



American Planning Association
New Jersey Chapter

Making Great Communities Happen

ORGANIZATIONAL BYLAWS

Proposed June 2009

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ARTICLE I: CHAPTER NAME AND JURISDICTION

The name of this Chapter shall be the New Jersey Chapter of the American Planning Association (APA New Jersey). The area served by the Chapter shall be the State of New Jersey.

ARTICLE II: DEFINITIONS

1. American Institute of Certified Planners (AICP). The American Planning Association’s professional institute for the certification of professional planners..
2. American Planning Association. The national organization of which this Chapter is a part and which is referred to in these Bylaws as “APA” or the “Association”.
3. Annual Membership Meeting. The meeting held once each year at the Chapter’s annual conference.
4. Chapter. The New Jersey Chapter of the American Planning Association (APA New Jersey).
5. Chapter Office. The office of the Chapter as designated by the Executive Committee.
6. Chapter Only Member. A person who has paid the Chapter only dues and who is not a member of APA.
7. Chapter Publications. Any publication, including electronic, that is transmitted to all Chapter members at their address of record or electronic address.
8. Executive Committee. The Chapter officers, Immediate Past President, Co-Professional Development Officers, and Student Representative. The Faculty Liaison(s), chair(s) of any ad hoc committees established per Article VIII.8, as well as a designee from the County Planners Association (CPA) and the New Jersey Planning Officials (NJPO) shall serve as ex-officio, non-voting members of the Executive Committee.
9. Full Member. A person who has paid the annual dues of the APA and APA New Jersey.
10. Members’ Address of Record. The address furnished to the Chapter by the APA.

ARTICLE III: CHAPTER PURPOSES AND ACTIVITIES

1. Chapter Purposes

The purposes of the Chapter is to facilitate the individual participation of members of the APA) in the affairs of the Chapter and to further the mission of APA in the Chapter area.

The further purposes of this Chapter shall be to:

- a) Advance the art and science of planning within the Chapter area;
- b) Encourage exchange of information and experience in the Chapter area;
- c) Represent and advance the interests and welfare of the Association, its members and the planning profession in the Chapter area;
- d) Encourage and guide the newer members of the profession;
- e) Provide an opportunity for fellowship among the members and an opportunity for professional growth and development;
- f) Promote planning approaches in response to developmental and societal opportunities and challenges facing New Jersey and its communities;
- g) Increase awareness of the planning process and the planning profession, as well as the benefits that both can bring to the State of New Jersey and its communities;
- h) Work in concert with other organizations of like purpose to foster and achieve mutual goals and objectives.

2. Chapter Activities

- a) Notwithstanding any other provision of these articles, the Chapter shall only carry out activities permitted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law or permitted to be carried on by an organization, whose contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States Internal Revenue law.
- b) The Chapter is organized exclusively for charitable, education, and scientific purposes, including for such purposes, the distribution of funds to organizations that

qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue law).

- c) The activities of the Chapter shall conform to the law, the bylaws of the APA, and the bylaws of the Chapter.
- d) At meetings of the membership and the Executive Committee, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order the Chapter may adopt.

ARTICLE IV: CHAPTER MEMBERSHIP AND DUES

1. Membership Qualifications

- a) All members of APA whose address of record is within the Chapter area shall automatically be Chapter members. APA members whose address of record is outside the Chapter area may also become Chapter members upon payment of any applicable dues and assessments.
- b) Persons who are not members of APA may become Chapter only members upon payment of the established dues and are eligible to vote in Section and Chapter elections.
- c) APA members who are not Chapter members may not hold office in the Chapter.
- d) Chapter-only members may be elected or appointed to any Chapter office or committee other than the Chapter President, President-Elect, Vice-President of Policy, or the Co-Chapter Professional Development Officers.

2. Termination and Reinstatement

Chapter membership shall be automatically terminated upon termination of APA membership or for failure to pay Chapter dues and assessments. Once applicable dues are paid, Chapter membership is automatically reinstated.

