

JANUARY 11, 2013

**BYLAWS
for the
FIRST COAST CHAPTER
of
THE FLORIDA PLANNING AND ZONING ASSOCIATION
(amended and restated _____)**

1. **NAME.** The name of the organization is THE FIRST COAST CHAPTER OF THE FLORIDA PLANNING AND ZONING ASSOCIATION (the “Chapter”). The Chapter shall include Clay, Duval, Nassau, Putnam, and St. Johns Counties (the "Chapter Area"), but membership is not restricted to territorial limits.
2. **PURPOSE.** The Chapter purposes are:
 - A. To promote cooperation among official planning and zoning boards or commissions, civic bodies, citizens, technicians, professionals, 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 practice and promotion 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 encourage research and publications of planning and zoning and related matters;
 - F. To promote and encourage the sound development of land and natural resources; and
 - G. To educate the public and elected and appointed officials in matters pertaining to planning and zoning.
3. **OFFICE.** The location and principal place of business of the Chapter shall be within the geographical area of the Chapter Area 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 Chapter are concurrently members of The Florida Planning and Zoning Association, Inc. statewide (the “Association”). 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 and trade association, chambers of commerce, industrial promotion groups, industry and similar organizations wishing to further the purposes of the Chapter. 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 student as defined in the Association Bylaws.

D. Honorary Member. Any person of marked attainment in planning or civic involvement or any person who has rendered outstanding service to the Chapter, who shall have been elected by unanimous vote by the State Board of Directors and/or the Chapter Board of Directors.

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

(1) Individual Member. An individual member may participate in the Chapter regular and special meetings, vote, hold office, serve on committees and receive all publications of the Chapter and the Association. The membership certificate, as issued by the Association, will bear the name of the individual.

(2) Private and Public Organizations. Individual member privileges for a maximum of three (3) members of the organization are granted to all private and public organizations and said members may participate in the Chapter regular and special meetings, vote, hold office, serve on committees and receive all publications of the Chapter and the Association. The membership certificate, as issued by the Association, will bear the name of the organization and the designated member(s).

(3) Student Member. A student member may participate in the Chapter regular and special meetings, vote, hold office, serve on committees and receive all publications of the Chapter and Association. The membership certificate, as issued by the Association, will 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 Chapter and Association, but may not hold office. The membership certificate, as issued by the Association, will 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. Association Dues. The Chapter dues stated above do not include the Association's dues which are payable to the Association at the same time as the Chapter dues. Dues shall be payable on or before July 1st of each year consistent with the bylaws and procedures of the Association. Notice of dues payable shall be billed individually by the Association. New members joining after January 1st shall pay one-half of the annual dues of the current year consistent with the bylaws and procedures of the Association 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 provided to all Chapter members via email or other commonly accepted form of mass communication (e.g., Chapter newsletter, mailing). Any change in the Association dues are governed by the Association Bylaws.

7. **BOARD OF DIRECTORS.** The Board of Directors shall consist of four (4) Officers, six (6) elected Board Members (“Elected Directors”), the Immediate Past President and may include up to four (4) additional appointed Board Members (“Appointed Directors”).

A. Officers. The Officers shall be determined as set forth below.

B. Elected Directors. The Elected Directors shall be determined as set forth below.

C. Appointed Directors. The Appointed Directors shall be nominated by the President, the Vice-President and the 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 positions of Appointed Directors for consideration by the 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 of the incoming Board of Directors. Appointed Directors, if consenting to the appointment, will enjoy full voting privileges as a Board of Director.

D. Immediate Past President. The Immediate Past President shall advise the President in all matters of Chapter rules and procedures, serve as liaison to the President and coordinate the work of the Nominating, Awards and Bylaws Committees and perform such other duties as may

be determined by the President and Board of Directors. The Immediate Past President shall enjoy full voting privileges as a Director.

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

- A. A President;
- B. A Vice-President;
- C. A Secretary; and
- D. A Treasurer.

9. **ELIGIBILITY OF THE OFFICERS.** All Board of Directors shall be members in good standing of the Chapter, holding individual memberships or as a named member within a public or private organization or a student member and eligibility of the Officers shall be as described below. In addition, the following Officers shall have appropriate experience as follows:

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

(3) The Secretary must have served at least one (1) year on the Board of Directors.

