

## BYLAWS OF THE MISSISSIPPI CHAPTER OF THE AMERICAN PLANNING ASSOCIATION

### ARTICLE I – GENERAL

- 1.1 General: Name The name of the Chapter is the Mississippi Chapter of the American Planning Association which abbreviation shall be APA-MS, or whatever designation is officially sanctioned by APA.
- 1.2 General: Chapter Area The area served by the Chapter is the State of Mississippi.
- 1.3 General: Purposes The purposes of the chapter are to facilitate the individual participation of members of the American Planning Association in the affairs of the Association and to further the purposes of the Association in the Chapter area.
- 1.4 General: The American Planning Association The National Organization of which this chapter is part is the American Planning Association which is referred to in these Bylaws as the "Association" or "APA."
- 1.5 General: National Office The term "National Office" refers to the office of APA designated by APA to service chapter and membership matters.
- 1.6 General: Executive Director Unless otherwise qualified, the term "Executive Director," when used in these Bylaws, refers to the duly appointed Executive Director of APA.
- 1.7 General: Address of Record A member's "address of record" shall be the address furnished the Chapter by the National Office. It is the member's responsibility to notify the National Office of any change of address.
- 1.8 General: Publication of the Chapter A "publication of the chapter" shall mean any publication that is mailed or sent electronically to all Chapter members at their mailing or electronic address of record, without special charge.
- 1.9 General: Parliamentary Procedure At meetings of the membership and of the Executive Committee, parliamentary procedures shall be governed by Robert's Rules of Order (the pertinent edition of which may be designated by the President).
- 1.10 General: Fiscal Year The Fiscal Year of the Chapter shall coincide with the calendar year, running from January 1 until December 31.
- 1.11 General: Tax Status APA MS is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- 1.12 General: Dissolution Upon the dissolution of the organization (APA MS), assets shall be distributed for or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE II - MEMBERS

- 2.1 Members: Eligibility All members of APA whose address of record is within the Chapter area shall automatically be Chapter members. APA members whose address of record is outside the Chapter area may also become Chapter members upon payment of any applicable dues and assessments. Non-APA members may become Chapter-only members of the Chapter upon completion of an application form and upon payment of applicable fees. Such fees or dues shall be set yearly by a majority vote of the Executive Committee. Chapter-only members may be elected or appointed to any chapter office or committee other than the Chapter President, President-Elect or Chapter Professional Development Officer.
- 2.2 Members: Annual Meeting There shall be an annual meeting of the Chapter membership during the month of October, or within the first quarter of each fiscal year. The meeting shall be held at a location within the Chapter area or at another location determined by the Executive Committee. The Chapter Executive Committee shall determine the specific location, date and time of each Annual Meeting.
- 2.3 Members: Notice of Annual Meeting The Secretary shall notify the membership of the place, date and time of the Annual Meeting in a publication of the Chapter, or other communication, to each member such as mail, list serve, or other electronic means at least three weeks before the meeting.
- 2.4 Members: Special Meetings A special meeting of the members may be called by the President, by the Executive Committee, or by a petition signed by at least five percent of the members of the Chapter. The place, date and time shall be set by the President or by the Executive Committee. Notice of Special Meetings shall be given to members as in Section 2.3 and shall include a statement of the purpose of the Special Meeting.
- 2.5 Members: Quorum Requirements At Annual and Special Meetings and in ballots a quorum shall be fifteen (15) percent of the Chapter membership.
- 2.6 Members: Termination and Reinstatement Chapter membership will be terminated upon

termination of APA Membership. Chapter-Only membership shall be terminated for failure to pay chapter dues and assessments.

- 2.7 Members: APA Dues and Chapter Dues Membership dues shall be in an amount which will provide the chapter with a rebate, as chapter dues from each member. The Executive Committee will set the membership dues each year at a figure above APA dues, allowing for a rebate to the Chapter from APA.

### ARTICLE III- OFFICERS

- 3.1 Election and Term of Office. The election of officers shall occur bi-annually. The terms of office shall be for a period of approximately two years (with the exception of the President-Elect who serves a term of four years), beginning on January 1, and shall end as soon as the new officers have been elected and installed. The election process shall follow the consolidate election process established by APA National.
- 3.2 Officers: Election and Terms The officers of the Chapter shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, three Regional Representatives elected from regions (based upon [Mississippi Department of Transportation Commission Districts](#)) and the Student Representative.
- A. Officer: President The President shall preside at meetings of the Executive Committee and of the membership. The President shall provide leadership on the development of Chapter policies in coordination with the Executive Committee. The President shall prepare an annual budget for approval by the Executive Committee. The President shall have the power to create, appoint and discharge all Chapter committees unless otherwise provided in these Bylaws. The President shall represent the Chapter on the APA Chapter Presidents Council. 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 designated by the APA Board of Directors.
- B. Officer: President-Elect The President-Elect shall assist the President in the guidance and coordination of committee activities. The President-Elect shall carry out any other duties assigned by the President. In the absence of, or in the event of the incapacity or resignation of the President, the President-Elect shall assume the duties of the President. The President-Elect shall perform such other duties required by these Bylaws or customary to the office.
- C. Officer: Immediate Past President The Immediate Past President shall exercise the powers and duties of the President during the absence or incapacity of the President and the President-Elect, and shall perform such duties as may be required by these Bylaws or assigned Committee. This officer is responsible for providing stability and

continuity to the Chapter.

