

APA TEXAS BYLAWS

Adopted May 22, 2019

Amended and Restated Bylaws of the Texas Chapter, American Planning Association, Inc

ARTICLE I. CHAPTER NAME, JURISDICTION, AND HEADQUARTERS

The name of the Association Chapter shall be the American Planning Association – Texas Chapter (APATX). The Chapter shall be referred to as APA Texas. The area served by the APA Texas shall be the State of Texas. The headquarters shall be located in the city designated by the APA Texas Executive Committee.

ARTICLE II. MISSION AND PURPOSES

The mission of the APA Texas is to advocate the profession of planning, providing expertise and processes that empower citizens to be engaged in the development and sustainability of Great Communities in Texas.

The purposes of the APA Texas shall be to further the objectives of the American Planning Association and to:

- (1) Provide a professional association of planners of diverse education, backgrounds, experiences, and employment to advance the art and science of planning in Texas to help improve it as a place to live and work,
- (2) Support the use of planning tools, techniques, and practices to enhance the quality of life for Texas residents, the economic opportunities for Texas businesses and employees, and the preservation and enhancement of Texas' natural, cultural, recreational, and historic resources,
- (3) 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,
- (4) Nurture the active involvement in planning for Texas and Texas communities by Texans with diverse educational and cultural backgrounds and those who represent the interests of youths, seniors, the disabled, minority, and other special groups within the Texas population.
- (5) Take a leadership role in communicating good planning principles through coordination and collaboration with other professional organizations involved with shaping Texas' built environment and through the provision of legislative authorization, education and information on planning issues to other individuals and organizations.

ARTICLE III: GENERAL DEFINITIONS and ACRONYMS

Address of Record. An individual's address of record is used to establish their Chapter membership. The address furnished by the member to the National Office of APA. It is the member's responsibility to notify the National Office of any change of address.

American Institute of Certified Planners (AICP): The national professional institute within the American Planning Association which has as its central mission the professional development and certification of its members. In pursuit of this mission, AICP establishes professional standards, educational requirements, and professional ethics, and is an advocate in behalf of professional planners.

American Planning Association (APA): The national non-profit organization of people who are active in working for better planned communities. The American Planning Association is referred to in these bylaws as APA, or "Association." Affairs of the APA are referred to as "national." APA's goal is to advance the art and science of planning and the activity of planning -- physical, economic, and social --at the local, regional, state and national levels. APA works to build public and political support for sound planning practice and to provide members with the technical information, skills, and interchange that will advance their effectiveness in planning.

Board of Directors: The governing body of APA Texas consisting of the Executive Committee, Section Directors, Standing Committee Chairs, and other Appointed Members.

Chapter: As herein used, Chapter means the American Planning Association – Texas Chapter, which is referred to in these bylaws as APA Texas.

Executive Committee: Members include the President, President-Elect, Immediate Past President, Secretary, Treasurer, TML Representative, Conference Coordinator, Professional Development Officer, and Section Representative, who is elected by the Section Directors.

Executive Director: The duly appointed Executive Director of National APA.

Executive Administrator: The duly appointed Executive Administrator of APA Texas.

Fiscal Year: The period of time from October 1 until September 30.

Level of Service: A guide developed by the Section Representative and approved by the Board of Directors that provides information and guidance for Section activities based on the Section size.

National Office: The office of APA designated by APA to service Chapter and membership matters.

Texas Municipal League (TML): An organization of municipalities within the State of Texas. The Chapter is an Affiliate of the Texas Municipal League.

ARTICLE IV: APA TEXAS MEMBERSHIP

4.1 Regular Members, Student Members, Retired Members, Faculty Members, Lifetime Members and Group Planning Board Members: Association members shall automatically be members of the APA Texas if their address of record, as provided by the member to the National Office, is within the APA Texas area and shall be subject to all requirements of APA Texas membership including payment of APA Texas dues.

4.2 Nonresident Members: An Association member whose address of record is not in the APA Texas area, but chooses to become a member of the APA Texas, may do so, consistent with Association requirements. Nonresident Members must pay dues according to a rate set by the Board of Directors. Nonresident Members will be subject to all requirements of APA Texas membership. Said APA Texas members are not eligible to run for APA Texas office.

