



**BY LAWS**  
**OF THE CONNECTICUT CHAPTER**  
**OF THE**  
**AMERICAN PLANNING ASSOCIATION**

∞ **CCAPA** ∞

Effective January 1, 2015  
Amended September 10, 2018



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OF THE  
CONNECTICUT CHAPTER  
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CCAPA**

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## **BYLAWS**

OF THE

# **CONNECTICUT CHAPTER AMERICAN PLANNING ASSOCIATION CCAPA**

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## ***ARTICLE I***

### ***CHAPTER NAME AND JURISDICTION; TERMS DEFINED***

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#### **A. Name**

1. The name of this organization shall be the Connecticut Chapter of the American Planning Association, hereinafter referred to as "the Chapter", or as "CCAPA".
2. The use of "CCAPA" shall be recognized as a legal alternative form of acknowledgment, endorsement or reference.

#### **B. Area of Jurisdiction**

1. The area and jurisdiction served by the Chapter shall be the State of Connecticut.

#### **C. Legal Standing**

CCAPA is a subordinate of the American Planning Association (APA), a national organization. APA was incorporated as a not-for-profit corporation in the District of

Columbia on October 1, 1978. APA was issued a 501(c)(3) exemption by the IRS on June 27, 1980, which established it as a tax exempt organization under the Internal Revenue Code. APA has a Federal Employer Identification Number (FEIN): 52-1134021 and Group Exemption Number (GEN): 3192

APA Chapters are subordinates of the national Association. The Connecticut Chapter of the American Planning Association is a subsidiary under national's group exemption. The Chapter's Employer Identification Number (EIN) is: 222511702.

#### **D. Terms Defined**

**Executive Board:** The appointed officers of the Chapter, as hereafter defined, along with the Elected Officers together comprise the Executive Board ("The Board")

**Gender:** for the purposes of these Bylaws the use of the terms in the masculine shall also mean the feminine; the use of terms in the feminine shall also mean masculine.

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## **ARTICLE II**

### **CHAPTER PURPOSES**

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#### **A. Purposes**

1. The purposes of the Chapter shall be:
  - a. to enable its members to participate more fully in the American Planning Association, the national parent organization, hereinafter referred to as "APA";
  - b. to advise APA's Board of Directors on the implementation of APA policy;
  - c. to advance the art and science of planning in Connecticut;
  - d. to encourage the exchange of planning knowledge, information and experience in Connecticut;
  - e. to advance the interests and welfare of the planning profession in Connecticut;  
and
  - f. to encourage and guide newer members of the profession to the end that the purposes of APA and the Chapter shall be furthered.
2. In addition, the purposes of the Chapter shall include those stated in the Chapter's Strategic Plan, adopted July 12, 2002, and may be amended from time to time.
3. Further, the purposes of the Chapter shall include those stated in the annually adopted Work Plan, and may be amended from time to time.

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## **ARTICLE III**

### **CHAPTER MEMBERSHIP**

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#### **A. Regular Members**

1. APA members who are identified by the national office of APA as members of the Connecticut Chapter shall be Regular Members of the Chapter.
2. Chapter membership shall automatically be transferred to another chapter when a Regular Member changes his or her address of record to that chapter's area.
3. Any Regular Member ceasing to be a member of APA shall automatically cease to be a Regular Member of the Chapter.

#### **B. Chapter-Only Members**

1. Individuals, firms, organizations and agencies which are not members of APA but which otherwise provide the Secretary with a mailing address in Connecticut and pay the annual Chapter dues shall be Chapter-only Members of the Chapter.
2. Chapter-only Members shall be entitled to the benefits of Chapter membership as determined by the Member Services Committee. Such benefits may be different from those accorded to Regular Members.

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## **ARTICLE IV**

### **CHAPTER FINANCES**

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#### **A. Budget**

1. The Chapter's fiscal year shall be from October 1 to September 30.
2. The Treasurer shall prepare and the Executive Board shall review, modify if necessary, and adopt a budget setting forth programs and activities for which funds may be expended for the next fiscal year, and the amount authorized to be expended therefor.
3. The budget may be amended from time to time by a majority vote of the Executive Board. The Treasurer shall maintain a log of all budget amendments including the date each amendment was approved.
4. The adopted budget and any subsequent amendments thereto shall be published in the next issue of the Chapter Newsletter following adoption.

