

BYLAWS
for the
FIRST COAST CHAPTER
of the
FLORIDA PLANNING AND ZONING ASSOCIATION
(amended and restated November 18, 2005)

1. **Name.** The name of the organization, a non-profit corporation under the laws of the State of Florida, is the FIRST COAST CHAPTER OF THE FLORIDA PLANNING AND ZONING ASSOCIATION, Inc. The chapter shall include Baker, Clay, Duval, Nassau, Putnam, and St. Johns Counties (the "Chapter Area"), but membership is not restricted to territorial limits.

2. **Purpose.** The purposes of the Chapter are:

A. To promote cooperation among official planning and zoning boards or commissions, civic bodies, citizens, technicians, and students interested in planning and zoning in the Chapter Area;

B. To cultivate and stimulate an interest in planning and zoning by local governments;

C. To encourage the observance of sound planning and zoning practices;

D. To furnish information, advice and assistance to its members and provide for exchanging information, advice and assistance among them;

E. To engage in research and issue publications of planning and zoning and related matters;

F. To promote and encourage the sound development of land, conservation of water and natural resources, and elimination of air and water pollution; and

G. To educate the public and elected and appointed officials in matters pertaining to planning and zoning.

3. **Office.** The locations and principal place of business of the corporation shall be within as determined by the Board of Directors.

4. **Fiscal/Membership and Program Years.** The Fiscal/Membership year of the Chapter shall begin on the first day of January and end on the last day of December of each calendar year. The Program year for operation of the Chapter shall also begin on the first day of January and end on the last day of December of each calendar year.

5. **Membership.** Members of the First Coast Chapter are concurrently members of the Florida Planning and Zoning Association, Inc. statewide. The Chapter shall have the following classifications of membership:

A. INDIVIDUAL MEMBER — any person wishing to further the purposes of the Chapter and to participate in Chapter activities.

B. PRIVATE AND PUBLIC ORGANIZATIONS — Any governmental agency or board, consulting firm, business or trade association, chambers of commerce, industrial promotion groups, industry or similar organization wishing to further the purposes of the Association. This classification includes boards of county commissioners, city councils, planning and zoning commissions, other town, city and county boards and agencies, and regional and state agencies and commissions.

C. STUDENT MEMBER — Any full-time student wishing to further the purposes of the Chapter and participate in its activities.

D. HONORARY MEMBER — Any person of marked attainment in planning or civic improvement or any person who has rendered outstanding service to the State Association, who shall have been elected by unanimous vote by the State Board of Directors and/or the First Coast Chapter Board of Directors.

E. The several membership classifications shall be granted the following privileges:

(1) INDIVIDUAL MEMBER — An Individual Member may participate in State Association and Chapter regular and special meetings, vote, hold office, serve on committees and receive all publications of the Chapter and Association. The membership certificate shall bear the name of the individual.

(2) PRIVATE AND PUBLIC ORGANIZATIONS — Individual member privileges for three members of the organization. (Organizational members include elected or appointed official, administrative officers, and staff members.) Membership certificate will bear the name of the organization.

(3) STUDENT MEMBER — A student member may participate in State Association and Chapter regular and special meetings, vote, hold office, serve on committees and receive all publications of the Chapter and Association. Membership certificate shall bear the name of the student.

(4) HONORARY MEMBER — An Honorary member may participate in Meetings, vote, serve on committees and receive all publications of the Association, but may not hold office. The membership certificate shall bear the name of the honorary member.

6. **Dues.** Annual Chapter dues for the various membership classifications shall be as follows:

A. INDIVIDUAL MEMBER:	\$35.00
B. PRIVATE AND PUBLIC ORGANIZATIONS:	\$70.00

- C. STUDENT MEMBER: \$ 15.00
- D. HONORARY MEMBER: NONE

NOTE: Dues may be changed as provided below without requiring the modification of these Bylaws.

