

ARTICLE 1.

PURPOSE OF ORGANIZATION

- A. Purpose:** The purpose of the Indiana Planning Association is to:
1. Represent planning interests in Indiana,
 2. Promote public interest in planning and development of Indiana's resources,
 3. Recommend and support sound legislation related to planning,
 4. Assist members in improving their knowledge and understanding of planning (education),
 5. Provide a statewide network of support for planners,
 6. Facilitate the individual participation of IPA members of the American Planning Association in the national affairs of that organization, and
 7. Encourage membership in the American Institute of Certified Planners.

ARTICLE 2.

GENERAL TERMS

- A. Name:** The name of the organization is the Indiana Planning Association. The Indiana Planning Association may hereinafter be referred as "IPA" or "Chapter".
- B. Parent Organization:** The American Planning Association is the parent organization of the Indiana Planning Association. The American Planning Association hereinafter may be referred as "APA".
- C. Chapter Area:** The area served by the Chapter is the State of Indiana.
- D. Member:** A person who applies for and qualifies for membership and pays annual dues to the Chapter. A member of the Chapter will be classified as either a 1) APA/IPA Member, 2) IPA Only Member, or 3) a Group Member.
- E. Board of Directors:** Elected members of the IPA who serve as leaders of the organization for a designated period of time. The Board of Directors may hereinafter be referred as "Board"
- F. National Office:** The term "National Office" refers to the office of APA designated by APA to service Chapter and membership matters.
- G. Address of Record:** An APA member's "Address of Record" shall be the address furnished to the Chapter by the National Office, or the address furnished to the Chapter if the member is an IPA-Only Member or a Group Member.
- H. Publication of the Chapter:** A "Publication of the Chapter" shall mean any written information that is mailed to all Chapter members at their Address of Record, without special charge. Election materials are not considered a Publication of the Chapter.
- I. Chapter Address:** The address of the Chapter President at which the Chapter receives mail.
- J. Membership Address:** The address of the Membership Chairman at which memberships for Chapter Only and Group Membership send payment for and renewals of membership.

ARTICLE 3.

MEMBERSHIP

- A. Classes of Membership.** Membership in IPA is for individuals, not-for-profit organizations, and public entities. The Chapter recognizes the following categories of membership.
1. APA/IPA Member: A person who has applied for and paid regular or student dues for membership in both APA and IPA.
 2. IPA-Only Members: A person who has applied for and paid regular dues for membership in IPA but is not a member of APA.

3. Group Member: A board of zoning appeals or plan commission which has applied and paid dues for membership regardless of the makeup of the actual group. A group can become a group member through APA or IPA.

B. Becoming a Member: Any person, not-for-profit organization, or public entity (i.e. plan commission or board of zoning appeals) may become a member of the Chapter by either:

1. Becoming a member of APA and IPA through the application/renewal and payment process provided by the National Office. This process is available for individual persons only and will result in the member being classified as an APA/IPA Member. or
2. Becoming a member of IPA-Only by filling out an application form from the Membership Chair and mailing it to the Membership Address with the appropriate membership fee. This process is available to individual persons, not-for-profit organizations, and public entities. Individual persons will be classified as IPA-Only Members and organizations or public entities will be classified as Group Members.

C. Transfer of Membership: Group memberships stay with the group paying membership even in the event of new members and officers. Individual memberships stay with the individual and are not transferable.

D. Termination: APA/IPA, IPA-Only, or Group membership shall be terminated if any of the following occur:

1. APA membership is terminated and IPA-Only membership is not requested; or
2. IPA-Only or Group membership dues are not paid within 120 days of the due date.

E. Reinstatement: APA/IPA membership may be reinstated through APA, according to the rules and regulations of the National Office. IPA-Only and Group membership may be reinstated upon payment of the appropriate dues, to include the 120-day lapse period.