4.3 Honorary Members: The Board of Directors may confer Honorary Membership upon any person outside of APA Texas who has made a significant contribution to the furtherance of planning in Texas. Such members shall be entitled to receive APA Texas membership service, unless such service requires a prerequisite membership at the national level. Said APA Texas members shall not receive national membership service nor be eligible to participate in national elections or hold national office. Said APA Texas members are not eligible to run for APA Texas office.

4.4. Membership Termination: Termination of APA Texas membership shall be automatic when a member has moved his or her address of record out of the APA Texas area, unless the member requests to retain a nonresident membership and continues to pay APA Texas dues. Any members ceasing to be a member of the Association shall automatically cease to be a member of the APA Texas unless Chapter only membership is secured.

4.5. Chapter Only Membership: APA Texas may have members who are not members of the American Planning Association. Such members shall be entitled to receive APA Texas membership service, unless such service requires a prerequisite membership at the national level. Said APA Texas members shall not receive national membership service nor be eligible to participate in

national elections or hold national office. Said APA Texas members are not eligible to run for APA Texas office. Dues for APA Texas Only Membership shall be established by the Board of Directors.

4.6 Associate or Sponsor Members: The Board of Directors may confer Associate or Sponsor Membership and define services provided to such members to the extent permitted at the national level. This class of membership may include, but is not limited to, Councils of governments, Public or school/university libraries, Commercial or civic clubs, Individuals and Corporations. Said APA Texas members shall not receive national membership service nor be eligible to participate in national elections or hold national office. Said APA Texas members are not eligible to run for APA Texas office.

ARTICLE V: DUES

5.1 Amount: Annual APA Texas dues for members, including student members, shall be an amount determined by the Board of Directors. The Treasurer shall notify the National Office of any new dues rates as approved by the Board of Directors.

5.2 Collection: The APA Texas dues of members shall be collected by the Association along with national dues and shall be payable annually.

5.3 Special Assessments: Notwithstanding the above provisions, special assessments may be imposed by a vote of the APA Texas membership and collected by the Chapter Treasurer or the Association. There shall be no special initiation fee for APA Texas membership.

5.4. Waiver of Dues: In special cases, and upon the written request of a member, the Board of Directors may waive the payment of APA Texas dues. Each case will be judged solely on its own merits. Examples for which waivers may be granted include:

- (1) active duty service in the Armed Services of the United States, except on a career basis, for a period of more than six months in any one APA Texas fiscal year,
- (2) service in the Peace Corps or AmeriCorps Volunteers in Service to America (VISTA) or other similar organization,
- (3) the incapacity through illness or injury of a member to work in the profession for a period of more than three months in any one APA Texas fiscal year,
- (4) the attainment of age 65 of any member who has been in good standing with the Association for at least 10 years, or
- (5) in cases where the National Office has waived Association dues.

ARTICLE VI: SECTIONS

6.1 Purpose of Sections: The APA Texas shall support the formation of Sections in order to further the purposes of the APA Texas. The entire state shall be covered by Sections.

6.2 Establishment of Sections: A Section may be established upon petition to the Board of Directors by at least 2/3's of the APA members with an address of record in the area proposed for Section status. The petition shall include:

- (i) the proposed Section name,
- (ii) a statement of the reasons which, in the opinion of the petitioners, would make a new section desirable in the interest of the profession,
- (iii) a map of the current Section boundaries and the proposed changes, and
- (iv) the names of three members who will serve as the nominating committee.

The initial Section membership shall consist of at least 15 APA Texas members. The Section shall be governed by the Association's Corporate by-laws and the APA Texas Bylaws, and shall become effective if the required petition has been submitted to and approved by the Board of Directors.

6.3 Review by Directors: Petitions for Section status which meet all the requirements set forth in the APA Texas Bylaws must be considered by the Board of Directors at their next regular meeting and acted upon by the subsequent regular meeting. Conflicts in geographic boundaries of the Section shall be resolved by the Board of Directors.

6.4 Petition Effective Date: Petitions not acted upon by the Board of Directors by the second meeting after the initial request shall be deemed approved. Elections for Section officers should be conducted as soon thereafter as possible.

6.5 Section Bylaws: Sections may adopt bylaws to govern Section affairs. Section bylaws shall not conflict with APA Texas Bylaws or the Articles of Incorporation and Bylaws of the American Planning Association. Section Bylaws and amendments to Section Bylaws should be submitted for review and approved by the Board of Directors prior to adoption by the Section.