3. Annual Dues

The Executive Committee shall, from time to time, evaluate and establish the rate of dues by a majority vote of the Executive Committee. Dues of regular and student members shall be collected by the APA pursuant to the APA Corporate Bylaws. Members who become delinquent in their payment of dues shall be subject to the delinquency and reinstatement rules of the American Planning Association. Those rules are hereby approved and incorporated into these Bylaws by reference.

4. Student Dues

Student members of the Chapter, as certified by APA, shall be exempt from the payment of New Jersey Chapter dues, but shall be considered full members of the Chapter as long as their national dues are current and they remain in good standing with the American Planning Association.

ARTICLE V: CHAPTER OFFICERS AND TERMS OF SERVICE

1. Chapter Officers

The Chapter shall have a President, a President-Elect, a Vice-President of Membership Services, a Vice-President of Conference Services, a Vice-President of Policy, a Vice-President of Public Relations, a Secretary, a Treasurer and five (5) Area Representatives.

2. Terms of Office

- a) The term of office of the Chapter President shall be three (3) years. The term of office of the President-Elect shall be one (1) year. The term of office of all other Chapter Officers shall be two (2) years. The Vice-President of Membership Services, Vice-President of Conference Services, Treasurer and Secretary shall be elected in odd numbered years. The Vice-President of Policy, Vice-President of Public Relations and Area Representatives shall be elected in even numbered years. The President-Elect shall be elected one year prior to the end of the term of the Chapter President. The terms of all Officers first appointed under these bylaws shall be determined that to the greatest practicable extent the expiration of such terms shall be distributed evenly over the first three (3) years after their election to office; provided that the initial term of no member shall exceed three (3) years.

- b) All elected officers shall remain in office until their elected successors are installed on November 1st of the year in which the election is held.
- c) With the exception of the offices of President and President-Elect, the Executive Committee shall, by appointment, fill vacancies in an office occurring between elections. Officers so appointed shall hold office for the balance of the current term, or until their successors are elected and installed.
- d) When a vacancy occurs in the office of the President or the President-Elect, the Executive Committee shall schedule a special election within 90 days. The election shall follow the rules established for regular elections. If the vacancy occurs within six months of the regular election, no special election shall be held.
- e) Following a special election, the winning candidate shall assume office for the remaining term beginning immediately upon tabulation of the vote and certification of the results by the teller committee.
- f) If the vacated term of the President-Elect ends before a special election determines the successor, the outgoing President will continue in office until the successor is elected. In this circumstance, the special election shall be for the office of President and the electee shall take office immediately upon certification of the election results.
- g) Notwithstanding the preceding office vacancy provisions, when a vacancy in the office of President occurs and a President-Elect has been duly elected by the membership, the President-Elect shall immediately be the President for the remaining term, as well as for the following three-year period when the President-Elect would normally have succeeded to the presidency. In this circumstance, the vacancy thereby created in the President-Elect office shall not be filled. Any duties of the vacated President-Elect position may be assigned at the discretion of the President to the Immediate Past President.
- h) If vacancies occur among Chapter officers for which these bylaws do not provide a clear remedy, a majority of the remaining Executive Committee members with voting authority are empowered to create ad hoc rules to respond to the situation

including interim appointments, special elections or leaving the position vacant until the next election cycle.

- i) Notwithstanding Article VI.3.(f), no officer shall hold more than one position on the Executive Committee.

3. Removal from Office

- a) An Officer or other appointed or elected representative may be removed from office for cause and after a hearing whenever, in the judgment of two-thirds (2/3rds) of the Executive Committee, the best interest of the Chapter will be served. Cause for removal from Office shall include, but not be limited to, non-attendance at Executive Committee meetings, failure to adequately perform the duties of the Office, incurring legal liability for the Chapter based on dilatory performance of duties, conviction of a felony, violation of the Code of Ethics of the AICP or New Jersey State Board of Professional Planners, or other criteria that may be added to this sub-section.
- b) Due process shall require at least two consecutive Executive Committee meetings to conclude a motion, the first for the making of the motion, and the second to consider submission of the response by the Officer so charged with the Executive Committee then sustaining or denying the motions. The making of a motion for removal of an officer shall be followed by notification of the officer at his/her Address of Record by first class mail, posted not less than 21 days prior to the date of the meeting at which the sustaining or denying of the motion to remove is to be considered.

