

THE FLORIDA PLANNING AND ZONING ASSOCIATION, INC.
BYLAWS
As Amended June, 2011

NAME

1. The name of the Association, a corporation organized under the laws of the State of Florida, is THE FLORIDA PLANNING AND ZONING ASSOCIATION, INC.

PURPOSE

2. The purposes of the Association 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 State of Florida;
 - b. To cultivate and stimulate 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 a medium for exchanging information, advice and assistance among them;
 - e. To engage in research and issue publications on planning and zoning and related matters;
 - f. To promote and encourage the sound development of land, water and natural resources and the elimination of air and water pollution; and
 - g. To educate the public and elected and appointed officials in matters pertaining to planning and zoning.

OFFICE

3. The corporation shall be located and its principal place of business shall be in Tallahassee, Florida, during its first corporate year. Thereafter, the location and principal place of business of the corporation shall be as determined by the Board of Directors.

SEAL

4. The Board of Directors shall adopt for the corporation a seal of distinctive design which shall include the name of the corporation and the words "CORPORATE SEAL".

FISCAL YEAR

5. The fiscal year of the Association shall be from January 1 to December 31.

MEMBERSHIP

6. The Association and its Chapters shall have the following classifications for membership:
 - a. **INDIVIDUAL MEMBER.** Any person wishing to further the purpose of the Association and to participate in its activities.
 - b. **PRIVATE AND PUBLIC AGENCIES AND FIRMS.** Any governmental agency or board, consulting firms, business and trade associations, Chambers of Commerce, industrial promotion groups, industries and similar organizations wishing to further the purpose of the Association. This classification also includes local, regional, and state agencies, boards, and commissions not included in other categories.
 - c. **HONORARY MEMBER.** Any person of marked attainment in planning or civic improvement, or any person who has rendered outstanding service to the Association, who shall have been elected by unanimous vote of the Board of Directors.
 - d. **PUBLICLY ELECTED AND APPOINTED BOARD OFFICIALS.** Boards of County Commissioners, City Councils, Planning and/or Zoning Commissioners, and Boards of Adjustments shall be entitled to this classification.
 - e. **STUDENT MEMBER.** Any full time student wishing to further the purpose of the Association and to participate in its activities. Verification of full time enrollment (12 credits per semester or quarter) must accompany application for membership or renewal payment and conference registration.
 - f. **SUSTAINING MEMBER.** A Sustaining Member is one that chooses to voluntarily increase their financial support of the organization. A minimum amount shall be established by the State Board of Directors.
 - g. **PAST PRESIDENT EMERITUS.** A Past President of the State Board of Directors, having completed five years of active service after completion of tenure on the State Executive Board, by a vote of the Board of Directors, shall be designated as Past President Emeritus.

MEMBERSHIP PRIVILEGES

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

- a. **INDIVIDUAL MEMBER.** May participate in annual and special meetings, vote, hold office, serve on committees and receive all publications of the Association. Membership certificates will bear name of the individual.
- b. **PRIVATE AND PUBLIC AGENCIES AND FIRMS.** Individual membership privileges for a maximum of three members of the agency or firms will be designated to a single chapter. Membership certificate will bear name of the organization. Separate membership certificates will bear name of the agency/firm and the individuals. Organization will receive all publications of the Association.
- c. **HONORARY MEMBER.** May participate in meetings, vote, serve on committees and receive all publications of the Association, but may not hold office. Membership certificate will bear the name of the honorary member.
- d. **PUBLICLY ELECTED AND APPOINTED BOARD OFFICIALS.** Individual membership privileges for up to a maximum of five members of the Board. May participate in annual and special meetings, vote, hold office, serve on committees and receive all publications of the Association. Membership certificates will bear name of the individual Board members. Board Officials shall become a member of the chapter where they serve on the board as a publicly elected or appointed official.
- e. **STUDENT MEMBER.** May participate in annual and special meetings, vote, hold office, serve on committees and receive all publications of the Association. Membership certificates will bear the name of student.
- f. **SUSTAINING MEMBER.** This member may participate in annual and special meetings, vote, hold office, serve on committees and receive all publications of the Association. Membership certificate will bear name of the individual.
- g. **PAST PRESIDENT EMERITUS.** Lifetime member of the Association. May participate in annual and special meetings, vote, serve on committees, and receive all publications of the Association. Membership certificates will bear name of the individual. Dues to the Association shall be waived.