6.6 Section Officers: Each Section shall elect a presiding officer, called the "Section Director," and other officers as are necessary for carrying out the Section objectives. The Section Director shall serve as a member of the Board of Directors and shall serve a term of two years that corresponds with the terms of the elected officers of APA Texas (7.1.2).

6.7 Section Funding: Sections may request Section grants as part of the Chapter's annual budget process to be allocated from the Chapter budget for Sections to operate local programs for members. Sections shall adopt the same fiscal year as the Chapter and shall submit a budget as part of the Chapter's annual budget process. Sections 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 October 15th of each year. Failure to follow required procedures or maintain a minimum level of service for its members shall be cause for the Executive Committee to withhold funding.

6.8. Section Responsibilities: Each Section shall meet or exceed the "Level of Service" for its members established by the Board of Directors. Sections shall provide reports on their activities to the Executive Committee, who shall summarize these and provide information and recommendations as appropriate to the Board in advance of its regularly-scheduled meetings.

ARTICLE VII: ELECTED OFFICERS, EXECUTIVE COMMITTEE, BOARD OF DIRECTORS, and EXECUTIVE ADMINISTRATOR

7.1. Officers: The elected officers of the APA Texas shall be a President, a President-Elect, an Immediate Past President, a TML representative, a Secretary, and a Treasurer. In every election that occurs after the adoption of the Bylaws, the President-Elect, TML representative, Secretary, and a Treasurer shall be elected by the membership, the immediate past President-Elect shall be the new President, and the former President shall become Immediate Past President.

7.1.1. Eligibility: Office shall be open to any member of the APA Texas who is also a member of the National APA organization in good standing.

7.1.2. Terms of Office: The terms of office for all elected officers shall be for two years, beginning at the conclusion of the annual fall meeting of the APA Texas in odd numbered years. No officer shall serve more than two consecutive terms in the same office unless a new nominee cannot be identified for a position. If a new nominee cannot be identified at the time of elections, the current officer may remain in office until a new member is elected. If the current officer is unable or unwilling to continue, the President may nominate a new officer to complete the term, with ratification by the Executive Committee.

7.1.3 Removal from Office: An officer may be removed from office by a two-thirds vote of the Executive Committee when the officer is no longer a member of APA Texas, when he or she has missed three (3) consecutive business meetings without approval of the Executive Committee, or for gross failure (in the opinion of the Executive Committee) to perform his or her duties as described in these Bylaws. (See also paragraph 7.2.1.ix)

7.1.4. Duties of the Officers:

7.1.4.1. President: The President shall:

- (i) Call and preside at meetings of the APA Texas, the Executive Committee, and the Board of Directors.
- (ii) Create, appoint, and discharge special committees, appoint members to standing committees (if established by the Executive Committee,) and serve as a non-voting ex officio member of all committees.
- (iii) Working with the Treasurer, prepare and recommend an annual program and budget.
- (iv) Supervise the Executive Administrator if one has been retained.
- (v) Represent the APA Texas on the Association's Chapter Presidents Council.
- (vi) Prepare quarterly reports to the Board of Directors and Executive Committee and an annual report to the membership on the President's activities.
- (vii) Act as a spokesperson for APA Texas.
- (viii) Perform such other duties required by these Bylaws as customary to the office.

7.1.4.2. President-Elect: The President-Elect shall:

- (I) Act in the absence of or incapacity of the President.
- (ii) Act as a committee coordinator and liaison between committees and the APA Texas Board of Directors.
- (iii) Perform such other duties and authorities as are necessary to carry on the business of APA Texas including duties delegated by the President.
- (iv) Be the next president of APA Texas and therefore shall take whatever steps are necessary to prepare for that office while serving as President-Elect.

7.1.4.3. Secretary: The Secretary shall:

- (i) Notify members and Board of Directors of meetings.
- (ii) Prepare and report minutes of APA Texas, Board of Directors and Executive Committee meetings.
- (iii) Perform such other duties required by these Bylaws or customary to the office.

7.1.4.4. Treasurer: The Treasurer shall:

- (i) Receive and disburse APA Texas funds.
- (ii) Collect APA Texas dues and assessments not collected by the National Office.
- (iii) Assist the President in preparing an annual budget for adoption by the Board of Directors.
- (iv) Maintain accounts which shall be open to inspection by officers of the APA Texas and subject to audit.
- (v) Prepare for each meeting of the membership and of the Board of Directors a financial report to include a current balance sheet and an income statement reflecting the preceding 12 months of APA Texas operations.