ARTICLE VI: DUTIES OF OFFICERS AND APPOINTED MEMBERS OF THE EXECUTIVE COMMITTEE

1. President

The duties of the President shall encompass the following:

- a) Call meetings of the Chapter and the Executive Committee;

- b) Preside at these meetings;
- c) Create and, except as otherwise provided in these Bylaws, appoint, discharge, and serve as a nonvoting, ex officio member of all committees;
- d) Execute any contracts authorized by the Executive Committee;
- e) Establish and discharge any committees as may be necessary unless otherwise provided for in the Bylaws;
- f) Oversee the administration of the Strategic Plan and Work Program of the Chapter;
- g) Oversee the preparation of a draft annual Strategic Plan and Work Program and draft budget and submit same to the Executive Committee prior to October 1;
- h) Represent the Chapter on the APA Chapter Presidents Council;
- i) Represent the Chapter before the APA and its Board of Directors and staff, unless said President shall specifically delegate such authority for particular functions to a Chapter member;
- j) Perform such other duties as are customary to the office.

2. President-Elect

The duties of the President-Elect shall include:

- a) The President-Elect shall be elected one year prior to the end of the term of the Chapter President, and shall replace the Immediate Past-President of the Chapter as a voting member of the Executive Committee for said term.
- b) Assume the duties and responsibilities of President at such time as the office becomes prematurely vacant as provided in ARTICLE V.2 (g);
- c) Carry out any other duties assigned by the President.

3. Vice-President of Policy (VPP)

The duties of the Vice-President of Policy shall include:

- a) Oversee the Chapter's legislative affairs and advocacy program;
- b) Serve as Chair of the Legislative Policy Committee;

- c) Coordinate with and assist the chairs of any ad hoc committee(s) established to advance the policy initiatives of the Chapter, aka policy committee(s);
- d) Report on ad hoc policy committee(s) activities and concerns at each Executive Committee meeting, and serve as a nonvoting, ex officio member of said committee(s);
- e) Oversee the development and the annual update of the Chapter Administrative Procedures and Policy Manual and present it to the Executive Committee for action;
- f) Assume the duties and responsibilities of President at such time as the office becomes prematurely vacant and until such time as a new President is installed as provided in ARTICLE V.2 (d) and (e);
- g) Carry out any other duties assigned by the President.

4. Vice-President for Conference Affairs (VPCA)

The primary responsibility of the VPCA shall be to organize, supervise, and manage the Chapter's annual conference. Duties shall include the following:

- a) Serve as Chair of the Conference Committee;
- b) Develop a format, schedule and budget for the annual conference to be presented to and approved by the Executive Committee;
- c) Develop programming for the annual conference that is relevant, timely, and varied so as to appeal to the broadest spectrum of the membership;
- d) Coordinate with any policy or membership services ad hoc committee(s) established by the Executive Committee to solicit relevant programming;
- e) Coordinate with the Bloustein School of Planning and Policy and any persons appointed by the Executive Committee to organize the logistical aspects of the conference;
- f) Develop and implement a conference fundraising/sponsorship campaign;
- g) Carry out any other duties assigned by the President.

5. Vice-President for Membership Services (VPMS)

The primary responsibility of the VPMS shall be to serve the needs of the Membership. Duties shall include the following:

- a) Coordinate all membership service activities within the Chapter;
- b) Develop membership drive campaigns and membership expansion functions;
- c) Coordinate with and assist the chairs of any ad hoc committee(s) established to enhance membership services, and serve as a nonvoting, ex officio member of said committee(s), aka membership services committee(s);
- d) Report on ad hoc membership services committee(s) activities and concerns at each Executive Committee meeting;
- e) Prepare an annual report of Chapter accomplishments, particularly related to the Strategic Plan and Work Program and budget, to be published electronically on the Chapter website;
- f) Carry out any other duties assigned by the President.