DUES

- 8. Annual dues for the State portion shall be established by two-thirds (2/3) vote of the State Board of Directors at any regular State Board meeting.

Dues shall be payable on or before July 1 of each year. Notices of dues payable shall be sent thirty days prior to due date. Individuals, agencies, and firms joining for the first time after January 1 shall pay one-half of the annual dues for the current year. The Board of Directors of the Florida Planning and Zoning Association, Inc. is authorized to change the dues structure of the Association without the question

being presented to the entire membership, subject to any change being ratified at the next annual meeting of the Association.

LOCAL CHAPTERS

9. The information of local and subsidiary chapters of the Association shall be encouraged and accomplished on the following basis and in the following manner:
- a. **ORGANIZATION.** Local chapters of the Florida Planning and Zoning Association, Inc., may be formed in any area of the state by ten (10) or more persons representing two (2) or more municipalities, local planning associations or counties.
 - b. **PETITION.** Such persons shall submit to the Administrative Coordinator of the Association, a petition requesting authority to establish a local chapter giving the names of persons desiring to be members of such local chapter. All petitioners shall be members in good standing of the Association, or the petition shall be accompanied by membership application and dues necessary to establish current membership of all petitioners. The petition shall indicate the individual officers, either temporary or permanent, of the proposed local chapter or shall indicate the name of the individual or individuals authorized as spokesman thereof. The petition shall indicate the proposed name of such chapter.
 - c. **ACTION ON PETITION.** The Board of Directors at any regular or special meeting may act on such petition, and if finding it in conformity with these Bylaws, may approve the formation of such chapter on a temporary basis, subject to final approval by the members of the Association at a regular annual meeting.
 - d. **GEOGRAPHICAL JURISDICTION.** Not more than one (1) local chapter shall be approved within individual county boundary lines. However, two (2) or more counties may be encompassed in the formation of a local chapter.
 - e. **NAME.** The name of the local chapter proposed in the petition shall be subject to the approval of the Association. The name shall be in the form "The _____ Chapter of the Florida Planning and Zoning Association".
 - f. **OFFICERS.** The officers of the local chapter shall include, but not be limited to a President, a Vice-President, and a Secretary. The local chapters shall elect officers each year prior to the annual meeting. Immediately following the election, the Administrative Coordinator of the local chapter shall send to the Secretary of the Association, the names of the officers of the local chapter for the current year.
 - g. **DUES.** Local Chapters have the right to establish and amend Chapter dues.

The state will invoice membership for dues and renewals. Chapters must notify the President, Treasurer and State Administrative Coordinator, in writing, of the amount of chapter dues to be collected no later than May 15 for the upcoming invoicing of state dues for the fiscal year beginning July 1.

- h. **BYLAWS**. Local Chapters have the right to establish and amend chapter bylaws. Chapter bylaws must be consistent with State bylaws and must be submitted to the Vice President of Member Services prior to adoption. Local Chapters shall then submit adopted bylaws and amendments to the State.
 - i. **501(c)3 STANDING**. While the Association desires to maintain a 501(c)3 Tax Exempt status, Local Chapters have the right to utilize the Association's 501(c)3 status. This privilege is not extended by the Association to Local Chapters that are incorporated due to IRS rules.
10. **MEMBERSHIP QUALIFICATIONS**. No person shall be or remain a member of a local chapter who is not a paid member of the Association.

OFFICERS AND DIRECTORS

11. The Officers of the Association, who shall serve as members of the Board of Directors, shall be:
- a. A President.
 - b. A President-Elect, a Vice-President of Member Services, and a Vice-President of Financial Affairs. A President-Elect, a Vice-President of Member Services and a Vice-President of Financial Affairs shall be elected each year. The President-Elect shall take office as President at the conclusion of the annual meeting following his/her term as President-Elect.
 - c. Past Presidents. All Presidents of the State Board of Directors shall become the Immediate Past President upon the election and ultimate installation of the President-Elect following their term as President of the Board of Directors. Upon completing five (5) years of active service as "Past-President" of the Board of Directors, the Past President shall receive the following recognition:
 - 1. Past President Emeritus.
 - 2. Dues to the organization shall be waived.
 - 3. Position on the Board of Directors as "Advisor".
 - 4. Life time member of FPZA.