- (vi) Be bonded, the cost of which shall be borne by APA Texas.
- (vii) Submit an audit prepared by a Certified Public Accountant to the Board of Directors according to a schedule adopted by the Board of Directors.
- (viii) Perform such other duties as required by these Bylaws or customary to the office.

7.1.4.5. Immediate Past-President. The Immediate Past-President shall:

- (i) Serve as a member of the Board of Directors.
- (ii) Review the Bylaws and propose necessary revisions.
- (iii) Perform such other duties as required by these Bylaws or customary to the office.
- (iv) Review and update the Chapter Succession Plan as needed.

7.1.4.6. TML Representative. The TML representative shall:

- (i) Function as the APA Texas affiliate representative to the Texas Municipal League and assume all required duties of the Affiliate consistent with the TML Constitution and Affiliate Guidelines, working with the Policy and Advocacy Network and Advocacy Network Liaison, as well as other members of the Board of Directors as needed, to discharge such duties and to have prepared any required reports to the Texas Municipal League Board of Directors. The TML Representative shall coordinate with the President regarding the annual report to the membership on the APA Texas organization's activities. The representative shall be a full time municipal employee in accordance with the TML bylaws, constitution and affiliate guidelines.

7.2. Executive Committee: There shall be an Executive Committee consisting of the President, President-Elect, Immediate Past President, the TML representative, Secretary, and the Treasurer, the Chapter Conference Coordinator, the Professional Development Officer, and the representative of the Section Directors as selected by the Section Directors.

7.2.1. General Powers: The Executive Committee shall be responsible for:

- i. Preparing the annual budget for ratification by the Board of Directors.
- ii. Authorizing expenditures consistent with the budget.
- iii. Coordinating the Annual Conference.
- iv. Administering grants to Sections and Networks.
- v. Receiving reports and monitoring performance of Sections, Networks, and other APA Texas Committees.
- vi. Reporting to the Board of Directors upon all business which it has considered or acted upon between Board of Directors meetings.
- vii. Putting into effect the votes of APA Texas.
- viii. General oversight of the Executive Administrator (if there is one) including the ability to hire and to terminate.
- ix. Removal of APA Texas or Section officers from office for malfeasance, misfeasance, or incapacity.
- x. Establishment of Standing Committees (if any in addition to those already provided for in these by-laws).

xi. Perform other such duties as are customary to Executive Committees.

7.2.2. Frequency of Meetings: The Executive Committee shall meet at least quarterly. Two of those meetings shall be in conjunction with semi-annual meetings of the Board of Directors. Official meetings and business may be conducted via telephone conference calls.

7.2.3 Quorum: To officially conduct APA Texas business, a majority of the members of the Executive Committee shall constitute a quorum.

7.3. Board of Directors: There shall be a Board of Directors of the APA Texas consisting of members as follows:

- (1) Executive Committee.
- (2) All Section Directors.
- (3) A Student Representative. The PSO President of the same accredited Texas planning school as the Faculty Representative will be designated as the Student Representative. The Student representative will serve as the representative of the APA Texas Planning Student Organizations (PSO) on the Board of Directors. The position of the Student Representative will change concurrently with the rotation of the faculty representative on the Board of Directors. In addition to serving on the Board, the Student Representative shall:
 - (a) consult with all recognized planning schools and student planning organizations regarding an annual work program which shall include programming for students at the Chapter annual conference.
 - (b) submit a budget request for funds adequate to fulfill the responsibilities of the position.
 - (c) serve on the Student Representative's Council of the APA
- (4) A Faculty Representative. The faculty representative shall be appointed on odd years by the Board of Directors at the Fall Board Meeting. The faculty representative is selected by rotation of Planning Accreditation Board (PAB) universities in Texas.
- (5) Chairs of standing committees if established by the Executive Committee or the By-Laws.

7.3.1. Duties of the Board of Directors: The duties of the Board of Directors shall be to:

- (a) Ratify APA Texas budgets.
- (b) Develop the Chapter's Development Plan and Work Program.
- (c) Identify the need for and formulate new APA Texas programs and services.
- (d) Establish guidelines for grant programs.
- (e) Upon request, assist the National Association's Executive Director in investigating alleged violations of the AICP Code of Ethics and Professional Responsibility occurring in the APA Texas area.
- (f) Review and comment on proposed Association programs and budgets.
- (g) Adopt and disseminate APA Texas policies and positions.
- (h) Report to the membership upon all business which it has considered or acted upon between APA Texas meetings.
- (i) Perform such other functions as are delegated herein or by the members of the APA Texas.