#### **B. Chapter Dues**

1. Chapter dues shall be paid annually.
2. The amount of annual Chapter dues shall be established by the Executive Board at the time of preparation of the budget. Any increase in the amount of annual Chapter dues shall require the approval of the Chapter membership in accordance with the voting procedures prescribed in Article XII. The amount of annual dues shall be reported to the national office of APA.
3. Annual Chapter dues may be established in different amounts for different categories of Chapter membership.
4. Dues shall be collected by the national office of APA pursuant to the APA Bylaws.

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## **ARTICLE V**

### **CHAPTER OFFICERS**

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#### **A. Officers**

1. The Officers of the Chapter shall be a President, a President-elect, a Secretary, a Treasurer, and an Immediate Past President.

#### **B. Qualifications**

1. All Chapter Officers shall be Regular Members in good standing of the Chapter.
2. To be eligible to run for the position of President-elect the candidate shall have at a minimum served one 2-year term as a member of the Board as of the effective date of taking office as President.
3. Any person elected to and serving two full consecutive terms as President, Secretary or Treasurer shall not be eligible to serve in that office for a third consecutive term.
4. Nothing shall prevent any person from serving additional terms in the same office provided that such terms are not consecutive, as detailed in paragraphs 2 and 3 above.

#### **C. Duties**

1. The President of the Chapter shall have the following duties:
  - a. To appoint the members of the Executive Board, with the advice and consent of the other Chapter Officers;
  - b. To appoint members to all Chapter boards, and other positions, with the advice and consent of the Executive Board;
  - c. To direct the preparation of an annual work program and budget;
  - d. To call meetings of the Chapter and the Executive Board;
  - e. To serve on the Chapter Presidents Council of APA;
  - f. To serve as an ex-officio member of all boards, except the Nominating and Elections Board;
  - g. To preside at meetings of the Chapter and Executive Board;
  - h. To regularly report to the Board of the President's activities;
  - i. To annually schedule and preside over no less than one Board retreat, which may extend more than one day, for the purpose of intensive examination and



implementation of Chapter policy, procedure and practice and/or other issues of major import.

- j. To represent the Chapter before other groups and the public and to perform other duties as required by these Bylaws or as customary to the office;
  - k. To enter into contracts for services related to the Chapter's operations and activities consistent with the budget and purposes of the Chapter;
  - l. To engage such management services as may be deemed necessary for the conduct of the business of the Chapter;
  - m. To enter into affiliations, alliances and sponsorships when such activity furthers the purposes of the Chapter and its Strategic Plan or provides benefits and/or services to the membership;
  - n. To make necessary arrangements to establish a permanent archive of Chapter records and preservation of the Chapter's history.
2. The President-elect of the Chapter shall have the following duties:
- a. To actively assist the President in the guidance and coordination of Chapter activities;
  - b. To carry out duties assigned by the President;
  - c. To act as President in the temporary absence or incapacity of the President.
  - d. To learn the function of the Presidency in anticipation of assuming such office.
3. The Secretary of the Chapter shall have the following duties:
- a. To prepare and report minutes of Chapter and Executive Board meetings;
  - b. To act as Parliamentarian and be familiar with the provisions of these bylaws and the most current version of Roberts Rules of Order. The Secretary shall preside on questions of rules or procedure and such ruling shall be final.
  - c. To transmit to APA staff a list of all Chapter Officers (including all required address and contact information) within 30 days of their election;
  - d. To transmit to APA staff the record of Chapter voting on Bylaw amendments or other Chapter matters of APA significance, APA matters, and planning issues of public significance as may be required by the APA Bylaws;
  - e. To transmit to APA staff copies of all Chapter publications;
  - f. To provide for ongoing management of communications (and supporting records and/or files), of and within the Executive Board, via the use of media services provided by the Board;
  - g. To act as Chair of the Scholarship Committee;
  - h. To act as ex-officio member of the Communications and Media Committee;