6. Vice-President of Public Relations (VPPR)

The VPPR shall serve as the Chapter liaison to all Sections. Duties shall include the following:

- a) Serve as the Editor of the bi-monthly APA-NJ newsletter;
- b) Serve as chair of the Newsletter Editorial Board;
- c) Maintain relations with the press, through creation and distribution of press releases and editorials;
- d) Oversee the promotion of National Community Planning Month;
- e) Ensure webpage content is current and relevant;
- f) Carry out any other duties assigned by the President.

7. Secretary

The Secretary shall be responsible for official records of the Chapter, assisted by the Executive Director. Duties of the Secretary shall include the following:

- a) Record the proceedings of each Executive Committee meeting and prepare and submit to the Executive Committee for approval meeting minutes of each Executive Committee meeting within thirty (60) days of their occurrence;
- b) See that the Executive Committee meeting minutes are posted on the Chapter website within thirty (30) days of Executive Committee approval. The minutes may be published once reviewed and approved, or reviewed and revised, by the Executive Committee and may be limited to generalized statements of the agenda covered, the actual wording of any motions or resolutions made and the outcome of voting on each, the time each meeting began and ended, and who attended and who was absent;
- c) Notify members and Executive Committee members of meetings;
- d) Transmit to the Executive Committee, and have published on the Chapter website, a list of all Chapter Officers and Executive Committee members (including their addresses and telephone numbers) within 10 days of their election or appointment;
- e) Serve as Chapter Parliamentarian;
- f) Chair the Chapter Bylaws Committee, and submit proposed Bylaws or amendments to the Executive Committee;
- g) Carry out any other duties assigned by the President.

8. Treasurer

The Treasurer shall be responsible for the maintenance of the Chapter financial records:

Duties of the Treasurer shall include the following:

- a) Assist the President in preparing an annual budget;
- b) Oversee the receipt and disbursement of funds consistent with the adopted Chapter budget;
- c) Provide a quarterly financial report, to include budget line item income and expenses, a current balance sheet, and an income statement reflecting Chapter financial operations;

- d) Coordinate with the President, and any other person appointed by the Executive Committee, expenditures relating to the Strategic Plan and Work Program and functions of the Chapter Office on a timely basis;
- e) Coordinate with the President, and any other person appointed by the Executive Committee, an inventory of all Chapter property;
- f) Coordinate the annual independent audit or compilation report of the Chapter financial records;
- g) See that the results and summaries of the Chapter's annual independent audit or compilation report are posted on the Chapter website within thirty (30) days of review and approval by the Executive Committee, but no later than June 1 of each year;
- h) Develop and secure adoption and maintenance of the Chapter's financial procedures manual by the Executive Committee;
- i) Ensure that financial documents are available and in order to facilitate the preparation and filing of the Chapter's annual tax statements;
- j) Carry out any other duties assigned by the President.

9. Area Representatives

- a) There shall be five (5) Area Representatives who shall serve on the Executive Committee.
- b) One (1) Area Representative shall be elected from each of the following five (5) areas: the Northeast Area consists of the counties of Bergen, Essex, Hudson, Passaic, and Union; the Northwest Area consists of Morris, Sussex, Warren, Hunterdon and Somerset; the Central Area will consist of the Mercer, Middlesex, and Monmouth; the Southern Area will include Ocean, Burlington, Camden, and Gloucester Counties; the Southern Shore Area will include Atlantic, Cape May, Cumberland, and Salem Counties.
- c) Duties of the Area Representatives shall include the following:
 - i. Serve as the liaison with the Chapter members of his/her area;

- ii. Arrange social and educational programming for his/her area;
- iii. Serve on at least one standing or ad hoc committee, and assist in the duties of said committee;
- iv. Submit a work plan to the Executive Committee, guided by the Chapter Development Plan, for his/her term of election;
- v. Carry out any other duties assigned by the President.

