



## **WEST TENNESSEE SECTION BYLAWS – Effective January 1, 2013**

### **Article I. Section Name and Area**

The name of this Section shall be the West Tennessee Section, Tennessee Chapter of the American Planning Association. The area served by the Section shall be the Tennessee counties of Benton, Carroll, Chester, Crockett, Decatur, Dyer, Fayette, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Lake, Lauderdale, Madison, McNairy, Obion, Shelby, Tipton, and Weakley.

### **Article II. Purpose**

The purposes of the West TN Section are:

- To encourage and promote the profession of planning in West Tennessee;
- To pursue and develop regional cooperation;
- To provide our membership with opportunities for continuing education and professional and personal development; and,
- To promote public understanding and awareness of planning practices and principles.

### **Article III. Membership**

- A. Regular Members- All members of the Tennessee Chapter of the American Planning Association (TAPA) who work or reside within the area known as the West Tennessee Section. Regular Members shall be entitled to a vote on each matter submitted to a vote of the Section Membership.
- B. Dues- Members shall pay no annual dues except for those paid to TAPA.

### **Article IV. Section Officers**

The Section officers shall be a Director, Assistant Director, Secretary / Treasurer, and two (2) At-Large Representatives.

Duties of the Section Director shall be as follows:

- To call and chair Section meetings;
- To represent the Section on the Executive Committee of TAPA;
- To appoint permanent and ad hoc committees as necessary;
- To maintain an up-to-date list of the West Tennessee Section membership;
- To be responsible for all Section correspondence; and,
- Notify all members at least seven (7) days prior to a Section meeting.

Duties of the Section's Assistant Director shall be as follows:

- To fulfill the obligations of the Section Director in the Section Director's absence and to assist the President in all duties

Duties of the Secretary/Treasurer shall be as follows:

- To receive, safeguard, and distribute Section funds and maintain complete financial records of all transactions;

- To prepare an annual financial report and distribute this financial report to members of the Section;
- To maintain appropriate bank accounts and accurate ledgers of all accounts;
- Have check signing authority;
- To facilitate the arrangements for audits, record-keeping services, loans and other financial services;
- To maintain files of all financial records, bills, receipts and statements; and,
- To maintain files of all organizational documents- Charter, By-laws, etc.

Duties of the two (2) At-Large Representatives shall be as follows:

- To fulfill the obligations of the Assistant Director] and Secretary/Treasurer in their absence and to assist the Director in all duties.

## **Article V. Election of Officers**

Election of all officers shall be by vote of all Regular Members. Voting shall be by mail or e-mail. All officers must be members of TAPA and Regular Members of the West TN Section.

Elections should be scheduled for every other October. An ad hoc Nomination and Election Committee will be formed of no less than three (3) Regular Members and no more than five (5) Regular members. At least one (1) member of the ad hoc Nomination and Election Committee must be a Regular Member not seeking office for the upcoming term. The ad hoc Nomination and Election Committee shall notify all members of the upcoming election, request nominations for each position, and receive and tabulate the election results. The period to submit votes shall be no less than two (2) weeks. The membership shall be notified of the election results not more than thirty days after the deadline to submit votes has passed.

The full election results and vote tabulation must be made available for inspection by any Regular member upon request for a period of at least thirty (30) days after the election results have been announced.

## **Article VI. Term of Office**

The terms of all officers shall be two (2) years. Each term of office shall begin and end on the first day of January. No member shall serve in the same Section office for more than two (2) consecutive terms. In the event no regular member seeks the office of a term expired officer, the existing officer may agree to serve in that capacity for an additional term. In this case, no term limit will be imposed.

## **Article VII. Vacancy**

In the event the office of Director is vacated, the Assistant Director shall assume the office for the remainder of the term. Vacancies in the office of Assist Director, Secretary / Treasurer, or the two (2) At-Large Representatives shall be filled by vote of the Section officers from two nominees identified by the remaining Chapter officers. Officers so elected shall hold office for the balance of the current term. This partial term will not count toward the limit of two (2) consecutive terms in the same position.

## **Article VIII. Quorum**

A Quorum shall consist of a minimum 25% of the Regular Members of the Section for an electronic vote and 20% of the Regular Members of the Section for a meeting of the full membership.

## **Article IX. Meetings**

The Section officers shall determine the schedule and frequency of Section meetings during their two (2) year term. Section meetings should be held at a consistent interval to the extent possible during each term. Special meetings may be called by the President as necessary.

## **Article X. Voting**

A majority vote is required to pass any motion. This voting shall be done by written ballot, voice vote, or by any method determined appropriate by the President (including voting by electronic communication, such as email). A quorum shall be required before a vote can occur.

## **Article XI. Amendments to By-Laws**

Pursuant to article 6.4 of the Bylaws of the Tennessee Chapter of the American Planning Association (TAPA), the West TN Sections must adopt and follow Bylaws to govern Section affairs. Section Bylaws shall not conflict with TAPA Bylaws or the Articles of Incorporation and Bylaws of APA.

Section By-laws may be adopted or amended by a majority vote of the Regular Members at any meeting or via electronic vote, provided that the amendment has been submitted to all Regular Members for consideration at least seven (7) days prior to the vote and provided that a quorum is assembled.

## **Article XII. Dissolution**

The Section shall be dissolved upon affirmative vote of the Regular Members at any meeting provided that the motion to dissolve has been submitted to the members in writing at least seven (7) days prior to the meeting at which the vote is held and provided that a quorum is assembled. Upon dissolution, any and all financial resources or property of the Section shall immediately revert back to, and become the property of TAPA.

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Section Director

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Section Secretary / Treasurer