(4) The Treasurer must have served at least one (1) year on the Board of Directors.

10. **DUTIES OF THE OFFICERS.** It shall be the duty of each Officer to attend all Board of Directors meetings and to participate in the consideration and discussion of items brought before the Board of Directors. Each Officer shall also serve as a voting member of the Board of Directors and shall be considered in the calculation of the Board of Directors in Section 7 above.

A. **President.** 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 of Directors. The President shall be an ex-officio of all committees. The President shall also serve as one (1) of the two (2) Chapter Directors on the Association Board of Directors (discussed below).

B. **Vice President.** The Vice-President shall assist the President and, in the absence of the President, shall assume the duties of President. The Vice-President shall chair the Nominating Committee, coordinate the work of the Seminar/Education, Annual Banquet/Annual

Meeting and Activities Committees, and perform such other duties as shall be determined by the President and the Board of Directors.

C. Secretary. The Secretary shall keep records and minutes of all meetings of the Chapter and the 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 the Board of Directors and Chapter members, or assure that the Board of Directors and Chapter members are sent, timely notice of all meetings, and perform such other duties as shall be determined by the President and the Board of Directors.

D. Treasurer. 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 \$200) and in accordance with the instructions of the Board on major expenditures (\$200 or over). 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.

E. Chapter Directors. Two (2) Chapter Directors shall represent the Chapter at the Association meetings as voting members of the Association Board of Directors. The Chapter Directors shall report to the Association the activities of the Chapter and shall apprise the Chapter of the Association matters relevant to Chapter activities. One (1) of the Chapter Directors shall be the Chapter President who shall represent the Chapter on the State Nominating Committee of the Association Board of Directors. The other Chapter Director shall be elected by the President with the approval of the Board of Directors and the names of the Chapter Directors shall be reported by the Chapter President to the Association's Administrative Coordinator prior to the Chapter annual awards ceremony/annual meeting.

11. TERMS OF OFFICE.

A. No individual on the Board of Directors shall hold the office of President or Vice President for more than two (2) consecutive terms.

B. The terms of the President, Vice-President, Secretary, and Treasurer shall be one (1) year.

C. The other non-Officer Elected Directors shall each be elected for a term of two (2) years, and the Appointed Directors shall be appointed each year for a term of one (1) year.

D. The Immediate Past President shall become a Board of 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 annual meeting and shall serve until their successors have been duly installed. The annual

banquet or 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.

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 banquet or annual meeting. Any other Board of Directors position vacated shall be filled by appointment by the President, ratified by a majority of the Board of Directors present and voting at a regular notified Board of Directors' meeting.

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

12. ELECTION OF OFFICERS AND ELECTED DIRECTORS.

A. An election of the Officers and at least three (3) of the six (6) Elected Directors shall be held annually.

B. The Nominating Committee shall consist of not more than five (5) nor less than three (3) voting members of the Board of Directors.

C. The Nominating Committee shall request from the Chapter membership nominations for the Board of Directors (not including the Immediate Past President) via regular mail, email, newsletter publication or other similar means. Within fourteen (14) days of making such request, the 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 of Directors for approval at a regular Board of Directors' meeting prior to the annual awards banquet or annual 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 above. 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. Not less than twenty (20) days prior to the annual banquet or annual meeting, the Nomination Committee shall prepare and provide either by (i) regular mail, (ii) email or (iii) other electronic means including, but not limited to an electronic survey, to each member in good standing a ballot for office. 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 as set forth herein. Individual members of a private or public organization with membership in good standing shall be individually provided a ballot as set forth herein. To be

counted for the vote, the ballot must be received (as designated on said ballot) by a member of the Nominating Committee not less than four (4) days prior to the annual banquet or annual meeting.

E. 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 (2) 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 banquet or annual meeting. In the event of a tie for an Officer and/or Elected Director position, ballots for a runoff election shall be mailed, emailed or provided through similar means (e.g., electronic survey) to the membership within fourteen (14) days following the annual banquet or annual meeting. The results of a runoff election shall be verified by the Board of Directors and announced to the membership via email. The results of the election and the names of the Board of Directors for the upcoming year shall be provided to the Association Secretary.

13. **COMMITTEES.**

A. The term of office of committee members and chairs shall be one (1) calendar year with no term limit.

B. The following committees and their primary responsibilities shall be considered the Standing Committees.

(1) Awards

- a) Review Chapter award procedures.
- b) Solicit nominations for awards.
- c) Select winners and present awards at the annual banquet or annual meeting.