Past Presidents, who are active members, shall be Presidential Directors and they shall consist of and be members of an Advisory Committee to advise the President and Directors in any matters that may come before the Officers and Directors of the Association.

d. The State Board of Directors shall consist of the following:

1. A President.
2. A President-Elect.
3. A Vice-President of Member Services.
4. A Vice-President of Financial Affairs.
5. An Immediate Past-President.
6. Directors, as follows:

e. Two (2) Chapter Directors from each Chapter.

Chapter Presidents are highly encouraged to be one of the Chapter Directors.

f. All Past Presidents

Past-President shall refer to the Immediate Past-President and those Past-Presidents who served the State Board of Directors.

g. Advisors.

Advisors are those Past-Presidents who have been recognized as such.

h. Presidential Appointments - At-Large Directors.

The President shall have the power to appoint a maximum of fifteen (15) persons as At-Large Directors, subject to the approval of the Board of Directors.

One of the purposes of Presidential Appointments is to provide for representation from those areas of the State which do not have formal chapters.

i. Overview Editor.

The Editor of the Association publication "Overview" shall be a Director. The Editor shall be selected by the President and must be confirmed by a majority vote of the Board of Directors prior to service as a Director.

All Officers and Directors shall be members in good standing in the Association.

EXECUTIVE COMMITTEE

12. a. There shall be an Executive Committee consisting of the following:

President
President-Elect

VP Member Services
VP Financial Affairs
Immediate Past-President

- b. The Executive Committee may meet periodically to provide leadership and direction for the Association and to conduct necessary business between meetings of the Board of Directors.

APPOINTMENT AND ELECTION OF OFFICERS AND DIRECTORS

- 13. a. The President-Elect and the two (2) Vice-Presidents shall be elected prior to, and shall take office at, the annual meeting of the Association to serve terms of one (1) year, or until their successors take office. If the sitting President-Elect cannot serve as President during the subsequent year, the President shall also be elected prior the annual meeting of the Association following the same election procedures as the other officers' elections and shall serve a term of one (1) year, or until a successor takes office.
- b. In order to be nominated and elected to the office of President, President-Elect, Vice-President of Member Services, or Vice-President of Financial Affairs, the person nominated should meet the following criteria:
 - 1. Have been a Director of the Association for the past four (4) years;
 - 2. Have attended at least fifty percent (50%) of the State Board Meetings during the two (2) years prior to the meeting at which the election for the office is being held; and
 - 3. Have served as a Chairman of a Committee of the Board of Directors of the Association during the last two (2) years prior to the meeting of which the election for the office is being held.
 - 4. If these qualifications cannot be fulfilled in the strictest application, the Executive Committee, by unanimous vote, has the authority to waive a portion of these three criteria.
- c. In the event of the death or resignation of the President, the President-Elect shall serve as President during the remainder of the term of office thus vacated, and shall then serve as President for the subsequent term. In the event of the death or resignation of both the President and President-Elect, the Board of Directors shall elect an Acting President to hold office until the next succeeding annual meeting. In the event of the death, resignation or promotion of either or both Vice-Presidents, the Board of Directors may elect an Acting Vice-President to fill the existing vacancy until the next succeeding annual meeting.