E. **State Association Dues.** The Chapter dues stated above do not include the State Association's dues which are payable to the State Association at the same time as the Chapter dues. Dues shall be payable on or before June 30 of each year consistent with the bylaws and procedures of the State Association. Notice of dues payable shall be billed individually by the State Association. New members joining after June 1st shall pay one-half of the annual dues of the current year and shall receive privileges and publications for the remainder of the year.

F. **Purging of Membership Rolls.** Past members who have not paid renewal dues by September 30th shall be dropped from the Chapter membership rolls.

G. **Change in Dues.** Any change in Chapter dues shall be determined by the Board of Directors, subject to approval by a majority vote of the members in good standing, present and voting at a regularly scheduled luncheon meeting, after ten (10) days notice to the membership. A notice of a proposed change in dues shall be placed prominently in the Chapter newsletter. Any change in State Association dues are governed by State Association Bylaws.

7. **Board of Directors.** The Board of Directors shall consist of six (6) elected Board Members ("Elected Directors") and four (4) appointed Board Members ("Appointed Directors"), and may include one (1) additional Appointed Director who shall serve as Editor of the Chapter newsletter.

A. **Appointed Directors.** The Appointed Directors shall be nominated by the incoming President, the incoming Vice-President and incoming Immediate Past President; and approved by the Board of Directors. The remaining members of the incoming Board of Directors may also nominate candidates for the position of Appointed Director for consideration by the Elected Board of Directors. The nomination and appointment of the Appointed Directors shall be completed at a meeting convened by the incoming President and attended by a quorum (3) of the incoming Elected Board of Directors. Where the ballot for the office of President and Vice President, respectively, includes more than one candidate for either office, the meeting for the purpose of determining the Appointed Directors shall be convened as soon as practicable following the election of the Officers and Elected Directors and before the Annual Awards and Installation Banquet in the fall of each year. Where there is one candidate for the offices of President and Vice President, respectively, the appointment of the Appointed Directors should take place prior to the Annual Awards and Installation Banquet if practicable. Appointed Directors, if consenting to the appointment, will enjoy full voting privileges as a Director.

B. **Past Presidents.** Past Presidents, other than the Immediate Past President, shall be non-voting Director-at-large and shall constitute an Advisory Committee to advise the President and Directors in any matters that come before the Board.

C. **Editor.** One (1) additional Appointed Director may be appointed by the President and ratified by a majority vote of the Board of Directors to serve as the Editor of the Chapter newsletter. If the newsletter Editor is appointed for this Director position, ratification shall be made annually by the newly elected Board of Directors at the next regularly scheduled board meeting following the Annual Meeting. The Appointed Director serving as the newsletter Editor may serve one or more consecutive years and shall have full voting privileges on the Board of Directors.

8. **Officers.** The officers shall consist of:

A. A President, who shall also serve as one of the two Chapter Directors on the State Association Board;

B. A Vice-President;

C. A Secretary; and

D. A Treasurer.

9. **Eligibility of the Officers.** All elected and appointed officers shall be members in good standing of the Chapter, holding Individual Memberships or as a named member within a Public or Private Organization Membership for at least one year prior to election. In addition, the following officers shall have appropriate experience as follows:

(1) The President must have served on the Board of Directors for one year at a minimum and at least one year as Vice-President, Secretary, Treasurer or Chair of a standing committee.

(2) The Vice-President must have served on the Board of Directors for one year at a minimum and at least one year as Chair of a standing committee.

(3) The Secretary must have served at least one year on the Board of Directors.

(4) The Treasurer must have served at least one year on the Board of Directors.

(5) The Chairs of the following Standing Committees must have served a minimum of one year on the Board of Directors: Program, Seminar/Education, Nominating, Budget, and Bylaws.

10. **Duties of the Officers.** It shall be the duty of each Officer to attend all Board meetings and to participate in the consideration and discussion of items brought before the Board. Each Officer shall also serve as a voting member of the Board of Directors.

A. The President shall preside over meetings of the Chapter and the Board of Directors. The President shall appoint all committees as are established by the Chapter and as may be

expressly requested at Chapter meetings by the membership, and shall appoint chairs of the Standing Committees from members of the Board. The President shall be an ex officio of all committees. The President shall also serve as one of the two Chapter Directors on the Board of the State Association.