7.3.2. Frequency of Meetings: The Board shall at a minimum meet annually in conjunction with the annual conference in the Fall. Additional meetings may be held as determined by the Executive Committee.

7.3.3. Proxy: Any member eligible to vote on any question or issue coming before the APA Texas Board may vote by proxy if said proxy is in writing and signed, names a person present at the meeting who is authorized to vote the proxy, and states the specific question or issues for which the proxy is given. Proxies shall count toward a quorum.

7.3.4. Quorum: To officially conduct APA Texas business, a majority of the elected officers (President, President-Elect, Treasurer, Secretary, Immediate Past President, and the TML representative), the Professional Development Officer (PDO), and the elected Section Director shall constitute a quorum.

7.4. Approval of Contracts: All contracts, except contracts for the annual conference, in excess of \$2,500.00 shall be approved by either the Executive Committee or the Board of Directors. Approval of contracts by the Executive Committee shall be limited to those items ratified by the Board and within 20% of the anticipated budget. If the cost of a contract exceeds these guidelines, the Board shall be required to approve such contract or authorize the Executive Committee to approve the contract.

7.5. Executive Administrator: An Executive Administrator may be retained by the APA Texas Board of Directors on the recommendation of the Executive Committee to manage APA Texas affairs if it is deemed appropriate and beneficial to the APA Texas's purposes. The Executive Administrator, if retained, shall be responsible for those services described in the contract and scope of service.

Additionally, the Executive Administrator shall serve as the APA Texas's registered agent for purposes of satisfying Article 1396-2.05, as amended, of the Texas Non-Profit Corporation Act. Upon a change of Executive Administrators, the President shall file with the Secretary of State, and all other necessary regulatory agencies, any documentation required to change the name of the registered agent to the new Executive Administrator's name and new address, if necessary.

ARTICLE VIII: ELECTIONS AND VOTING

8.1 Consolidated Elections: The Chapter and Sections shall follow the Association's election schedule on odd years.

8.2. Nomination of Officers: A Nominating Committee of at least three APA Texas members shall be appointed by the President and chaired by the President-Elect. The Nominating Committee shall render its report of two names for each office to the Executive Committee. The elected offices include: President-Elect, Treasurer, Secretary, and TML Representative. The Secretary should notify the membership of the nominations within 5 days after receiving the Committee report. Ten or more regular members may petition the President, with a copy to the Secretary, for the inclusion of names not appearing in the Committee report within 14 days of notice from the Secretary, at which time nominations will be closed.

8.3. Election of Officers: The Association shall send a consolidated ballot by electronic mail to APA Texas members and will send vote totals to the President at the conclusion of the election. The candidate receiving a majority of the votes cast for each office shall be deemed elected and the Secretary shall so notify the membership. In the event no candidate receives a majority, the Board of Directors shall elect one of the two leading candidates, and such action shall be made a matter of APA Texas record. Officers will take office at the conclusion of the annual Fall Meeting of the APA Texas in odd numbered years.

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

8.5. Vacancies: The Executive Committee shall elect a member of the APA Texas to serve for the unexpired term of any elective office vacated by the incumbent.

8.6. Voting:

8.6.1. Voting Qualifications: In APA Texas Officer elections, voting shall be done only by those members of the Chapter in good standing. In voting for APA Texas Bylaws amendments, whether the voting occurs in a APA Texas meeting or by mail or by electronic mail ballot, approval or disapproval shall be by a simple majority of the APA Texas membership qualified to vote and voting on said Bylaws change. In national affairs, Association matters, and APA Texas Bylaws, a report of the APA Texas voting whether or not a quorum was obtained, shall be filed with the Executive Director of the Association and shall include a record of the number of “yea” and “nay” votes and the number eligible for voting.

ARTICLE IX. MEETINGS

9.1. Annual Meetings: There shall be an Annual Meeting of APA Texas at a time and place to be determined by the Board of Directors which shall correspond as much as possible with the beginning of the APA Texas fiscal year. The Board of Directors shall specify an approximate date of the Annual Meeting at least 120 days prior to the meeting.