- D. Officer: Secretary The Secretary shall: (a) maintain an accurate list of the members of the Chapter; (b) notify members and Executive Committee members of meetings, prepare and report minutes of Chapter and Executive Committee meetings; (c) transmit to the Executive Director a list of all Chapter officers (including their addresses and telephone numbers) within 30 days of their election; (d) notify the Executive Director of the results of all Chapter voting, and in so doing, specify the quorum and the number voting for each candidate or "aye: and "nay" on each issue; (e) transmit to the Executive Director at least one copy of each publication of the Chapter; (f) submit to the Executive Director proposed Bylaws and Amendments as required by the Bylaws of the APA; and (g) perform such other duties required by these Bylaws or customary to the office.
- E. Officer: Treasurer The Treasurer shall: (a) receive and disburse Chapter funds; (b) collect Chapter dues and assessments not collected by the National Office; (c) assist the President in preparing an annual budget for review by the Executive Committee; (d) maintain accounts which shall be open to inspection by officers and subject to audit; (e) prepare for each meeting of the membership and of the Executive Committee a financial report to include a current balance sheet and an income statement reflecting the preceding 12 months of Chapter operations; and (f) perform such other duties required by APA, these bylaws or customary to the office.
- F. Officers: Regional Representatives Three Regional Representatives shall be elected from regions (based on Mississippi Transportation Commission Districts). The membership within each region shall elect its representative. The term of the Regional Representatives shall be concurrent with the office of the President. The Representatives shall (a) conduct regional opportunities for education and training, (b) facilitate activities of the chapter within the region, (c) work to promote membership, (d) provide news to the chapter regarding the region and (e) other duties as required by the Executive Committee. To qualify for the position of Regional representative, the representative must reside or work in the district.
- G. Student Representative Each fall, at the beginning of the school year, students enrolled in chapter recognized programs shall elect a representative from among themselves to serve as the Student Representative. The term of office for the student representative shall be one year. No Chapter member other than those enrolled in a full-time course of study shall be eligible to vote for or be elected to Student Representative. In the event the Student Representative ceases to be a full-time student, the Chapter Executive Committee shall designate a full-time student to complete the term of office.

3.3 Appointed Officers. The President shall appoint individuals in the following capacities: Professional Development Officer (PDO), Outreach Officer, Public Information Officer (PIO), and Historian.

- A. Professional Development Officer (PDO) The duties of the Professional Development Officer shall be: (a) to advise prospective members of the American Institute of Certified Planners as to qualifications, purposes, and programs of the Institute, the Institute's Code of Professional Responsibility, the Guidelines for Social Responsibility of the Planner and the Rules of Reference to Institute membership; (b) to advise members of the American Institute of Certified Planners concerning opportunities and/or requirements for continuing maintenance (CM) and professional development opportunities; and (c) chair the Professional Development Committee.
- B. Outreach Officer The President shall appoint an Outreach Officer who shall be responsible for the development of the Chapter with regard to increased interaction with allied organizations including opportunities for participation in programs and conventions of those organizations. The Outreach Officer will also serve as the chair of the membership committee to promote growth in membership and will assist the President and the Executive Committee in handling matters, as assigned.
- C. Public Information Officer The President shall appoint a Public Information Officer who shall be responsible for the public awareness of the Chapter. This person shall facilitate the inclusion of articles from members in allied organizations newsletters and periodicals. The Public Information Officer will be responsible for the publication of a periodic newsletter for the Chapter and will serve as the Webmaster for the Chapter's official website.
- D. Historian The President shall appoint an Historian who shall be responsible for preparing and maintaining a scrapbook, notebook, or similar means of keeping assembled facts, brochures, programs and photographs. The Historian shall also compile a History of the Chapter, which shall be updated annually.

#### ARTICLE IV - EXECUTIVE COMMITTEE

- 4.1 Executive Committee: Membership The Executive Committee shall consist of the President, President Elect/Immediate Past President, Secretary, Treasurer Regional Representatives, Professional Development Officer, Outreach Officer, Public Information Officer, Historian and a Student Representative elected by the students enrolled in a Chapter recognized program.
- 4.2 Executive Committee: Duties The Executive Committee shall: (a) manage the affairs of the Chapter; (b) report to the membership upon all business meetings; (c) put into effect the votes of the chapter; (d) authorize expenditures consistent with the budget; and (e) perform such other functions as are delegated herein or by the members of the Chapter.