- i. To maintain a record of attendance of all Board members;
  - j. To make necessary arrangements for the annual archiving of minutes, business documents, records of programs and meetings, and other relevant information;
  - k. To perform other duties as required by these Bylaws or as customary to the office.
4. The Treasurer of the Chapter shall have the following duties:
- a. To receive and disburse Chapter funds;
  - b. To prepare an annual budget for review and adoption by the Executive Board;
  - c. To maintain accounts which shall be open to inspection by Chapter Officers and subject to audit;
  - d. To make arrangements for accounting and tax consulting services;
  - e. To ensure that tax forms are submitted in accordance with deadlines;
  - f. To make regular reports to the Executive Board on the financial status of the Chapter;
  - g. To notify the national office of APA of the amount to be charged for annual Chapter dues;
  - h. To submit quarterly and year-end financial reports to APA;
  - i. To perform other duties as required by these Bylaws or as customary to the office.
5. The Immediate Past-President of the Chapter shall have the following duties:
- a. To provide an effective and seamless transition in the office of the President;
  - b. To advise and counsel the President and Executive Board;
  - c. To perform such other duties or represent the Chapter as may be requested by the President.
6. The Past-President Advisory Committee of the Chapter shall have the following duties:
- a. To advise and counsel the President and Executive Board;
  - b. To perform such other duties or represent the Chapter as may be requested by the President.

#### **D. Annual Report**

1. The Chapter Officers shall prepare in writing an Annual Report which highlights the Chapter's activities for the preceding year. The Annual Report shall be presented to the Executive Board for its review prior to the Annual Meeting. The Annual Report shall be made available to the Chapter membership upon the close of the Chapter's fiscal year.

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## **ARTICLE VI**

### **EXECUTIVE BOARD**

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#### **A. Composition**

1. The Executive Board (the "Board") shall consist of the elected Chapter Officers, the Professional Development Officer, the Program/CM Committee Chair, the Member Services Chair, the Communications and Media Committee Chair, the Government Relations Officer, and up to eight (8) members-at-large. During the term of the Immediate Past President he/she shall be a non-voting member of the Board.

#### **B. Qualifications**

1. All appointed members of the Executive Board shall be either Regular or Chapter-only Members of the Chapter.

#### **C. Terms of Executive Board**

1. The full terms of the appointed members of the Executive Board shall be 2 years in length commencing on the January 1<sup>st</sup>, following the seating of Elected Officers. The appointed members shall serve the length of the term and shall continue until reappointed or replaced.

#### **D. Creation and Filling of Vacancies on the Board; Absence and Removal**

1. Should a vacancy occur among the appointed members of the Executive Board due to resignation, incapacitation to perform the duties, death or some other unforeseen circumstance, the vacancy shall be filled by the regular appointment process for such position.
2. Elected Officers and appointed members of the Executive Board may be removed from office upon a three-quarters vote of the entire Executive Board for just cause based upon findings of malfeasance and/or misconduct in the performance of the duties of their office.
3. Three or more unexcused absences of scheduled Board meetings by appointed members of the Executive Board during a given calendar year may be cause for removal from office by the President upon a three-quarters vote of the quorum of the Executive Board. The Secretary shall maintain a record of attendance of the members of the Board.
4. Subject to confirmation by a two-thirds vote of a quorum of the Executive Board, the President may determine that a vacancy exists on the Board, even though a formal resignation has not been produced, by showing a regular and continued pattern of non-attendance, non-participation, or failure to perform the duties of the office.