9.2. Interim Meetings: The President may call additional meetings as he or she deems desirable. Upon the failure of the President to call such other additional meetings as he/she deems desirable, the Executive committee may call such meetings by a majority vote of its members.

9.3. Notice of Meetings: At least 30 days notice of date and general locale of meetings shall be given each APA Texas member. The exact date, time, and place of meeting shall be given at least 15 days in advance. Notice shall be by postal mail, electronic mail, or facsimile transmission.

9.4. Minutes of Business Meetings: Minutes of all business meetings shall be kept by the Secretary and made a part of the permanent record of the APA Texas. The Annual Meeting shall be recorded by the retiring Secretary.

9.5. Meetings of the Board of Directors: Meetings of the Board of Directors shall be called by the President or by a majority of the Executive Committee members. There shall be at least two meeting of the Board of Directors each year.

9.6. Parliamentary Procedure: At meetings of the membership and the APA Texas Board of Directors, parliamentary procedure shall be guided by Robert’s Rules of Order.

ARTICLE X: STANDING AND SPECIAL COMMITTEES

10.1. Standing Committees. There shall be the following Standing Committees and Committee Chairs:

10.1.1 Professional Development: There shall be a Professional Development Officer (PDO), appointed by the President. This position was established by the Association to be incorporated within the structure of Chapters for the purpose of ensuring that the issues related to continuing education and other matters related to AICP are addressed.

10.1.1.1. Duties: It shall be the responsibility of the Professional Development Officer to:

- (a) Advise prospective members of the American Institute of Certified Planners as to the qualifications, purposes, and programs of the Institute, the Institute’s Code of Ethics and Professional Conduct, the Guidelines for Social Responsibility, and the Rules of Reference to Institute membership.

- (b) Promote membership in AICP.
- (c) Conduct an AICP Examination Preparation Workshop as often as required.
- (d) Provide assistance to all Chapter members interested in AICP membership.
- (e) Provide assistance to national AICP office staff when called upon.
- (f) Plan and implement APA Texas programs to assist candidates for AICP membership.
- (g) Be responsible for assuring Texas Chapter input to the PAB accreditation review of planning programs in Texas colleges and universities.
- (h) Cooperate with faculty liaisons in developing continuing education programs.
- (i) Advocate strong continuing education program to ensure a high level of professional development.
- (j) Initiate and implement APA Texas programs to increase the visibility of professional planning and the importance of AICP membership.
- (k) Advocate strong support for the AICP Code of Ethics and Professional Conduct.
- (l) Maintain an ongoing relationship with the AICP Commission.
- (m) Attend Association PDO leadership meetings as necessary.
- (n) Plan APA Texas Professional Development seminars and workshops.

10.1.2. Planning Officials: There shall be a Planning Officials Development Officer (PODO), appointed by the President. This position was established by the Association to be incorporated within the structure of Chapters for the purpose of ensuring that the needs and interests of planning officials are addressed.

10.1.2.1 Duties: It shall be the responsibility of the Planning Officials Development Officer shall be to:

- (a) Increase training opportunities for planning officials in Texas.
- (b) Create ways of making the chapter more inviting to planning officials.
- (c) Recruit new planning official members.
- (d) Involve planning officials in APA Texas programs and decision-making.
- (e) Involve planning officials in planning promotion and advocacy.
- (f) Encourage the vital role of planning commissions in providing up-to-date, responsive and responsible community planning.
- (g) Serve as a member of the Conference Committee to organize the annual Short Course for elected and appointed officials at the Annual Conference
- (h) Serve as the reference person on planning official resources, helping to coordinate information and idea exchanges between members and the APA Texas and between APA Texas and the national organization.
- (i) Publish the "Guide to Urban Planning in Texas Communities and other pertinent publications.

- (i) Conduct and organize regional training for planning commissioners.
- (k) Conduct regional training for planning commissioners.

10.1.3. Conference Planning: There shall be a Conference Planning Committee appointed by the Chapter President.

10.1.3.1. Responsibilities: The Conference Planning Committee will be responsible preparation of the Annual APA Texas Planning Conference.

10.1.3.2. Membership: Chapter Conference Coordinator, Local Coordinator (Host Section Director designee), Programs and Sessions Chair, Mobile Workshops Chair, Exhibit and Sponsorship Chair, Short Course (Commissioner Training) Coordinator, Publicity and Media Chair, Social Events Chair, Emerging Planning Leaders Officer, Student Representative, Signage and Brochure Coordinator, Certification Maintenance (CM) Coordinator, Chapter Treasurer, and Executive Administrator.