F. Annual Dues/Assessments: The Chapter, by a vote at the Annual Meeting or by mail ballot of its APA/IPA and IPA-Only membership, may establish dues for membership. The dues shall be reported by the Chapter President to the National Office, which shall collect the dues and remit them to the Chapter. Dues for IPA-Only members shall be the same as for APA/IPA members. Dues of IPA-Only members shall be collected by the Chapter Membership Chair and payment forwarded to the Chapter Treasurer. The Chapter, by vote at the Annual Meeting or by ballot of its membership, may establish such special assessment as may be necessary for the Chapter to carry out its program.

G. Voting Privileges: From time to time the Chapter membership will be asked to vote on issue positions, election of the Board, and Chapter Dues. The Chapter allows the following voting privileges:

1. APA/IPA Members may each have one vote for any Chapter-wide decision.
2. IPA-Only Members may each have one vote for any Chapter-wide decision.
3. Group Members (through IPA or APA) may not vote for any Chapter-wide decision.

ARTICLE 4.

CHAPTER MEETINGS

A. Types of Chapter Meetings. The following types of meetings may be held by the Chapter:

1. Annual Meeting(s): There shall be at least one full membership meeting held annually at and in conjunction with either the spring or fall conference. Either or both of these meetings shall be called an Annual Meeting of the Chapter and shall occur at a date, time, and specific location determined by the Board of Directors.
2. Special Meetings: A Special Meeting of the Chapter may be called by the President, by the Board of Directors, or by a petition signed by at least five percent of the members of the Chapter. The place, date and time shall be set by the President at a date, time and location providing reasonable accessibility to the membership.
3. Board of Director Meetings: The Board of Directors shall hold meetings to conduct Chapter business and to provide leadership roles in the organization as defined in Article 5. The Board Meetings are open to the general membership, but non-Board members do not have a vote.

B. Notification Requirements. The Secretary shall notify the membership of the place, date, and time of the Annual Meeting and Special meetings of the Chapter. This notification may be fulfilled by written notice in a Publication of the Chapter, or by direct mail to each voting member at least thirty days prior to the meeting. For

Special Meetings that warrant an urgent response from the membership, the one month notification period may be reduced to five days.

- C. Quorum Requirement.** At Annual and Special Meetings, a quorum shall consist of a number equal to five percent of the APA/IPA Members and IPA-Only Members combined.
- D. Action of the Chapter.** Official action of the Chapter shall require a majority vote of the quorum attending the Annual Meeting or Special Meeting.

ARTICLE 5.

BOARD OF DIRECTORS

A. Membership. The Board of Directors shall consist of the following positions elected by the membership:

1. President.
2. President-Elect or Past President depending on the election cycle.
3. Secretary.
4. Treasurer.
5. Six At-large Representatives.
6. Two Student Representatives.
7. One Citizen Representative.
8. Professional Development Officer.

The Board shall also include the following ex-officio members as appointed by the Board:

1. Newsletter Editor
2. Committee Chairpersons
3. Public Information Officer
4. Web Master
5. Planning Officials Development Officer

B. Board Membership Prerequisites. The following requirements apply to each Board position:

1. All Board members must:
 - a. Be a current member with the APA.
 - b. Be a current member with the IPA.
 - c. Reside or be a full-time employee in the State of Indiana or full-time student at a university in the State of Indiana.
2. The President, President-Elect, Past President, Professional Development Officer and Planning Officials Development Officer must be current members of AICP.
3. The At-Large Representatives are intended to represent geographic regions of the State, as well as rural and urban communities. The geographical regions are recognized as the North, Central and South Districts. To assure broad Board representation, the At-Large Representative positions shall be as follows:
 - a. Two At-Large Representatives to represent the North District
 - b. Two At-Large Representatives to represent the Central District
 - c. Two At-Large Representatives to represent the South DistrictThe delineation for the North, Central and South District shall be based on telephone area codes. The North District shall be made up of the 219, 260 and 574 area code; the Central District shall be the 765 and 317 area codes, and the South District shall be the 812 area code. In the event the area codes are split by the telephone company, the new area codes created from one of the above shall be recognized as the original area code.
4. The Student Representatives are intended to represent the student bodies enrolled in the two schools of higher education in the State of Indiana providing planning degree curriculums. The student representative positions on the board shall be as follows:
 - a. A Student Representative to represent the IUPUI planning student body.
 - b. A Student Representative to represent the Ball State University planning student body.
5. There shall be one Citizen Representative to represent all districts of the State. The Citizen Representative shall be a person not professionally employed in planning (i.e. Planning Commissioner, Board of Zoning Appeals member, or interested citizen).