- d. The Nominating Committee shall consist of a Chairman selected by the President, the President-Elect, and one (1) Board Member from each of the active chapters.
- e. The Nominating Committee shall prepare a slate of Officers and Directors for the ensuing year and present said slate of Officers and Directors to the Association's Board of Directors at the Board of Directors meeting prior to the annual meeting for approval and submittal to the general membership for vote. All nominees must be confirmed as members in good standing and as meeting the requirements of the election procedures and these Bylaws by the Nominating Committee.
- f. The Board of Director's slate of Officers and other information consistent with Board policy shall be published in the Association's quarterly publication, or provided to the membership through other written means prior to the annual meeting.
- g. Not less than thirty (30) days prior to the annual meeting, the Nominating Committee shall prepare and mail a ballot to each member in good standing. Provisions for a write-in candidate for each candidate for each Office shall be made on the ballot. Votes for write-in candidates shall not be counted unless such candidates are members in good standing, and eligible for election under the election procedures and these Bylaws. To be counted for the vote, the returned ballots must be postmarked fourteen (14) days prior to the annual meeting.
- h. All elections shall be decided by return ballots. The votes shall be canvassed by the Nominating Committee and verified by the Board of Directors prior to the annual meeting. The outcome of any tie votes or disputes resulting from the balloting will be decided by the Board of Directors prior to the annual meeting.
- i. Two (2) Chapter Directors shall be elected by each local chapter to serve terms designated by the chapter. Election procedures for the Chapter Directors shall be established through the local chapter Bylaws. All Chapter Directors shall be members in good standing of the Association.
- j. The election of Chapter Directors shall occur prior to the annual meeting and the election results shall be reported by the Chapter President to the Administrative Coordinator prior to the annual meeting.
- k. Each chapter shall establish procedures to fill the unexpired term of a Chapter Director.
- l. Additional procedures relating to elections may be established by the

Board of Directors as it may deem necessary consistent with these Bylaws.

DUTIES OF THE OFFICERS

14. The duties of the Officers are:
- a. The President shall preside over meetings of the Association, Executive Committee, and the Board of Directors. The President shall appoint such committees as in the judgment of the Board of Directors are considered necessary and as may be expressly requested at meetings of the Association of the membership thereof. In the absence of the President, the President-Elect shall assume the duties of the President, and in the absence of the President-Elect, the Vice-President of Member Services or in his/her absence, the Vice-President of Financial Affairs shall preside over any meeting of the Association and/or Board of Directors from which the President is absent. Additionally, other duties and responsibilities of each of the elected Officers shall be as follows:
 1. The President-Elect shall be the Chairman of the Communications Committee and a non-voting ex-officio member of all committees and shall perform any other duties assigned to him/her by the President. The President-Elect shall serve as the State Professional Development Officer (PDO) and shall be responsible for coordinating the AICP Certification Maintenance Program for the Association
 2. The Vice-President of Member Services shall be Chairman of the Member Services Committee and Vice-Chairman of the Finance Committee. Further, he/she shall perform any other duties assigned to him/her by the President.
 3. The Vice-President of Financial Affairs shall be Chairman of the Financial Affairs Committee and Vice-Chairman of the Member Services Committee. Further, he/she shall perform any other duties assigned to him/her by the President.
 - b. It shall be the duty of the President-Elect and Vice-Presidents to assist the President and to represent the Association in serving the region of the state to which the President may assign that person to assist him/ her.

ADMINISTRATIVE COORDINATOR

15. a. An Administrative Coordinator may be appointed by the Executive Committee. The Executive Committee may retain such assistance as necessary to perform the work of the Administrative Coordinator's Office within the limits of funds available for such employment.

- b. It shall be the duty of the Administrative Coordinator to keep a roster of the membership of the Association, to keep records and minutes of all meetings of the Association, Directors meetings, and such other conferences as shall, from time to time, be authorized by the Board of Directors of the Association. The Administrative Coordinator shall collect all dues, fees and monies receivable by the Association and make disbursements at the annual meeting of the Association, or at any time the Directors shall request such accounting. In addition, the Administrative Coordinator may perform such other duties as shall be determined by the Executive Committee.

DUTY OF THE DIRECTORS

16. The duties of the Directors are:
 - a. To invite and encourage suggestions for future consideration by the Board and to inform members within their respective areas of actions taken by the Board.
 - b. To serve conscientiously thereon if appointed to a Committee.
 - c. To perform such other duties as may be determined by the Board of Directors.
 - d. To participate in consideration and discussion of items brought before the Board and to bring current items proposed by members within their respective boundaries to the attention of the Board.
 - e. To encourage the observances of wise planning and zoning practices.