B. One of the two Chapter Directors shall be the current President of the Chapter. In his/her capacity as Chapter Director, the President shall represent the Chapter on the State Nominating Committee of the Board of the State Association. The other Chapter Director shall be appointed by the President with the approval of the Board of Directors. The Chapter Directors will represent the Chapter at the State Association meetings as voting members of the State Association Board of Directors. The Chapter Directors shall report to the State Association the activities of the Chapter and shall apprise the Chapter of State Association matters relevant to Chapter activities.

C. The Vice-President shall assist the President and, in the absence of the President, shall assume the duties of President. The Vice-President shall coordinate the work of the Seminar/Education, Banquet/Social Action and Luncheon Committees, and perform such other duties as shall be determined by the President and the Board of Directors.

D. The Secretary shall keep records and minutes of all meetings of the Chapter and Board of Directors, and such other meetings as shall, from time to time be authorized by the Board of Directors. The Secretary shall prepare correspondence and send Board members, or assure that Board members are sent, timely notice of all meetings, and perform such other duties as shall be determined by the President and Board of Directors.

E. The Treasurer shall keep a continuing roster of the membership of the Chapter and collect all fees and monies receivable by the Chapter. The Treasurer shall make minor disbursements in accordance with instructions of the President on minor expenditures (under \$300) and in accordance with the instructions of the Board on major expenditures (over \$300). The Treasurer shall account for receipts and disbursements of the Chapter on a monthly and annual basis. The Treasurer shall serve as liaison to the President and coordinate the work of the Budget and Membership Committees, and perform such duties as shall be determined by the President and Board of Directors.

F. The Immediate Past President shall advise the President in all matters of Chapter rules and procedures, shall serve as liaison to the President and coordinate the work of the Nominating, Awards, and By-Laws Committees, and perform other duties as shall be determined by the President and the Board of Directors.

11. Terms of Office.

A. No elected or appointed officer shall hold the office of President or Vice President for more than two consecutive terms.

B. The terms of the President, Vice-President, Secretary, and Treasurer shall be one year.

C. The Elected Directors shall be elected for a term of two years, and the Appointed Directors shall be appointed each year for a term of one year.

D. The Immediate Past President shall become a Director until such time as he/she is succeeded by a retiring President.

E. Officers and Elected and Appointed Directors shall be installed at the Annual Banquet or other Annual Meeting and shall serve until their successors have been duly installed. The Annual Banquet or other Annual Meeting shall be held within the Chapter Area in the fall of each year, or at such other place or places, as the Board of directors may designate from time to time by resolution.

F. In the event the President is absent or unable to act, and in the event of death or resignation of the President, the Vice-President shall serve as President for the remainder of the term of office thus vacated. In the event of death or disability of both the President and Vice-President, the Board of Directors shall elect an Acting President to hold office until the next regular election and Annual Meeting or Banquet. Any other Officer or Board position vacated shall be filled by appointment by the President, ratified by the Board of Directors present and voting at a regular notified Board meeting.

G. Any Director (not an Officer) who misses three (3) consecutive meetings may be dismissed from the Board. The President, with majority confirmation vote of the Board of Directors present and voting at a regularly scheduled Board Meeting, shall appoint a member in good standing to fulfill the remainder of that year of service on the Board.

12. Election of Officers and Elected Directors.

A. An election of the Officers and at least three of the six Elected Directors shall be held annually.

B. The Nominating Committee shall consist of not more than five nor less than three voting officers or Directors.

C. The Nominating Committee shall prepare a preliminary slate of Officers and Elected Directors for the ensuing year and present said slate of Officers and Elected Directors to the Board for approval at a regular Board of Directors' meeting prior to the Annual Awards Banquet or Annual Meeting. As approved or amended, the President is encouraged but not required to present the preliminary slate of Officers and Elected Directors to the general membership at a regular luncheon meeting. The preliminary slate of Officers shall include nominees for President, Vice-President, Secretary, and Treasurer, provided that such candidates are available, willing to serve and able to fulfill eligibility requirements set forth in section 9. The Elected Director positions on the preliminary slate shall include all of the Elected Director positions to be filled through the election (including filling the second year of any Elected Director position(s) vacated

during the first year of that Elected Director's term). All nominees must be confirmed as members in good standing and shall have consented to serve if elected.