- C. Voting Privileges at Board of Director Meetings.** The full voting members of the Board of Directors shall consist of the President, Secretary, Treasurer, Professional Development Officer, the President-elect or Past President, At-Large Representatives, and Citizen Representative. Student Representatives shall each have one-half vote.
- D. Duties of the Board.** The Board of Directors shall:
1. Manage the affairs of the Chapter.
 2. Report to the membership on all business which it has considered or acted upon between Chapter meetings.
 3. Put into effect the actions voted upon by the Chapter.
 4. Authorize expenditures consistent with the budget.
 5. Developing Chapter policies and positions to be voted upon by the membership.
 6. Strive to further the planning profession as a whole in the State of Indiana through lobbying, forming of topic-specific committees, promotion of the profession, partnering with other organizations on causes, and the like.
 7. Perform such other functions as necessary.
- E. Executive Committee and Duties.** The Executive Committee of the Board shall consist of the President, Secretary, Treasurer, Professional Development Officer, and either the President-elect or Past President. The Executive Committee shall:
1. Review committee appointments.
 2. Critique the Chapter's performance.
 3. Advise the Board of Directors on the continuity and consistency of Chapter Records.
 4. Audit the Chapter's records annually as it sees necessary.
 5. Perform such other functions as are delegated by the Board in all matters not specifically requiring Board or membership action.
 6. In the event that a matter requires specific action in a time sufficiently limited, that a Board meeting is impractical, perform functions of the Board.
 7. Special appropriations of the Budget.
- F. Meetings.** The following meetings may be held by the Board.
1. Board of Director Meetings: A schedule of regular Board meetings shall be determined and published by the President at the beginning of the calendar year. There shall be at least six Board meetings each year.
 2. Special Board Meetings: A special meeting of the Board may be called by the President or three members of the Board Members to address special issues, to conduct time-sensitive business of the Chapter, or similar duties.
 3. Executive Committee Meetings: The President or two of the other Executive Committee members (President-elect or Past President, Secretary, and Treasurer) may call an Executive Meeting at any time.
- G. Meeting (Parliamentary) Procedure.** At meetings of the membership, the Board of Directors, or the Executive Committee, parliamentary procedures shall be generally governed by Robert's Rules of Order (the pertinent edition of which may be designated by the President).
- H. Notification of Meetings.** Notification of Board Meetings shall be carried out as follows:
1. Board of Director Meetings: All Board Members and Ex-officio members shall be notified of the first meeting of the calendar year two weeks prior to the meeting by phone, fax, letter, e-mail, face-to-face or other common forms of communication. All other meetings may be notified as described above or by publishing a schedule of regular meetings and distributing the schedule two weeks prior to the second regular meeting of the Board.
 2. Special Board Meetings: Notification of Special Meetings shall be made to Board Members by the Secretary at least seven days in advance of the Meeting. Notification may be made by phone, fax, letter, e-mail, face-to-face or other common forms of communication.
 3. Executive Committee Meetings: Executive Committee Members shall be notified at least two (2) days prior to the meeting by phone, fax, letter, e-mail, face-to-face or other common forms of communication.
- I. Quorum.** A majority of the voting membership of the Board of Directors shall constitute a quorum for the transaction of business at a Regular Meeting, a Special Meeting or an Executive Meeting.