## **E. Duties**

1. The Executive Board shall have the following duties:
  - a. To report upon all business which it has considered or acted upon between Chapter meetings;
  - b. To determine when and how Board reports shall be made public;
  - c. To put into effect the votes of the Chapter membership;
  - d. To make recommendations on applications for APA membership, if required or requested by APA;
  - e. To be the custodian of all Chapter property;
  - f. To adopt and administer the annual budget;
  - g. To develop and adopt an annual (fiscal year) work program to serve as a guide for the Chapter's activities;
  - h. To authorize and approve all contracts and expenditures, except as otherwise provided herein, but not to incur liabilities exceeding amounts of anticipated funds;
  - i. To cause an audit to be made of the accounts of the Treasurer when so required by the Board, such audit to be submitted to the Board for approval;
  - j. Upon the recommendation of the President advise and consent to appointments to the Committees of the Chapter;
  - k. To represent the Board before the membership by attending as many Chapter events as is practical;
  - l. To perform such other functions as are delegated herein or by the Chapter membership or by APA's Bylaws;
  - m. To cause the President and/or Treasurer to be bonded, and Board members and activities of the Chapter to be adequately insured, when so required by the Board; and
  - n. To engage any and all professional services as may be necessary to further promote the purposes of the Chapter.
2. The Executive Board shall fill vacancies in offices which occur between elections; Chapter Officers so selected shall hold office for the balance of the current term until their successors are elected and installed. Completion of a term balance greater than one year shall be considered a full term; completion of a term balance less than one year shall not be considered a full term.

## **F. Meetings**

1. Meetings of the Executive Board shall be called by the President, or by a two-thirds (2/3) majority of its members.

2. In each year, there shall be at least four meetings of the Executive Board.
3. Meetings of the Executive Board shall be open to all members of the Chapter.

**G. Quorum to Conduct Business; Votes of the Board**

1. A simple majority of the total membership of the Executive Board shall constitute a quorum for the transaction of business at its meetings.
2. All decisions of the Executive Board shall require an affirmative vote of a simple majority of the quorum except where otherwise provided in these Bylaws.
3. Executive Board members may participate in any Board meeting and may vote electronically or telephonically when necessary; such vote and those participating shall be reported and recorded in the minutes of the next regular meeting of the Board. No confirming re-vote at a meeting shall be required unless the matter is reintroduced to the floor for reconsideration.
4. The Immediate Past President and Past President Advisory Committee shall have participatory rights on the Board, but shall have no voting rights.

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## **ARTICLE VII**

### **PROFESSIONAL DEVELOPMENT OFFICER**

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#### **H. Professional Development Officer; Appointment and Qualifications**

1. The President shall appoint a Professional Development Officer (PDO). The PDO shall be a member of the American Institute of Certified Planners (AICP) and shall meet the requirements of APA and AICP to serve as Professional Development Officer.
2. The PDO shall provide assistance and information to those Chapter members seeking membership in the American Institute of Certified Planners;
3. The PDO shall be responsible for implementing the protocol on ethics, and management and oversight of the AICP Certification Maintenance (CM) program for the Chapter.
4. The PDO shall be responsible for compliance with the Code of Ethics on behalf of the Chapter and its members, and also, presenting a schedule of ethics programs for its membership.
5. The PDO shall be responsible for maintenance of the AICP Examination Manual and the presentation of annual AICP examination preparation classes for prospective AICP candidates.
6. The PDO shall be an ex-officio member of both the Program/CM Committee and annual SNEAPA Committee.

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## **ARTICLE VIII**

### **STANDING COMMITTEE(S)**

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#### **A. Appointments**

1. The President, with the advice and consent of the Executive Board, shall appoint such Committees as are deemed necessary for the carrying out of the purposes of the Chapter. Such Committees shall be comprised of such membership as hereafter described in this Article.
2. Said Committees and their chairs shall be deemed to be continued upon seating of a new President unless they are discharged within 90 days after said election.
3. Said Committees shall perform all duties as hereinafter prescribed, and such other duties and responsibilities as may be prescribed by the Executive Board.
4. The Chairs of each Committee shall regularly report to the Executive Board.
5. All Committees at their discretion may have co-chairs if deemed appropriate by the Board.