D. The preliminary slate of the Elected Directors and Officers shall be published in the Chapter Newsletter. Within fifteen (15) days after the initial preliminary slate is published or such additional time as determined by the President, additional nominations may be submitted to the Chair of the Nominating Committee, provided such nominations are members in good standing, accompanied by not less than three (3) signatures of supporting members in good standing, and a written statement from the nominee indicating a willingness to serve if elected. The Nominating Committee will confirm that each nominee meets the eligibility requirements under section 9. These Nominations will then be added to the Nominating Committee's preliminary slate.

E. Not less than twenty (20) days prior to the Annual Awards Banquet, the Nomination Committee shall prepare and mail to each member in good standing a ballot and a Board-standardized biography of the candidates for office with a self-addressed and stamped ballot. Provision for a write-in candidate for each position to be filled shall be made on the ballot. To be counted, the write-in candidates must be members in good standing and eligible according section 9. Individual members of a Private or Public Organization with membership in good standing shall be individually sent a self-addressed and stamped ballot. To be counted for the vote, the ballot must be received by a member of the Nominating Committee not less than four days prior to the Annual Awards Banquet.

F. Election shall be by plurality vote according to returned ballots received. The votes shall be canvassed by the Nomination Committee and verified by the Board of Directors. The Officer candidates receiving the plurality of votes shall be declared elected. Elected Director candidates shall be ranked according to votes received. The group of regular two-year term positions shall be filled with persons receiving the highest number of votes. Any vacated second-year Elected Director position(s) shall then be filled by the next ranked person(s). The results of the election shall be announced at the Annual Awards Banquet. In the event of a tie for an Officer and/or Elected Director position, ballots for a runoff election shall be mailed to the membership within fourteen (14) days following Annual Awards Banquet. The results of a runoff election shall be verified by the Board of Directors and announced to the membership at a regular fall luncheon meeting or in the Newsletter.

13. Committees.

A. The term of office of committee members and chairs shall be one year. Upon reelection and/or reappointment, another consecutive one year term may be served.

B. The following committees and their primary responsibilities shall be considered the Standing Committees. Expanded explanations of the standing committee responsibilities can be found in the Board's program and procedural documents.

(1) Awards

- a) Review Chapter award procedures.
- b) Solicit nominations for awards.
- c) Select winners and present awards at the Annual Banquet.

(2) Banquet/Social Action

- a) Coordinate the Chapter's Annual Awards Banquet program arrangements with Board approval.
- b) Coordinate plans and arrangements for social events and benefits as deemed appropriate by the Board.
- c) Coordinate any Board supported Chapter action programs.

(3) Budget

- a) Review income and expenditures for the preceding two years.
- b) Project income from all potential sources for the following year.
- c) Project expenditures for the following year's Chapter program.

(4) Bylaws

- a) Review and recommend changes in Bylaws to the Board of Directors and, upon approval of the Board, to Chapter membership.
- b) Provide copies to membership through Membership Committee.
- c) Send the State Association's Secretary a copy of Bylaws once amended by the Chapter.

(5) Legislation

- a) Represent the Chapter on local, regional or state task forces or ad hoc committees involving planning and zoning issues.
- b) Gather information on innovative regulations and techniques in the Chapter's jurisdiction and disseminate to members through the Chapter Newsletter and oral reports.
- c) Serve as liaison between elected/appointed government officials and the Chapter/State Association as appropriate.
- d) Propose issues to the Board on which the Chapter should take a stand.