10. Professional Development Officer (PDO) for Continuing Education

- a) The President, with the advice and consent of the Executive Committee, shall appoint a PDO for Continuing Education at the first Executive Committee meeting following the installation of a new President and shall serve a term commensurate with that of the President.
- b) The PDO for Continuing Education shall be a member in good standing of the AICP.
- c) Duties of the PDO for Continuing Education shall include the following:
 - i. Serve as the contact between the Chapter and AICP;
 - ii. Serve as Co-Chair of the Professional Development Committee;
 - iii. Advise prospective members of AICP about the qualifications, purposes, and programs of the Institute, the Institute's Code of Ethics and Professional Responsibility;
 - iv. Advise members of AICP concerning opportunities and/or Certification Maintenance requirements for continuing education and professional development;
 - v. Serve as a voting member on the Conference Committee and ensure that the Chapter's annual conference includes a session on ethics;
 - vi. Perform the administrative duties associated with the AICP Certificate Maintenance program;

- vii. Facilitate the organization of seminars and workshops that are intended to enhance the professional development of the Chapter membership and to promote involvement in professional planning.

11. Professional Development Officer (PDO) for Exam Preparation

- a) The President, with the advice and consent of the Executive Committee, shall appoint a PDO for Exam Preparation at the first Executive Committee meeting following the installation of a new President and shall serve a term commensurate with that of the President.
- b) The PDO for Exam Preparation shall be a licensed NJ Professional Planner and a member in good standing of the AICP.
- c) Duties of the PDO for Exam Preparation shall include the following:
 - i. Serve as the contact between the Chapter and the NJ Board of Professional Planners;
 - ii. Serve as Co-Chair of the Professional Development Committee;
 - iii. Assist the PDO of Continuing Education with the administrative duties associated with the AICP Certificate Maintenance program;
 - iv. Advise prospective members of AICP about the qualifications, purposes, and programs of the Institute, the Institute's Code of Ethics and Professional Responsibility;
 - v. Organize AICP and professional planner exam review sessions.

12. Student Representative

- a) The Chapter Executive Committee shall determine the manner of nomination for and selection of a Student Representative. In the event a Student Representative ceases to be a full-time student, the Chapter Executive Committee shall designate a full-time student to complete the term of office;

- b) The Student Representative shall serve a one (1) year term of office and be selected on a rotating basis by the Executive Committee;
- c) The Student Representative shall have full voting rights on the Executive Committee and shall advise the Committee and the Chapter on the provision of services to students and the evolving character of the planning profession;
- d) Carry out any other duties assigned by the President.

13. Faculty Liaison

- a) The President, with the advice and consent of the Executive Committee, shall appoint a Faculty Liaison(s) to serve as an ex-officio, non-voting member(s) of the Executive Committee. The Faculty Liaison(s) shall hold a full-time faculty or staff position at an institution of higher education with a planning program.
- b) The Faculty Liaison shall be an individual with knowledge, experience, and education in the field of planning. The Faculty Liaison shall be appointed at the first Executive Committee meeting following the installation of a new President and shall serve a term commensurate with that of the President. Vacancies shall be filled for the remaining term from among faculty in the same institution by the same process as for the initial appointment.
- c) The Faculty Liaison shall advise the Committee and the Chapter with respect to the following:
 - i. improving communications between practicing planners and academic institutions;
 - ii. providing information as to planning research activities of interest to the profession;
 - iii. assisting with the program and arrangements for the Annual Conference;
 - iv. providing assistance with continuing education programs for the profession;
 - v. providing other assistance as needed to coordinate academic and professional interests;
 - vi. Carry out any other duties assigned by the President.