#### **B. Program/CM Committee:**

1. There shall be a Program/Certification Maintenance (CM) Committee, consisting of no less than five Chapter members. One member shall be the Chapter's Professional Development Officer as required by APA. The Committee's duties shall include:
  - a. To establish an annual schedule of program activities for the Chapter consistent with the purposes of the Chapter;
  - b. To provide logistical support for, and make necessary arrangements related to program activities, schedules and related matters;
  - c. To provide continuing educational services serving the needs of all Chapter members;
  - d. To provide continuing educational services in support of Certification Maintenance(CM) required for members of the American Institute of Certified Planners;
  - e. To promote ethical planning practices among Chapter members.



**C. Member Services Committee:**

1. There shall be a Member Services Committee, consisting of no less than five Chapter members. The Committee's duties shall include:
  - a. To maintain an accurate roster of all Chapter members;
  - b. To develop mechanisms whereby Chapter members can contact the Executive Board and one another;
  - c. To develop mechanisms to gather information from Chapter members to provide internal market research and analysis on the Chapter membership's composition, interests, and ideas;
  - d. To provide information on Chapter membership to existing and prospective members;
  - e. To promote membership in APA and the Chapter through the recruitment of new members and the retention of existing members.

**D. Communications and Media Committee:**

1. There shall be a Communications and Media Committee, consisting of no less than five Chapter members. At least one member shall have AICP certification. The Secretary shall be an ex-officio member. One member shall be the Chapter's Newsletter Editor. The Committee's duties shall include:
  - a. To publish a Chapter newsletter;
  - b. To maintain the Chapter's website;
  - c. To make available information via the Chapter's media resources to CCAPA membership, the general public, news media and elected and appointed officials.

**E. Government Relations Committee:**

1. There shall be a Government Relations Committee, consisting of no less than nine Chapter members. At least three members shall have AICP certification. One member shall be the Chapter's Government Relations Officer, who shall be the Committee Chair. At least one member shall be a municipal planner in Connecticut. At least one member shall be a regional planner in Connecticut. At least one member shall be a privately employed planning consultant. The Committee's duties shall include:
  - a. To monitor pending legislation related to planning issues;
  - b. To develop and articulate Chapter positions on pending legislation related to planning issues;
  - c. To initiate legislation related to planning and development practice, procedures, and policy issues;
  - d. To make available information to Chapter members on a regular basis regarding legislation related to planning issues;

- e. To communicate with federal, state and other agencies on behalf of the Chapter in matters relating to government, policy and planning issues.

**F. Strategic and Executive Work Plan Committee:**

1. There shall be a Strategic and Executive Work Plan Committee, consisting of no less than three, and no greater than five Board members, and shall be chaired by the President. The Committee's duties shall include:
  - a. On an ongoing basis, review and recommend to the full Board updates to the Strategic Plan;
  - b. On an ongoing basis, review and recommend to the full Board updates to the annual and/or multi-year work plans of the Board.

**G. Past-President Advisory Committee**

1. The Past-President Advisory Committee may consist of the Past Presidents of the Chapter who completed their terms in good standing. They shall serve as advisors and councilors to the Executive Board and may perform such other functions as may be sought by the President or the Board. Membership in this board is purely voluntary and at the discretion of qualified individuals.

**H. Nominating and Elections Committee**

1. The Nominating and Elections Committee shall consist of three Chapter members. At a minimum, one member shall be a member of the Board, who shall preside as Chair. Should there be more than one Board member on the Committee, the Executive Board shall appoint a Board member on the Committee as Chair.
2. No member of the Nominating and Elections Committee shall run for office for the term for which nominations shall be made.
3. The Committee shall recommend a slate of officers and/or candidates for elected office.
4. The Committee shall conduct the election process as prescribed in Article XI.
5. The Committee shall conduct Chapter votes as prescribed in Article XII.

**I. Awards Committee**

1. The Awards Committee shall annually solicit, consider and select recipients for the Chapter Awards Program.

**J. Scholarship Committee**

1. The Scholarship Committee shall annually solicit, consider and select recipients for the Chapter Scholarships.

**K. Other Appointed Individual Committee(s)**

1. Peer Support Agent: The President shall appoint a Peer Support Agent who may provide confidential peer assistance, mentoring and guidance when requested by a member. Such assistance shall be non-binding and shall incur no liability upon the

Agent or the Chapter. Additional Agents may be appointed as assistants should the need arise.