BUDGET/FISCAL RESPONSIBILITY POLICY

17. The Budget/Fiscal Responsibility Policy is as follows:
 - a. The Budget for the State Board of Directors of FPZA shall be approved by 2/3 of the members of the Board present and voting at the adoption meeting. The Vice-President of Financial Affairs shall be responsible for presenting and implementing the budget of the Board. The Committee chairs representing the individual items within the budget shall have the following fiscal responsibilities:
 1. Monitor the line item associated with their budget;

2. Request approval to spend from their budget any amount in excess of \$200.00 from the President and the VP of Financial Affairs.
3. Not to overspend or exceed the amount budgeted for the Committee during the associated fiscal year.
4. In emergency, request the necessary budget extension from the Board prior to exceeding the approved budgeted amount of money.

MEETINGS

18. Meetings for the Association shall be as follows:
 - a. The Association shall hold an annual meeting at such time and place as may be determined by the Board of Directors. Special meetings may be called on thirty (30) days notice to the membership on approval of the Board of Directors.
 - a. Meetings of the Board of Directors may be called at any time by the President or by four (4) members of the Board of Directors, notice of such meeting being given at least ten (10) days prior to the date thereof.
 - b. All matters pending before the Board of Directors shall require a quorum, which is 2/3 of the approved Board of Directors present and in attendance at the meeting during the discussion of the matter(s) pending. Additionally, when a quorum is obtained, any matter which is voted upon must have a majority of the votes in the affirmative in order to be approved. Matters which are fiscally related must be approved with a 2/3 vote of those present and voting. At any time when the vote is questioned, the President, or their designee, may request a show of hands or written vote to accurately reflect the same. All persons present must vote, if eligible, and if one does not vote, but is eligible, their vote shall be counted in the affirmative.
 - c. The Bylaws of the Association may be repealed, revised, or amended at any annual meeting of the Association; provided, however, that such changes may not be made unless the membership has been advised of the proposed changes at least thirty (30) days prior to the annual meeting or unless the members at such meeting agree by a four-fifths (4/5) majority to waive such rules. A two-thirds (2/3) majority vote of the members in attendance at the annual meetings shall be required to effectuate changes.

RULES

19. All meetings of the Association and the Board of Directors shall be conducted in

accordance with Roberts Rules of Order.

Rule 19 below was adopted by the State Board of Directors in fall of 2008 and is part of the by-laws.

19. **STATE CONFERENCE EXPENSES AND PROCEEDS**

- a. The state Executive Board (State Board) will provide the Host Chapter with seed money to begin planning for the state conference/meeting. A minimum of \$2,000 shall be provided to the Host Chapter from the State Board.
- b. It is the responsibility of the Host Chapter to raise adequate sponsorship funds and establish reasonable registration fees to cover the expenses of the state conference.
- c. It is the responsibility of the Host Chapter to reimburse any seed money issued by the State Board within 12 months of the close of the state conference.
- d. The Host Chapter shall invoice expenses **specifically requested** by the State Board related to the state conference. State Board expenses may include, but are not limited to, the Administrative Coordinator's registration fee, student scholarship recipient(s) registration fees and hotel room charges, state board meeting expenses, awards expenses, accreditation/AICP CM expenses, and any other costs imposed by the State Board onto the Host Chapter.
- e. Should the Host Chapter make a profit from the state conference, a profit being defined as any conference monies remaining after all of the conference's expenses and fees are paid, the Host Chapter will then transmit to the State Board fifty (50) percent of this profit up to a maximum of two thousand five hundred dollars (\$2,500). The balance of the profits shall remain with the Host Chapter to be used for chapter development and expanding the local membership. Should the Host Chapter incur a loss from the state conference, the State Board shall pay to the Host Chapter up to fifty (50) percent of the losses up to a maximum of two thousand five hundred dollars (\$2,500) unless an alternative basis for a greater State Board share is approved by a 2/3 vote of the State Board members present at a State Board Meeting. **(Approved as Policy on December 8, 2007)**
- f. The Host Chapter Conference Committee Chair shall present state conference contracts to the Host Chapter Conference Committee for vote to approve after the State Board has confirmed a location for the conference. Contracts and budgets established by the Host Chapter shall

be adopted by the Host Chapter Conference Committee as presented by the Chair. Any amendments to the State Conference budget shall be reviewed and approved by the Host Chapter Conference Committee.
(Approved as Policy April 12, 2008)