ARTICLE VII: ELECTIONS

1. Regular Elections

- a) Only members in good standing with the American Planning Association are eligible to hold the offices of President, President-Elect and Vice-President of Policy.
- b) The President, with the advice and consent of the Executive Committee, shall appoint a Nominating Committee and shall designate a Chairperson from among the Committee members.
- c) Following a call for nominations, the Nominating Committee shall submit to the President a slate of nominees for Chapter officers for publication to the entire Chapter membership no later than September 1.
- d) Members may vote for any qualified candidate for any vacant office, whether or not they are nominated by the Nominating Committee.
- e) Ballots submitted to members for election of Chapter officers shall provide space for write-in votes.
- f) For all positions at least one, preferably two, candidates shall be nominated. The Nominating Committee shall ensure that a ballot containing the names and their position statements of nominees is distributed by regular or electronic mail to all members eligible to vote in regular Chapter office elections no later than September 15.
- g) The voting deadline shall be no less than 30 days after the ballot is distributed.
- h) Members may only vote for the Area Representative nominee or write-in candidate within the geographic region corresponding to their Address of Record.
- i) The nominee or write-in candidate for an office who receives the most votes shall be the winner and be elected to that office. In the event of a tie among the highest vote-getters nominated or written-in for any office, the Executive Committee, by majority vote, shall make a choice of the person who would best perform the duties of the office from among highest tied vote-getters and make a declaration of a winner, and that person shall be elected to that office.

j) For a regular election, the name of the person elected to each office shall be published in the Chapter newsletter and on the Chapter website as soon as practical.

k) Installation of Chapter Officers shall occur on November 1.

2. Special Elections

The provisions in ARTICLE VII.1, Regular Elections, apply to regularly scheduled elections of Chapter Officers. When vacancies occur in the offices of Chapter Officers, special elections may be required to fill those vacancies. ARTICLE V.2. Terms of Office describes the circumstances for vacancies for a Chapter officer and when and whether a special election is required. It further provides for expeditious nominations and the intervention of the Executive Committee to facilitate the timely filling of vacant offices. The rules of election governing the filling of these vacancies in office by special election supercede the provisions of ARTICLE VII that apply only to regularly scheduled elections.

3. Teller Committee

A Teller Committee, appointed by the President shall consist of at least three (3) Chapter members, none of whom may be on the ballot, who shall be responsible for tabulation of all votes for the election of Officers of the Chapter. The Committee shall receive the ballots and shall certify the results to the Secretary, as well as perform any other duties assigned by the President.

ARTICLE VIII: COMMITTEES

The President may appoint committees to address matters of Chapter concern. In addition to the Executive Committee, there shall be other standing committees of the Chapter. A quorum for committee business shall be a majority of the members of that committee.

1) Nominating Committee

a) Function outlined in Article VII.

2) Bylaws Committee

- a) The Bylaws Committee shall be appointed by the President at even-numbered years, and shall consist of the Chapter Secretary, who shall serve as Chair, and any other Chapter members as may be appointed by the President.
- b) By May 1 of each odd numbered year, the Committee shall present the Executive Committee with recommendations, if any, for changes in the Bylaws.
- c) The Committee may report or offer other recommendations to the Executive Committee on a more frequent basis where needs of the Chapter warrant. Members of the Chapter may submit ideas and proposals to the Committee at any time.

3) Conference Committee

- a) The Conference Committee shall consist of the Vice-President for Conference Affairs, the Professional Development Officer for Continuing Education, the Faculty Liaison and other such members as may be appointed by the Vice-President for Conference Affairs.
- b) The Vice-President for Conference Affairs shall be the Conference Committee Chair.
- c) The Committee shall plan and prepare the annual conference.

4) Legislative Policy Committee

- a) The Committee shall consist of the Vice-President of Policy, the President, the chairs of any ad hoc committees established to advance policy initiatives, a student representative and at least two (2) at-large members adequately representing the range of interests reflective of the Membership. The Vice-President of Policy shall appoint the members-at-large, in consultation with the President.
- b) The Vice-President of Policy shall serve as Chair.
- c) The Committee shall convene on a periodic basis to prepare legislative priorities.
- d) The Committee shall serve to assist the Chapter in implementation of its legislative priorities.

5) Awards Committee

- a) As part of the regular Chapter program, there shall be awards given each year for outstanding planning projects and leadership in planning.
- b) The President shall serve as or appoint a chair of the Awards Committee. The Committee shall select a jury of at least five persons, at least three of whom are APA members.