2. Historian: The President shall appoint a Historian who shall oversee the history and archives of the Chapter. Additionally, the Historian may produce additional records by documentation, photographs, electronics, or other media.

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**ARTICLE IX**  
**PERIODIC COMMITTEE(S)**

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**A. Ad-Hoc Committees**

1. The President, with the advice and consent of the Executive Board, shall appoint such Committees (and their chairs where necessary) for carrying out specific tasks to which they are assigned and shall be comprised of the number of members needed to fulfill its charge, as determined by the Board.
2. Such Committees shall perform the duties and responsibilities specific to their charge at the time of their establishment.
3. Such Committees shall continue for the period of time specified in their charge or until otherwise dissolved by the Executive Board.
4. The chairs of such Committees shall report to the President on a schedule specified by the President.

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## **ARTICLE X**

### **CHAPTER EVENTS**

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#### **A. Events**

1. There shall be at least four Chapter events each year sponsored or co-sponsored by the Chapter.
2. In addition, there shall be an Annual Meeting of the Chapter during the fall at a time and place to be determined by the Executive Board.

#### **B. Notices**

1. Notices of all events of the Chapter shall be provided to all Chapter members at least twenty-one (21) days prior to the date of the event.

#### **C. Participation of the Board**

1. Members of the Board shall attend and/or participate in as many Chapter events as is practical to represent the Board to the membership.

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## **ARTICLE XI**

### **CHAPTER ELECTIONS**

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#### **A. The Election Process**

1. Election of Chapter Officers shall be held generally in accordance with the timetable and procedures outlined herein.
2. The Chapter election cycle and timeline will generally follow that of the National organization's Bylaws applicable to elections.
3. The Chapter encourages contested elections; however, such elections are not mandated.

#### **B. Nominations**

1. The Nominating and Elections Committee shall be appointed by the President with the advice and consent of the Executive Committee by January 1.
2. The Nominating and Elections Committee shall issue a call for nominations on or about January 15.
3. The Nominating and Elections Committee shall submit to the President and/or Executive Board its list of nominations for Chapter Officers by March 1. The Committee shall not nominate one of its own members for office.

#### **C. Balloting**

1. The Nominating and Elections Committee shall prescribe the method and form of noticing, posting and balloting. Such method may include, but not be limited to, mail, delivery services, internet and other electronic media.
2. The Nominating and Elections Committee list of nominations for Chapter Officers shall be provided to all Chapter members by March 15.
3. Any Chapter member eligible to hold office shall be placed on the ballot by the Nominating and Elections Committee if a petition signed by not less than twenty-five Chapter members nominating said Chapter member is received by the Board by April 1. The Committee shall review and act to certify petitions for balloting by April 15.
4. Names of all candidates shall be provided to APA for distribution on ballots under the *Consolidated Election Schedule* of the organization
5. A ballot containing the names of all candidates shall be provided to all Chapter members on or about May 1. Completed ballots shall be returned as prescribed under the *Consolidated Election Schedule*.

6. Ballots shall be tabulated and the results returned to the Nominating and Elections Committee on or about June 1. The Committee shall report the results to the Secretary immediately thereafter for formal recording in the records of the Chapter.
7. Chapter Officers shall be elected by the affirmative vote of a plurality of those Chapter members actually voting. The results of the election shall (i) be announced by Chapter communication, (ii) be published in the next issue of the Chapter Newsletter following the vote; and, (iii) be announced at the Annual Meeting.
8. Elected candidates shall officially take office on January 1 of the year immediately following the election, except that the President-Elect shall take office as President-Elect on July 1 of the year of an election, as provided in Article XI, E(1)(b), herein.

#### **D. Changes in Election Timetable**

1. If, due to unforeseen circumstances, the Executive Board finds that the election timetable set forth in this Article cannot be followed, the Board may depart from the timetable, provided that an attempt is made to conform as closely as possible to the required election timing and that said change is approved by a two-thirds vote of the Executive Board. The Chapter membership shall be notified of said change within ten days of such vote.