10.1.4 Planning Awards: There shall be an Awards Committee consisting of a Chair, appointed by the President, and a committee of members broadly representative of the membership's demographics & geography to the extent practical.

10.1.5 Policy and Advocacy Network: There shall be a Policy and Advocacy Network Committee consisting of a Chair, appointed by the President.

10.1.4.1 Purpose: To improve, encourage, and promote effective city planning in the State of Texas, to study the planning, environment, laws and regional characteristics peculiar to Texas, to stimulate the interchange of planning ideas and experiences, to pool available planning, information and resources, to enrich the membership with the benefits of shared knowledge in the interest of the public welfare, to educate the membership and other municipal and state officials as to the effect of proposed legislation and to monitor and promote legislation in the State that promotes effective urban regional planning.

10.1.5.2 Appointment and Roles: The President, with the concurrence of the Executive Committee, shall appoint an Advocacy Network Liaison. The Advocacy Network Liaison shall recruit committee members to assist with the committee's work program, which shall also be coordinated with the TML Representative. The Advocacy Network Liaison shall serve as a voting member of the APA Texas Board of Directors. The Advocacy Network Liaison, in coordination with the TML Representative, shall be responsible for preparing and implementing an annual work program consistent with APA Texas Action Plan. The Advocacy Network Liaison may submit an annual budget request to the Board of Directors in the same manner that other budget requests are submitted. The Advocacy Network Liaison shall also work with the Chapter President, TML Representative and Treasurer to submit any financial reports required by affiliated organizations in support of advocacy.

10.1.6 Certification Maintenance: The President shall appoint a Certification Maintenance (CM) Officer who shall be responsible for the managing the AICP CM activities of the Chapter. The CM Officer may recruit committee members and is responsible for the following:

- (i) Communicate and coordinate with the Chapter, Sections and other planning related professional organizations regarding CM training opportunities.
- (ii) Provide information about CM training to APA/AICP members.
- (iii) Facilitate Chapter sponsorships of CM training activities and events such as conference sessions, Section activities and other training activities.
- (iv) Register Chapter CM training activities for CM credits with AICP.

- (v) Create standardized process for registration of Chapter CM training activities including data input forms required by AICP.
- (vi) Participate in APA/AICP National CM Program development and activities on behalf of the Chapter.

10.1.7 Texas Emerging Planning Leaders (TxEPL) Committee: The President shall appoint a Texas Emerging Planning Leaders (TxEPL) Officer who shall be responsible for the managing the Emerging Planning Leaders activities of the Chapter. The TxEPL Officer shall be a member of the Chapter Board of Directors.

10.1.7.1 Purpose: The purpose of TxEPL is to enhance communication between emerging and experienced planning professionals; provide for professional advancement in the field by identifying employment opportunities and through targeted training and education; and support the advancement of the planning profession through leadership opportunities.

10.1.7.2. Goals: In pursuit of the mission, TxEPL is committed to the long term goals of:

- (i) Developing the skills and knowledge needed to become the next generation of successful planning leaders in the State of Texas;
- (ii) Providing a clearinghouse of communications, training, and networking opportunities for emerging planning leaders;
- (iii) Bridging the professional gap between college graduates, members of the American Institute of Certified Planners (AICP), and members of the Fellows of American Institute of Certified Planners (FAICP);
- (iv) Identifying individuals to move into leadership roles at the section, state, and national levels of the American Planning Association (APA);
- (v) Building and executing a successful Mentorship Program to connect emerging planning leaders with the experienced planning professions and Texas AICP Fellows.

10.1.7.3 Members: The TxEPL Officer may recruit committee members of the TxEPL Committee. Membership of the TxEPL Committee shall be open to APA Texas Chapter members in good standing. The TxEPL Officer shall designate members of the committee to serve as the Mentorship Program Chair, Communications Chair, and Programs Chair. Each Section Director shall appoint a Section member to serve on the TxEPL Committee.

10.2. Other Standing Committees: There may be other committees and appointments by the President to carry out recurring duties and tasks identified in the APA Texas Action Plan.

10.2.1. Appointment and Roles: The President shall appoint Committee Chairs and members. Each Committee Chair is responsible for preparing and implementing an annual work program consistent with the APA Texas Action Plan. Each Committee Chair shall keep the Executive Committee informed of its accomplishments. The President shall also make appointments to undertake tasks of interest to the Board of Directors.