- J. Actions of the Board.** All actions of the board must be made by majority vote of the voting members present at the meeting. The exception to this rule is outlined in “K” below.
- K. Acting Without Meeting.** Action may be taken by the voting members of the Board of Directors without a meeting if written consent (including e-mail and facsimile), setting forth the action taken, is approved by a two-thirds majority of the voting members of the Board.
- L. Presidential Decisions.** Presidential decisions may be overruled by a two-thirds vote of the Board of Directors.
- M. Removal of a Board Member.** The action of removing a member of the Board shall be carried out by 2/3 vote of the voting members of the Board. A member of the Board of Directors may be relieved of their position upon any one of the following:
1. Misusing Chapter funds.
 2. Ignoring or not properly carrying-out the minimum duties of the position.
 3. Missing three consecutive regular meetings of the Board of Directors.
 4. Missing a majority of regular meetings during a twelve (12) month period.

ARTICLE 6.

ROLES AND DUTIES OF BOARD MEMBERS

- A. All Board Members.** All members of the Board shall strive to:
1. Attend all regular Board meetings.
 2. Attend the Professional Development conference.
 3. Attend the Fall conference and Annual Meeting.
 4. Attend the annual APA conference.
- B. President.** The President of the Chapter shall:
1. Preside at meetings of the Board of Directors, the Executive Committee, the Annual Meeting, and Special Meetings.
 2. Provide leadership in the development of Chapter policies in coordination with the Board of Directors.
 3. Assist in preparing an annual budget for review by the Board of Directors.
 4. Have the power to create, appoint, and discharge all Chapter committees unless otherwise provided in these Bylaws.
 5. Represent the Chapter on the APA Chapter Presidents Council.
 6. Call special meetings as necessary.
 7. Perform other duties required by these Bylaws and customary to the office, and any additional duties that may be assigned by the Board of Directors.
- C. President-elect or Past President.** The President-elect or Past President shall:
1. Assist the President in the guidance and coordination of chapter activities.
 2. Preside over meetings that the President cannot attend.
 3. Carry out any other duties assigned by the President.
 4. In the absence of, or in the event of incapacity of the President, the President-elect or Past President shall assume the duties required of the President by these Bylaws and customary to the office.
 5. Assist in preparing an annual budget for review by the Board of Directors.
 6. Chair the Nominations Committee.
- D. Secretary.** The Secretary shall:
1. Notify members of meetings.
 2. Prepare, report and archive minutes of Annual, Special, Board of Directors, and Executive Committee meetings.
 3. Transmit to the National Office a list of all Chapter officers (including their addresses and telephone numbers) within 30 days, of their election.
 4. Notify the National Office of the results of all chapter voting, and, in so doing, specify the quorum and the number voting for each candidate or “aye” and “nay” on each issue.
 5. Transmit to the National Office at least one copy of each publication of the Chapter.
 6. Transmit to the National Office Bylaws amendments as required by the Bylaws of APA.

7. Perform such other duties required by these Bylaws and customary to the office.
8. Assist in preparing an annual budget for review by the Board of Directors.

E. Treasurer. The Treasurer shall:

1. Receive and disburse Chapter funds.
2. Collect dues and assessments not collected by the National Office.
3. Assist in preparing an annual budget for review by the Board of Directors.
4. Maintain accounts which shall be open to inspection by officers and subject to audit.
5. Prepare a current balance sheet and an income statement reflecting the present fiscal balance of Chapter operations for each Annual and Board Meeting.
6. Prepare financial statements for review or audit, as deemed appropriate by the Executive Committee, at the end of the fiscal year.
7. Perform such other duties as required by these Bylaws and customary to the office.
8. Maintain an accurate list of the members of the Chapter.

F. At-Large Representatives. The At-Large Representatives shall strive to:

1. Actively participate in at least one standing or special committee.
2. Stay aware of issues in their District and report information to the Board as necessary.
3. Submit at least one article for the Chapter newsletter each calendar year.
4. Submit a quarterly report to be published in the newsletter.

G. Student Representatives. The Student Representatives shall strive to:

1. Stay aware of news, issues or events related to the student body, planning curriculums, and the represented university and report information to the Board as necessary.
2. Submit at least one article for the Chapter newsletter each school year.
3. Submit a report each semester to be published in the newsletter.