6) Newsletter Editorial Board

- a) The Vice-President of Public Relations shall serve as the Editor in Chief and chair of the Newsletter Editorial Board;
- b) The duties of the Newsletter Editorial Board are as follows:
 - i) Prepare and publish the Chapter's official newsletter on a regular basis;
 - ii) Solicit the submission of original articles, editorial letters, photographs, news items, and classified advertisements relevant to the profession of planning.

7) Executive Committee

- a) The voting members of the Committee shall consist of the Chapter Officers, the Immediate Past President of the Chapter, the Co-Professional Development Officers, and the Student Representative. The Faculty Liaison(s), chair(s) of any ad hoc committees established per Article VIII.8, as well as a designee from the County Planners Association (CPA) and the New Jersey Planning Officials (NJPO) shall serve as ex-officio, non-voting members of the Executive Committee.
- b) The purpose of the Executive Committee shall be to govern and further the professional interests of the Chapter membership in accordance with the mission and the Bylaws of APA and the Chapter. Duties of the Executive Committee shall encompass the following:
 - i) Meet at least six (6) times a year;
 - ii) Consider and act upon Chapter needs and business. In the event that Chapter business needs to be conducted between regularly scheduled Executive Committee meetings, it may do so either in person or through conference calls provided there is a written record setting forth any action taken;

- iii) Be the custodian of all Chapter property;
- iv) Approve, in consultation with the Chapter membership, the Chapter development plan and its revisions;
- v) Approve the annual budget and work program;
- vi) Authorize expenditures consistent with the budget;
- vii) Adopt policies to set forth ethical standards of conduct expected of:
 - (a) members of the Executive Committee and, as the Executive Committee deems appropriate,
 - (b) members of ad hoc committees appointed or established in accordance with Article VIII.8, and
 - (c) jurors selected by the Awards Committee in accordance with Article VIII.5;
- viii) Approve any contract, legal agreement or borrowing of money on behalf of the Chapter greater than \$2,500;
- ix) Approve minutes and/or summaries of each prior Executive Committee meeting, minutes of the Annual Membership Meeting and other minutes of general membership meetings.
- x) Review and take action on the recommendations of any standing or ad-hoc committee;
- xi) Review and take timely action on the recommendations of the Bylaws Committee or any Bylaws petition presented in accord with the provisions of ARTICLE XIII;
- xii) Remove Chapter officers from office, as necessary, for malfeasance, misfeasance, nonfeasance or incapacity per Article V.3;
- xiii) Upon vacancy in any of the offices, fill said position pursuant to the provisions of ARTICLE V.2;
- xiv) Hire or contract an individual(s) to manage the affairs of the Chapter;

- xv) Carry out such additional duties as may be necessary to assure the orderly operation of the Chapter not otherwise inconsistent with these Bylaws;
- xvi) A majority of Committee members occupying filled positions, either in person or by telephone conference, shall constitute a quorum for the transaction of business at all meetings of the Committee. All business shall be transacted by a majority vote of those present;

8) Ad Hoc Committees

- a) The President, with the advice and consent of the Executive Committee, may create ad hoc committees for the purpose of facilitating the accomplishments of specific tasks identified by the President;
- b) The President, with the advice and consent of the Executive Committee, shall appoint the chair of any such committee(s);
- c) The Vice-President of Policy shall serve as a nonvoting, ex officio member of any ad hoc committee(s) established to advance the policy initiatives of the Chapter, aka policy committee(s);
- d) The Vice-President of Membership Services shall serve as a nonvoting, ex officio member of any ad hoc committee(s) established to enhance membership services of the Chapter, aka membership services committee(s);
- e) An ad hoc committee shall consist of a committee chair, an officer and at least three (3) additional members.
- f) All ad hoc committees shall coincide with the term of the President, and shall dissolve unless reauthorized by the incoming President at the first Executive Committee meeting following the installation of the new President. Upon reauthorization, the President shall appoint committee chair(s) with the advice and consent of the Executive Committee