(2) Annual Banquet/Annual Meeting

- a) Coordinate the Chapter's annual banquet or annual meeting program arrangements with Board of Directors' approval.
- b) Coordinate any Board of Directors supported Chapter action programs.

(3) Budget

- a) Review income and expenditures for the preceding two (2) years.
- b) Project income from all potential sources for the following year.
- c) Project expenditures for the following year's Chapter program.
- d) Provide an accounting to the Association per State Bylaws.

(4) Bylaws

- a) Review and recommend changes in the Bylaws to the Board of Directors and, upon approval of the Board of Directors, to Chapter membership.
- b) Provide copies of the Bylaws to membership through the Membership Committee.
- c) Send the Association's Secretary a copy of the Bylaws once amended by the Chapter.
- d) Communicate to the membership (e.g., newsletter, email, etc.) in a timely manner any Bylaw changes recommended by the Board of Directors for vote by the membership and the slate of the Board of Directors.

(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 email, newsletter or other similar mass communication method and oral reports.
- c) Serve as liaison between elected/appointed government officials and the Chapter and the Association as appropriate.
- d) Propose issues to the Board of Directors on which the Chapter should take a stand.

(6) Activities

- a) With Board of Directors 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 luncheons and annual banquet.
- e) Serve as speaker host and facilitate introduction to membership at annual banquet, any annual meeting and luncheons.
- f) Coordinate plans and arrangements for social events and benefits, including, but not limited to, community outreach, as deemed appropriate by the Board of Directors.
- g) Coordinate the dissemination of information to the Chapter members, Association and/or the news media about the Chapter's and Association's programs and activities.

(7) Membership

- a) Recruit new members and promote annual membership renewal.
- b) Coordinate and maintain current membership roster and general contact roster.
- c) Provide notices of luncheons and social and educational meetings via email or other similar form of mass communication.
- d) Assist President and Officers in membership notification.

(8) Nominating

- a) Review election procedures and prepare the Nomination slate for presentation to Chapter members per Section 12 above before the annual banquet or annual meeting.
- b) Solicit additional nominations, prepare the final nomination slate and provide ballots to membership.
- c) Receive and canvas ballots and report results to the Board of Directors.

(9) 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) Assist with obtaining and providing any available professional credits for seminar and educational programs provided to the Chapter membership.

C. The following committee chairs shall report committee activities to the Board of Directors at each regularly scheduled Board of Directors' meeting: Activities, Annual Banquet/Annual Meeting, Legislation, and Membership. At the request of the President, reports shall be made to the Board of Directors by the chairs of the Awards, Budget, Bylaws, Nominating, and Seminar/Education Committees.

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

14. **MEETINGS.**

A. An annual banquet or annual meeting shall be held in the fall of each year at which event the Board of Directors shall be installed and awards presented, except as otherwise provided herein. The annual banquet or annual meeting shall be held at such time and place as may be determined by the Board of Directors with notice provided at least ten (10) days in advance to the Chapter members.

B. The general membership meetings shall be considered to be the luncheon meetings. The time and place of such meetings shall be announced via email.

C. 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 of Directors' meetings shall be held during the program year. Chapter members may attend the Board of Directors' 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 Board of Directors then holding office. A vote will require a majority of the Board of Directors present and voting. The Board of Directors may attend Board of Directors meetings by telephone. 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.

17. **AMENDMENTS.** These Bylaws of the Chapter may be amended by a two-thirds (2/3) vote of the Board of Directors, and ratified by a majority of the votes received by Chapter members in good standing using the procedure set forth for elections in Section 12 above. Alternatively, these Bylaws may be amended by a two-thirds (2/3) 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 Board of Directors, and notice of the proposed amendment shall be given to the membership by written correspondence (such as email) at least fifteen (15) days prior to the Chapter vote. The Bylaws amendment shall also be submitted to the Association's Vice President of Member Services prior to adoption. Upon adoption, the amended Bylaws shall be submitted to the Association.

18. **ASSOCIATION BYLAWS.** In event the Bylaws for the First Coast Chapter of The Florida Planning and Zoning Association conflict with the Association bylaws, the Association bylaws shall control.