H. Citizen Representatives. The Citizen Representatives shall strive to:

1. Stay aware of news, issues or events and report information to the Board as necessary.
2. Write at least one article for the Chapter newsletter each calendar year.

I. Professional Development Officer. The Professional Development Officer shall:

1. Assist with functions and activities relating to furthering persons in the profession of Planning.
2. Coordinate with the National AICP Office on matters related to professional development.
3. Coordinate a training session annually for persons wishing to take the AICP exam.
4. Coordinate an annual Professional Development seminar.
5. Assist and advise prospective members of the American Institute of Certified Planners as to the qualifications, purposes, and programs of the Institute.
6. Promote and assure adherence to the Code of Professional Responsibility and all other rules and guidelines of AICP membership.
7. Encourage eligible APA members to seek membership in AICP and advise members of AICP of opportunities and/or requirements for continuing education and professional development.
8. Assist in preparing an annual budget for review by the Board of Directors.

J. Planning Officials Development Officer. The Planning Officials Development Officer shall strive to:

1. Increase training opportunities for planning officials in the chapter area.
2. Create ways of making the chapter and chapter activities more inviting to planning officials.
3. Recruit new planning official members.
4. Involve planning officials in chapter programs and decision making.
5. Involve planning officials in planning promotion and advocacy.
6. Encourage the vital role of planning commissions in providing up-to-date, responsive and responsible community planning.
7. Serve as a reference person on planning official resources, helping to coordinate information and idea exchanges between members and the chapter and between the chapter and the national organization.

K. Newsletter Editor. The Newsletter Editor shall:

1. Publish a newsletter every quarter.
2. Publish special newsletters to promote conferences, elections or other events.

3. Attend Board Meetings and give a report.

L. Web Master. The Web Master shall:

1. Attend Board meetings and Chapter functions as necessary to maintain timely and accurate information on the Chapter web page.
2. Provide regular maintenance of the web page to ensure that accurate and timely information is available to IPA members, including news, conference information and job postings, for example.
3. Maintain a page that has Board meeting minutes available to Board members.
4. Respond to inquiries made regarding the web page in accordance with Board policies.
5. Maintain contact with the Internet service provider to resolve technical problems in a timely manner.

ARTICLE 7.

COMMITTEES

A. Standing Committee Structure. Standing Committees are required for the effective functioning of the Chapter. The committees stated below in these Bylaws constitute a base for structuring the Chapter activities. Each standing committee shall:

1. Be ongoing and active throughout the year.
2. Have a chairman appointed by the President.
3. Have the chairperson or a representative report at the regular Board meetings.
4. Have at least one voting member of the Board of Directors serving on each of these committees. It is encouraged that this voting Board member not be the chairman referred to in "2" above.

B. Standing Committees and Purpose. The following committees are Standing Committees of the Chapter and the purpose for each is described below.

1. Awards Committee: The Awards Committee shall coordinate and implement the Bi-Annual Chapter Awards Program. It shall publish notice of the awards competition, prepare and distribute applications, select recipients, purchase appropriate mementos of the award, notify the recipients of their award, notify the Board of Directors of the completion of the required tasks, and coordinate presentation of the awards. The Awards Committee shall perform other duties related to awards and acknowledgments as requested by the President or the Board.
2. Conference Committee: The Conference Committee shall select the topics and programs, obtain speakers and panelists, secure the facilities, and perform all other necessary functions toward the organization and the implementation of the Annual Conference. The Conference Committee shall perform other duties related to the planning and coordination of conferences and meetings as requested by the President or the Board. There may be more than one Conference Committee, each with a different chairperson, to coordinate additional conferences or meetings.
3. Education Committee: The Education Committee shall promote planning and benefits of planning and provide educational opportunities to members, various schools in Indiana. The Educational Committee shall also make members aware of and encourage participation in seminars, workshops, and training sessions not sanctioned by the Chapter or Parent Organization. The Committee shall perform other duties related to education as requested by the President or the Board.
4. Legislative Committee: The Legislative Committee shall consist of the Executive Committee and shall hold the authority and responsibility for all testimony given before legislative bodies and for representing Chapter policy. Its other duties include reviewing state and federal legislation as may affect Chapter members and the profession and to propose new legislation and amendments or commentary on existing legislation. The Committee shall perform other duties related to legislation as requested by the President or the Board.
5. Membership Committee: The Membership Committee shall promote membership in APA and the Chapter and shall carry out membership campaigns. The Committee shall perform other duties related to membership as requested by the President or the Board.
6. Nominations Committee: The Nominations Committee shall solicit nominations for officers and members of the Board of Directors, select candidates, prepare and distribute ballots, receive the ballots, and serve as a teller committee to tabulate the results. The Nominations Committee shall consist of not less than three members, at least one of whom shall be a member of AICP. The Nominations Committee shall be chaired by a Past President, whether or not that person is a member of the Board of Directors. The selection of