10.3. Special Committees: On occasion, there may be the need to create a Special Committee to assist the Board of Directors to carry out a specific task which is not recurring.

10.3.1. Appointment and Roles: The President shall appoint Committee Chairs and members. Each Committee Chair shall keep the Executive Committee informed of its accomplishments. The appointment term of Special Committees shall be limited to one year, unless extended by the Executive Committee.

Unless specifically called for elsewhere in the Bylaws, the Chairs of Special Committees who are appointed serve as advisory unofficial members of the Board of Directors.

ARTICLE XII. TML AFFILIATE

12.1 In its role as the TML Affiliate, APA Texas must abide by its own constitution and bylaws as well as those of the American Planning Association. APA Texas must also comply with the requirements of the TML Constitution and Affiliate Guidelines. The requirements of the governing documents for the two organizations are not expected to conflict due to consistency between the goals and purposes of each, resulting in significant mutual beneficial relationship. Should a conflict emerge, the requirements resulting from APA Texas being a creature of the American Planning Association, and APA Texas' own bylaws, shall supersede. In such circumstances, APA Texas anticipates any conflicts will be resolved to mutually beneficial ends without jeopardizing the relationship with TML. In no case, however, shall TML dictate to APA Texas a requirement that will jeopardize its status with APA or violate APA policies or procedures. If TML seeks to enforce a requirement in violation of APA or APA Texas rules, procedures or policies that cannot be resolved, then TML may remove APA Texas as the TML Affiliate and a new organization similar to the former City Planners Association of Texas may be created. APA Texas, as the TML Affiliate, will not take a position or act in a manner contrary to TML's constitution or its policies and procedures for affiliates if such action or position is not required by APA Texas or APA rules, policies or procedures.

ARTICLE XIV. AMENDMENTS

These Bylaws may be altered, amended, or repealed, or new Bylaws adopted as follows:

14.1 At any meeting of the Board of Directors, at which a quorum is present by the affirmative vote of at least sixty-six and two thirds percent (66 2/3%) of the Directors present at such meeting after notice of such alteration, amendment, repeal, or new Bylaws has first been sent to the members at least thirty (30) days before the action taken by the Board; or,

14.2 Upon authorization by the Board of Directors, or upon petition of at least one-sixth (1/6) of the members of the APA Texas, by the affirmative majority vote of members voting, after said amendment is discussed at a APA Texas meeting and submitted by the Secretary as a written or electronic ballot to the members. A period of 30 days from the distribution date shall be allowed for the return of ballots, prior to certification of the results. APA Texas Bylaws amendments are subject to approval by the Executive Director of the Association.

ARTICLE XV: INDEMNIFICATION

15.1 The Board of Directors, on behalf of the APA Texas, shall indemnify all persons for whom indemnification is permitted by Article 1396-2.22A, as amended, of the Texas Non-Profit Corporation Act up to the fullest extent permissible under such Act, and may purchase such liability, indemnification and/or other similar insurance as the Board from time to time shall deem necessary and appropriate, in its sole discretion. The power to indemnify under this Article XV shall include the discretionary power, under Article 1396-2.22A, as amended, of the Texas Non-Profit Corporation Act, to pay the expenses incurred in defending a proceeding in advance of the disposition thereof. Therefore, the mandatory decision by the Board of Directors to indemnify an individual who meets the requirements of Article 1396-2.22A, as amended, of the Texas Non-Profit Corporation Act, in no way mandates that the Board of Directors also choose to pay the expenses incurred in defending a proceeding in advance of the disposition thereof.

15.2 The APA Texas may purchase and maintain liability, indemnification, and/or other similar insurance on behalf of itself and/or other similar insurance on behalf of itself, and/or for any person who is or was a director, officer, employee, agent or similar functionary of the APA Texas or another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and/or incurred by the APA Texas, or such other enterprise, or person serving in such a capacity or arising out of

his/her/its status as a person or entity, whether or not the APA Texas would have the power to indemnify such person against that liability otherwise.

15.3. The power to indemnify and/or obtain insurance provided in this Article XIV shall be cumulative of any other power of the Board and/or any rights to which such person or entity may be entitled by laws, the Articles of Incorporation, and bylaws, contracts, other agreement, vote, or otherwise.