ARTICLE IX: FINANCIAL MANAGEMENT

1. Budget and Strategic Operational Plan

- a) The fiscal year shall be from October 1st until the following September 30th.
- b) The President shall oversee the preparation of the annual Strategic Plan and Work Program, which sets forth the general strategies the Chapter will pursue in achieving its goals for the year and is directly related to the budget. The draft Strategic Plan and Work Program shall be submitted to the Executive Committee for their consideration and recommendation prior to the close of the fiscal year.
- c) The President, with the assistance of the Treasurer, shall prepare the annual budget. The draft annual budget shall be submitted to the Executive Committee for their consideration and recommendation prior to the close of the fiscal year.
- d) The Strategic Plan and Work Program shall be posted on the website for membership comment prior to approval by the Executive Committee.
- e) The Strategic Plan and Work Program and budget as adopted pursuant to these By-Laws shall serve as the basis for the financial management of the Chapter.

2. Chapter Financial Management

- a) For the purpose of ensuring fiscal responsibility, the Executive Committee shall adopt a financial procedures manual prescribing the duties, budget formats, timetables, standards and procedures for managing the Chapter's finances.
- b) The Executive committee shall assure that an annual independent audit is conducted for even-numbered fiscal years and an independent compilation is conducted in odd-numbered years and that a summary of the audit or compilation is posted on the Chapter website within thirty (30) days of review and approval by the Executive Committee, but no later than June 1 of each year. The audit or compilation summary will also be published in the Annual Report.
- c) Chapter accounts shall at all times be open to inspection by the membership and requests for record inspection shall be coordinated through the Treasurer.

3. Financial Reports

In addition to overseeing the annual independent audit or compilation, the Treasurer will also oversee the preparation of annual and quarterly financial reports for review and approval by the Executive Committee.

4. Dissolution of New Jersey Chapter

In the event of dissolution, the residual assets of the organization will be turned over to APA, which is itself exempt as an organization described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE X: CHAPTER BYLAWS

1. General

Bylaws represent the basic governing document of the Chapter articulating how the membership and its officers interact, the assignment of duties and responsibilities, specification of policies and procedures and how the Chapter governs itself as a body.

2. Bylaw Amendments

The Bylaws shall be periodically evaluated for needed updates and other changes as set forth in ARTICLE VIII. Bylaw amendments may be proposed by the Executive Committee or by a petition signed by five (5) percent of the Chapter membership.

- a) The Chapter may amend these Bylaws in whole or in part by a two-thirds vote of those members returning mail or e-mail ballots, provided that the amendment ballot was distributed and published on the Chapter website for at least 30 days.
- b) Chapter Bylaws shall be consistent with APA Bylaws and cannot bind APA or its officers in any respect.
- c) Petitioned Bylaws amendments shall be filed by a Sponsor(s) with the Secretary, and a copy shall be forwarded by the Sponsor(s) to the Chapter office. The name, address, email and telephone number of the Sponsor(s) shall be included along with the petition.
- d) Proposed Bylaw amendments shall be submitted to the Executive Director of APA for a determination of consistency with APA's Bylaws prior to adoption.
- e) A copy of these Bylaws and all subsequent amendments shall be filed by the President with the Executive Director of APA within thirty (30) days after adoption.

- f) The Chapter Bylaws shall be published and maintained on the Chapter website. The Secretary shall ensure that amendments to these Bylaws are published on the Chapter website within ninety (90) days of membership approval.

3. Bylaws Amendment Sponsor

- a) Each proposed Chapter Bylaws amendment shall have a primary “Sponsor” listed as the individual who may be contacted for questions about the proposed amendment. The Executive Committee may be listed as the Sponsor.
- b) A Bylaws petition may be withdrawn by the Sponsor at any time prior to the time the proposed Bylaws amendment ballot is sent to the printers or e-mailed to the members for a vote. In the event the Sponsor withdraws the amendment(s), the Sponsor shall notify, in writing, all members who signed the petition supporting the proposed Bylaws amendment, with a copy to the Chapter office.