#### **E. Schedule of Elections; Terms of Office - Chapter Officers**

1. For the purpose of coordinating its elected offices with the *Consolidated Election Schedule* of APA, the schedule of elections and terms of Chapter Officers shall become effective upon adoption of these By Laws subject to specific provisions as follows:
  - a. The seated President shall complete the term balance of his elected term ending on January 1, 2020.
  - b. Beginning on January 1, 2020, and every two years thereafter, the Chapter shall elect a President, who shall serve a term of two years. If an elected President is a different individual than the current President, said elected President shall serve as President-Elect for six months from July 1 of the year that the individual is elected until the commencement of their two year term as President the following year.
  - c. The seated Secretary and Treasurer shall complete the term balance of their respective elected term ending on January 1, 2020.
  - d. Beginning on January 1, 2020, and every two years thereafter, the Chapter shall elect a Secretary and a Treasurer, each of whom shall serve a term of two years.
2. The terms of the elected officers shall be two years. Elected officers may serve for no more than two consecutive terms.

#### **F. Filling of Vacancies of Elected Officers**

1. Should a vacancy occur among the Elected Officers due to resignation, incapacitation to perform the duties, death or some other unforeseen circumstance, the vacancy shall be filled by the Board within 30 days of such circumstance with a two-thirds vote of the

quorum. Such vacancy shall only be filled by a member of the Board.



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## **ARTICLE XII**

### **CHAPTER VOTES / VOTING REQUIREMENTS**

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#### **A. General Provisions**

1. A vote of the Chapter membership shall be required for amendments to these Bylaws, increases in Chapter dues and other matters deemed to be of critical importance by the Executive Board, but not including routine Chapter business normally transacted by the Board, such as the payment of bills, general business and policy, and for temporary suspension of provisions as provided in Article XIII, Section B.
2. Except as otherwise specified herein, all votes of the Chapter membership on such matters shall be conducted by ballot in accordance with Article XII.
3. Except as otherwise specified herein, all Chapter members shall be eligible to vote on all such matters.
4. A quorum for a valid vote of the Chapter membership on such matters shall be fifty Chapter members.
5. The affirmative vote of a simple majority of those Chapter members actually voting shall be required to approve such matters.
6. If there is a lack of a necessary quorum of Chapter numbers for a vote, then the Executive Board shall be authorized to vote on such matter as provided by Article VI G, and such vote shall be binding upon the Chapter.

#### **B. Chapter Membership Voting Procedures**

1. Within 45 days after a matter is raised for a Chapter vote, the Nominating and Elections Committee shall provide notice for the matter to be voted on, the posting of ballots and the accounting of a vote. The Committee shall prescribe the method of voting, provided however, that the amount of time allotted for voting shall be no less than 15 days.
2. The results of the final vote on the matter in question shall be reported to the Chapter membership in a timely manner.

#### **C. Exceptions To Voting**

1. Chapter-only Members shall not be eligible to vote on APA matters.

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## **ARTICLE XIII**

### **MISCELLANEOUS PROVISIONS**

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#### **A. Validity.**

1. The invalidity of any section or provision of these bylaws shall not affect the validity of any other section or provision hereof.
2. Any vote or action by a member or members of the Board deemed to be improper for any reason without prior knowledge of the Board or any of its members, upon review by the remainder of the Board, shall not affect the validity of such action, provided that the offending member(s) has(have) not received benefit from such vote or action.

#### **B. Waiver of Provisions.**

1. Any provision of these Bylaws may be temporarily waived by a vote of the Board for a single occurrence should the Board determine there is a need or emergency regarding a particular subject or matter of business covered by these Bylaws.
2. The vote shall be taken at a regularly scheduled Board meeting only after the proposed waiver of provision(s) has been read and discussed.
3. The waiver of provision(s) shall be adopted by 75% affirmative vote of the quorum.
4. The waiver shall apply only to the specific provision raised in the subject matter before the Board and shall remain effective for all other matters.

#### **C. Effectivity.**

1. The effective date of these Bylaws is January 1, 2015.

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