- 4.3 Executive Committee: Meetings and Quorum Meetings of the Executive Committee shall be called by the President or by a majority of the Committee members. Meetings of the Executive Committee and of the Chapter shall be governed by the latest edition of Robert's Rules of Order. There shall be, in each year, at least three meetings of the Executive Committee. A majority of the Executive Committee shall constitute a quorum whether in person or via telephone or electronic means for the transaction of business at meetings of the Committee.
- 4.4 Executive Committee: Acting without Meeting An action may be taken by the Executive Committee without a meeting. The President may poll Executive Committee members by telephone, e-mail, or other method of communication to achieve majority consensus. All actions by the Executive Committee shall be provided to the Chapter Secretary and recorded in the minute book.
- 4.5 Executive Committee: Vacancies The President, with the advice and consent of the Executive Committee, will fill any vacancies caused by resignation, death or removal from office by vote of the Executive Committee.
- 4.6 Presidential Vacancy If a vacancy in the office of President occurs between elections, the Past President or President Elect (depending on which position is active at the time) shall assume the ultimate authority of the President until an election can be held to fill the unexpired term.
- 4.7 Executive Committee: Removal Any Officer may be removed from office for non-performance upon a motion adopted by two-thirds vote of the Chapter Executive Committee. A motion will require the following:
1. The grounds for non-performance must be submitted to the Executive Committee and these may include: non-attendance at committee meetings, failure to execute adopted programs, incurring legal liability for the Chapter based on dilatory performance of duties, or other criteria that may be added to this subsection.
  2. Due process for elected Officers will require at least two consecutive Executive Committee meetings to conclude a motion, the first for the making of the motion and a submission of grounds; and the second to consider submission of the response by the Officer charged and to allow the Executive Committee to then sustain or deny the motion.

## ARTICLE V – COMMITTEES

- 5.1 Committees: Nominating Committee The Nominating Committee shall consist of five (5) Chapter members, one of whom shall be a member of the Executive Committee. The Nominating Committee shall be appointed by the President with the advice and consent of the Executive Committee at least (60) days prior to the mailing of ballots to the membership. Persons who serve on the nominating committee shall not be nominated for an office. Every effort should be made to nominate two members for each office. The Executive Committee may approve a nomination from the Nominating Committee without two members for a particular office, only if reasonable effort has been made to solicit two persons to run.
- 5.2 Committees: Professional Development Committee The President shall appoint a Chapter member who is a member of the American Institute of Certified Planners (AICP) to serve as the Professional Development Officer. The Professional Development Officer shall select other AICP members in the Chapter to serve on the committee. The duties of the Committee shall be: (a) to advise prospective members of the American Institute of Certified Planners as to qualifications, purposes, and programs of the Institute, the Institute's Code of Professional Responsibility, the Guidelines for Social Responsibility of the Planner and the Rules of Reference to Institute membership and (b) to advise members of the American Institute of Certified Planners concerning opportunities and /or requirements for continuing education and professional development.
- 5.3 Committees: Conference Planning Committee The President shall appoint at least three members to the Conference Planning Committee. The Committee shall consist of the District Representative of the conference host community, the chair of the previous Conference Planning Committee, and a representative of the host community that shall serve as the Chair. The Committee shall plan and prepare the annual conference. The Committee may appoint their own subcommittees i.e. Concurrent Session Subcommittee, Registration Subcommittee, Sponsorship Subcommittee, etc.
- 5.4 Committees: State and National Legislative Affairs Committee The President shall appoint three members to serve on the State and National Legislative Affairs Committee. The Committee members shall monitor State and National Legislation and inform the full membership on new or amended State and National Legislation, which will affect planning practices. In addition, Committee members will inform the full membership on legislation, which may require action on behalf of individual members or their representative organizations.
- 5.5 Committees: Special The President, with the concurrence of the Executive Committee, may establish any number of other committees necessary to further the purposes, programs, and objectives of the Chapter. Such committees may include, but are not limited to the following:

- Annual Awards Committee
- Strategic Planning Committee
- By-Laws Committee
- Membership Development/Retention Committee
- Education Committee
- Special Projects Committee

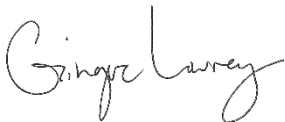
ARTICLE VI- ELECTIONS

6.1 Elections: The Chapter election process shall follow that of APA, in accordance with Section 3.1 above.

ARTICLE VII – AMENDMENTS

7.1 Amendments to the Bylaws may be proposed by the Executive Committee or by a petition signed by five percent of the Chapter membership. The membership may amend these Bylaws by a majority vote of the plurality of the members voting, if by mail ballot or electronic ballot. Amendments to the Bylaws may also be affected by a two-thirds vote at Annual or Special Meetings of the membership, provided that the amendments were published in a publication of the Chapter membership at least one month prior to the Meeting and that a quorum is present at the time of the vote.

***Adopted with revisions on January 6, 2023.***



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Chapter Secretary

January 6, 2023

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Date:



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Chapter President

January 06, 2023

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Date: