students, practicing planners, and elected and appointed officials on sound planning practices, innovative concepts and ethical reasoning.

ARTICLE III. MEMBERSHIP

3.1 Section Members. A person who is a member of the Chapter and whose official mailing address, as maintained by APA, is in territory included in the Section boundaries shall be considered a Section Member. Section Members are subject to all requirements of APA membership including payment of dues. Section membership may be further classified as “Members”, “Planning Board”, “Student” or any other classification determined by the Chapter or APA.

ARTICLE IV. FISCAL ADMINISTRATION

4.1 Fiscal Year. The Section shall use the same fiscal year calendar used by the Chapter.

4.2 Budget. The Section shall adopt a budget annually. The Section may submit a Section Grant request to the Chapter as part of the Chapter’s annual budget process to assist with local programming for members.

4.3 Financial Reporting. The Section shall follow budgeting, accounting and reporting procedures as adopted by the Chapter. The Section shall submit an annual financial report to the Chapter Treasurer by November 1 of each year based on guidance and a template provided by the Chapter Treasurer.

ARTICLE V. ELECTED OFFICERS, APPOINTED OFFICERS AND EXECUTIVE BOARD

5.1 Eligibility. Office shall be open to any Section Member who is also a member of the Chapter in good standing.

5.2 Terms of Office. The terms of office for all elected officers shall be two years, beginning at the conclusion of the annual fall conference of APA Texas in odd numbered years.

5.3 Elected Officers. The elected officers of the Section shall be the Director, Director-Elect, Secretary, and Treasurer. In every election that occurs after the adoption of the bylaws, the Director-Elect, Secretary, and Treasurer shall be elected by the membership. The previously elected Director-Elect shall become the new Director, and the former Director shall become the Immediate Past Director.

5.4 Consecutive Terms in Office. A person holding the office of Secretary or Treasurer may run for re-election. If the Director-Elect position is vacant for any reason prior to the next regular officer elections, then the person holding the office of Director may run for re-election. If the person is re-elected as Director, then the person serving as Immediate Past Director may continue in that position or else the position shall remain vacant until the next election. If a previously elected Director-Elect will become the new Director, then the person holding the office of Director may become a candidate for the offices of Director-Elect, Secretary, or Treasurer. If the person is elected as Director-Elect, then the person serving as Immediate Past Director may continue in that position or else the position shall remain vacant until the next election.

5.5 Appointed Officers. The appointed officers of the Section shall be Communications Coordinator, Professional Development Officer, and Emerging Planning Leader Representative. The Executive Board shall appoint members to these positions unless willing members cannot be identified, in which case an elected officer may also take on the duties of an appointed position. The Executive Board may establish and fill any other appointed positions it deems necessary to advance the purposes and initiatives of the Section. The term of office for all appointed officer positions shall coincide with the terms for elected officers specified in Section 5.2.

5.6 Executive Board. There shall be an Executive Board consisting of the Director, Director-Elect, Secretary, Communications Coordinator, Treasurer, Professional Development Officer, and Emerging Planning Leader Representative. The Immediate Past Director shall serve as an ex-officio member of the Executive Board.

5.7 Duties of the Officers.

5.7.1 Director. The Director shall:

- i. Call and preside at meetings of the Section and the Executive Board.
- ii. Organize educational programs and Section meetings.
- iii. Administer elections for officers.
- iv. Create, appoint and discharge all appointed officers and special committee chairs.
- v. Sign all contracts and agreements; and shall perform all other duties usual and incidental to the office.
- vi. Serve as the Section's representative to the Texas Chapter Board of Directors.
- vii. Provide reports on Section activities to the APA Texas Executive Committee relative to the Recommended Levels of

Service for APA Texas Sections contained in the newest edition of the APA Texas Section's Guide.

- viii. Succeed to the office of Immediate Past Director upon completing of his/her term of office.

5.7.2 Director-Elect. The Director-Elect shall:

- i. Act in the absence or incapacity of the Director.
- ii. Perform such other duties and authorities as are necessary to carry on the business of the Section including duties delegated by the Director.
- iii. Be the next Director of the Section and take whatever steps are necessary to prepare for that office while serving as Director-Elect.

5.7.3 Secretary. The Secretary shall:

- i. Prepare, report and post minutes of the Executive Board as detailed in Section 7.6.
- ii. Maintain the Section email distribution list and other mailing lists.
- iii. Notify the membership of the results of Section elections as specified in Section 6.3.
- iv. Perform such other duties required by these bylaws or customary to the office including duties delegated by the Director.

5.7.4 Treasurer. The Treasurer shall:

- i. Exercise general supervision of the financial affairs of the Section.
- ii. Collect any money due to the Section.
- iii. Assist the Director in preparing an annual budget for adoption by the Executive Board and submittal to APA Texas.
- iv. Make available to the Section membership the annual financial report submitted to the Chapter Treasurer in accordance with Section 4.3.
- v. Perform such other duties required by these bylaws or customary to the office including duties delegated by the Director.

5.7.5 Communications Coordinator. The Communications Coordinator shall:

- i. Notify Section Members of meetings, educational programs and other events of interest to the Section.
- ii. Maintain the communication tools the Section uses such as a Section website, event calendar, electronic newsletter, or social media.
- iii. Perform such other duties required by these bylaws or customary to the office including duties delegated by the Director.

5.7.6 Professional Development Officer. The Professional Development Officer shall:

- i. Be a member of the American Institute of Certified Planners (AICP) in good standing.
- ii. Coordinate all AICP Certification Maintenance activities as they relate to Section meetings and educational offerings.
- iii. Perform such other duties required by these bylaws or customary to the office including duties delegated by the Director.

5.7.7 Emerging Planning Leader Section Representative. The Emerging Planning Leader Section Representative shall:

- i. Serve as the Section representative to the Chapter Emerging Planning Leader Chair.
- ii. Coordinate all activities that bridge the professional gap between college graduates, members of the American Institute of Certified Planners (AICP), and members of the Fellows of the American Institute of Certified Planners (FAICP).
- iii. Perform such other duties required by these bylaws or customary to the office including duties delegated by the Director.

5.8 Immediate Past Director. The Immediate Past Director may be present at all meetings of the Executive Board to provide advice and continuity on the transition of business and activities from year to year. The Immediate Past Director may be responsible for administering the election of officers (see 6.1).

5.9 Removal from Office. An officer may be removed from office for cause and after a hearing whenever, in the judgment of four-fifths of the Executive Board, the best interest of the Section will be served thereby. Cause for removal from office shall include commission of a breach of professional ethics or conduct, conviction of a felony, repeated neglect of duties, or unexcused absence from four consecutive meetings of the Executive Board, each of which was scheduled

and communicated at least two weeks in advance. The Executive Board shall provide the person subject to possible removal from office written notification of the potential action, the cause for such potential action, and at least two weeks' notice of the hearing date, time and location at which the matter will be considered by the Board. The Section Communications Coordinator shall provide the same advance notice to the Section through all communications methods used by the Section. The hearing shall be rescheduled if the person has a reasonable excuse for not being able to attend at the designated hearing time. The person shall be provided an opportunity to be heard during the hearing and to enter exhibits into the official record of the hearing before the Executive Board renders its decision. Minutes of the hearing shall be recorded as specified in Section 7.6.

5.10 Quorum and Voting. To conduct any Section business, including approving or taking actions required by these bylaws or making any decisions that could have budgetary impacts or involve policy changes that would affect the Section and/or its Executive Board members, a simple majority of the members of the Section Executive Board shall constitute a quorum. For any Section business matter which requires a vote of the Executive Board, all Board members identified in Section 5.6 shall be eligible to vote, and all individuals serving in any additional appointed positions established by the Executive Board under Section 5.5 shall be eligible to vote if present. Any Executive Board member may vote by proxy if said proxy states the specific matter under consideration, is signed by the member intending to vote by proxy, and names a person actually present at the meeting who is himself or herself qualified to vote on the specific matter in question. Proxies shall count toward any quorum required to transact business.

ARTICLE VI. ELECTIONS AND VOTING

6.1 Elections Administration. The Section Director shall work with the Chapter President to administer the election of officers. However, in the event the person holding the office of Director is a candidate for another elected Section officer position during an election year, the Immediate Past Director shall administer the election of officers. If the person holding the position of Immediate Past Director is a candidate for a Section elected office, or if the position of Immediate Past Director is vacant, then the Executive Board shall appoint a willing Section Member not running for any office to administer the election of officers.

6.2 Solicitation of Officer Candidates. The Executive Board shall direct the Communications Coordinator to announce to the Section, through all communications methods used by the Section, a call for candidates for the offices of Director-Elect, Secretary, and Treasurer. Depending on the level of

response to the call for candidates, the Executive Board shall endeavor to secure one or more persons to run for each of the elected officer positions. The Executive Board shall not prevent any interested Section Member in good standing from becoming a candidate. The Secretary shall notify the membership of the resulting set of candidates.

6.3 Election Procedures. Elections are held in conjunction with APA and the Chapter as part of an electronic consolidated election process. The candidate receiving a simple majority of the votes cast for each office shall be deemed elected, and the Secretary shall notify the membership of the results. In the event no candidate receives a simple majority, the Executive Board shall elect one of the two leading candidates, and such action shall be made a matter of record. Officers will take office at the conclusion of the annual fall conference of APA Texas in odd numbered years.

6.4 Election Schedule. The election schedule is published yearly by APA. The Chapter President shall work with the Section Director to distribute the schedule to members.

6.5 Schedule Amendment. If due to unforeseen circumstances, the Executive Board finds that the election timetable set forth by APA cannot be followed, the Executive Board may amend the timetable for that given instance providing an attempt is made to conform as closely as possible to the required election time, that said change shall be approved by a unanimous vote of the Executive Board, and that the membership shall be notified of the change.

6.6 Vacancies. In the event a vacancy is created in the office of Section Director, the rest of the Executive Board shall endeavor to recruit a willing past Section Director to complete the unexpired Director term. Alternatively, the Director-Elect may be invited to forego the remainder of his or her term and immediately assume the office of Section Director. If the Executive Board is unable to fill the vacant office of Director by either of these methods, or if the Board opts not to use these methods, it shall call an election to be held for the purpose of electing from the Section Membership a person to fill the unexpired term of Director. In the event a vacancy is created in any of the offices of Director-Elect, Secretary, or Treasurer, the Director shall call an election for the purpose of filling any or all of such unexpired terms from among the Section Membership. An election called pursuant to this section shall be held within 120 days of the date on which an office was officially vacated.

6.7 Voting. In Section officer elections, voting shall be done only by those Section Members in good standing with the Chapter.

ARTICLE VII. MEETINGS

7.1 Executive Board Meetings. Meetings of the Executive Board shall be called by the Director or by a simple majority of the Executive Board members. There shall be at least four meetings of the Executive Board each year. Meetings may be held in person, by phone in a conference call, or through other live conferencing means.

7.2 Notice of Meetings. At least 15 calendar days' notice of Executive Board meetings shall be provided to Section Members. The notice must specify the date, time and place of the meeting. Notice may be provided by any of the following methods: electronic mail, posting to the Section website, posting on social media, newsletter, or postal mail.

7.3 Section Meetings. Section meetings of the membership shall be held periodically throughout the year at such dates, times, and places as may be decided by the Executive Board. Meetings shall usually consist of Section business and programs on topics of interest to the general membership, specific activities that advance the planning profession, or special interests of the membership.

7.4 Special Meetings. The Director may call special meetings at such dates, times, and places as may be appropriate upon sufficient and reasonable advance notice for other Section officers to attend.

7.5 Chapter Meetings. The Director, or his/her designee, may be reimbursed for actual expenses incurred while attending Chapter meetings. Such reimbursement shall be included as a line item in the annual Section budget. In the event that the Director is unable to attend said meetings, this responsibility shall be assumed by the Director-Elect and shall carry the Director's proxy. Should the Director-Elect be unable to attend, the Director may delegate this responsibility to another elected officer of the Section.

7.6 Meeting Minutes. Minutes shall be recorded at each Executive Board meeting by either the Secretary or other member designated by the Secretary to serve in his/her absence. The minutes may summarize the matters discussed but shall document the specific results of any items involving a vote or other decision of the Executive Board, especially decisions that involve Section financial affairs and authorization of expenditures. All minutes shall become part of the permanent Section record, of which the Secretary shall be custodian.

ARTICLE VIII. COMMITTEES

8.1 Committee Appointment. The Director may appoint, whenever necessary and appropriate, special committees and committee chairs to perform specific duties. These may include programs, awards, networking, student activities, or special conference planning committees. The Section Executive Board shall define the role of any special committees.

8.2 Committee Tenure. The tenure of each committee shall be for the duration of the specific duty assigned to it, but shall not exceed beyond the end of the appointing Director's term of office except that any committee may be continued by the succeeding Director.

ARTICLE IX. AMENDMENT OF BYLAWS

9.1 Approval by Chapter. Section bylaws and amendments to Section bylaws shall be submitted for review and approval by the Executive Committee of the APA Texas Board of Directors prior to adoption by the Section.

9.2 Proposals. These bylaws may be altered, amended, or repealed, or new bylaws adopted after a proposal to do so is initiated as follows:

- i. Through a recommendation by a simple majority of the members of the Section Executive Board; or,
- ii. Through a written petition from at least 20% of the entire qualified Section membership.

Notice of the proposal and the specific amendments or entire set of bylaws to be repealed or newly adopted shall be distributed to the membership by postal mail or electronic mail.

9.3 Adoption. A period of 30 days from the date the proposal is distributed to the membership shall be allowed for the return of the ballots, prior to certification of the results by the Secretary. Voting may be conducted through mailed ballot or electronic ballot. The ballot shall be distributed to all Section Members in good standing by the Secretary. In voting for Section bylaws amendments, approval or disapproval shall be by a simple majority of the votes cast.

ARTICLE X. RULES OF PROCEDURE

Except as provided herein, all matters of procedure during business meetings shall be guided by the newest published edition of Robert's Rules of Order. The Section Director shall be the final authority on all rules of procedure.

ARTICLE XI. PROVISIONS UNIQUE TO SECTION

11.1 Purpose. The preceding Articles in these Section bylaws are based on a template developed by APA Texas for all of its Sections. This Article provides for additional bylaws provisions that are specific to a particular Section.

[11.2 Title. Text.]

ADDENDUM A

APATX Southmost Section County Map