(6) Luncheon

- a) With Board approval, secure luncheon sites on regular meeting dates in varying locations.
- b) Coordinate luncheon arrangements including menu, cost, reservations, publicity, and financial accountability.

- c) Serve as luncheon host.
- d) Secure speakers for monthly luncheons and Annual Banquet.
- e) Serve as speaker host and facilitate introduction to membership at Annual Banquet and monthly luncheons.

(7) Membership

- a) Recruit new members and promote annual membership renewal.
- b) Coordinate and maintain current membership roster.
- c) Provide new members with Information Packet.
- d) Provide renewing members with roster, renewal certificate seal, and Bylaws when amended.

(8) Newsletter

- a) Edit the monthly newsletter, and assure timely distribution.
- b) Solicit and publish information pertinent to membership interest in the region and state in the fields of planning and zoning.
- c) Provide notices of luncheons, social and educational meetings in the newsletter.
- d) Publish in a timely manner any bylaw changes recommended by the Board of Directors for vote by the membership and the slate of Officers and Directors and the biographies for the primary election.
- e) Assist President and Officers in news solicitation and membership notification.
- f) Prepare Chapter brochures/information packets.
- g) Coordinate the dissemination of information to news media about the Chapter's and State Association's programs and activities.

(9) Nominating

- a) Review election procedures and prepare the Nomination slate for presentation at a luncheon meeting before the Annual Banquet or meeting.
- b) Solicit additional nominations, prepare the final nomination slate and mail ballots to membership.
- c) Receive and canvas ballots and report results to Board.
- d) Prepare a paragraph for the Chapter newsletter stating the qualifications of each nominee on the nominating committee's slate.

(10) Seminar/Education

- a) Plan and make arrangements for Chapter sponsored seminar and education programs.
- b) Coordinate and maintain reservations and financial accountability for Chapter sponsored seminars and education programs.

C. The following committee chairs shall report committee activities to the Board at each regularly scheduled Board meeting: Luncheon, Banquet/Social Action, Legislation, and Membership. At the request of the President, reports shall be made to the Board by the chairs of the Awards, Budget, Bylaws, Newsletter, Nominating, and Seminar/Education committees.

D. Other standing and special committees, as deemed necessary, shall be appointed by the President.

14. **Meetings.** An Annual Awards Banquet shall be held in the fall of each year at which event the elected Officers, Elected Directors, and Appointed Directors will be installed and awards presented except as otherwise provided in sections 7 and 9 above.

A. The general membership meetings shall be considered to be the monthly luncheon meetings. The time and place of such meetings shall be announced in the Chapter newsletter, and by regularly marked notices of such meetings.

B. Meetings of the Board of Directors shall be scheduled at the pleasure of the President, on a regular or called basis. No less than six (6) Board Meetings shall be held during the program year. Chapter members may attend the Board meetings and participate if recognized by the President.

15. **Rules.** Robert's Rules of Order, Revised, shall be used for conducting all meetings of the Board of Directors, and at the discretion of the President, in meetings of the Chapter.

16. **Quorum.** For meetings of the Board of Directors, a quorum shall consist of a majority of the Elected and Appointed Board members then holding office. A vote will require a majority of Board members present and voting. For meetings of general membership, duly noticed as required herein, a quorum shall consist of a majority of members in good standing, present, and voting. Board members may attend by telephone.

17. **Amendments.** These Bylaws of the Chapter may be amended by a two-thirds vote of the Board of Directors, and ratified by a majority of the votes received using the procedure set forth for elections of Officers set forth in sections 12(E) and 12(F) above. Alternatively, these Bylaws may be amended by a two-thirds vote of the Board of Directors, and ratified by a majority of the members in good standing, present and voting at any meeting of the Chapter. Prior to the amendment to the Bylaws under either procedure, the proposed amendment shall be submitted to the Board of Directors for review at least fourteen (14) days prior to a required vote by the Directors, and notice of the proposed amendment shall be given to the membership or published in the newsletter or other written correspondence (such as e-mail) at least fifteen (15) days prior to the Chapter vote.