candidates and tabulation of the ballots must be conducted by at least three members of the nomination committee, one of which must be the Chair.

7. **Professional Development Committee:** The Professional Development Committee shall be chaired by the Professional Development Officer and shall strive to assist the Professional Development Officer achieve the role and duties assigned to the position (see page 8). The Professional Development Committee shall perform other duties related to professional development as requested by the President or the Board.

C. Special Committee Creation. The President or the Board of Directors may establish a committee for any reason that furthers the purpose of the Chapter. Special Committees do not require participation of a Board member. The Chairperson or a representative from the Special Committee shall report as necessary at regular Board meetings. The Special Committees may be dissolved by the President or vote of the Board upon the diminishment of need or upon completion of the specific task.

D. Chairpersons. The President shall appoint a Committee Chairpersons for Standing Committees and Special Committees. With the direction of the President and advice of the Executive Committee, the Committee Chairperson shall clarify the Committee's objectives, organize the Committee's activities and secure sufficient member support to achieve the objectives of the Committee. Chairpersons not performing their duties effectively may be relieved of their responsibilities at the discretion of the President.

ARTICLE 8.

BOARD ELECTIONS AND TERMS

A. Nominations. The Nominations Committee shall develop a list of nominees for all positions up for election and if necessary actively and without bias recruit for such positions. To the extent possible, the Committee shall provide at least two candidates for each vacancy and shall attempt to balance those candidates geographically and demographically, providing representation to all parts of the State and to all interest groups.

B. Terms of Office. The President, Secretary, Treasurer, Professional Development Officer, At-large Members, and Citizen Representatives of the Board of Directors shall serve two-year terms of office. The Student Representatives shall serve a term consistent with school year, not to exceed one year, and shall be eligible for reelection. The President-Elect position shall be held for one year and then shall assume the role of President for the following two years. Once the President completes the two-year term, he/she shall serve one additional year as Past President.

C. Balloting Timetable. The President-elect, Treasurer and three At-Large Representatives (one each from the North, Central and South Regions) shall be elected in even numbered years. The Secretary, Professional Development Officer, Citizen Representative and the remaining three At-Large Representatives (one each from the North, Central and South Regions) shall be elected in odd numbered years. All elections shall be conducted by mail ballot which shall contain the names of all nominees, their addresses, and employment or appointed positions held. Ballots shall be mailed to the membership at their Address of Record no later than the first day of November and shall be returned by no later than the first day of December. Those members elected shall officially assume office on the first day of January.

(The election cycle presented here represents a change from the existing election cycle to achieve a balanced election cycle for candidates. In order to transition into the election cycle presented here, the transition year's election cycle as presented in "G" below will be implemented. In 2008, this paragraph shall expire and may be removed from these bylaws without further action by the IPA membership.)

D. Filling of Vacancies. If the President's position is vacated during a term of office, the President-elect or Past President, whichever position occupies a seat on the Board of Directors, shall assume that office. If a vacancy occurs for any seat on the Board of Directors other than the President, the Board may fill that vacancy for the remainder of that term of office by appointment (if the remaining term is less than one year) or by election by the full membership (if the remaining term is more than one year).

E. Tally of Ballots. The Nominations Committee shall tally the ballots, shall verify their authenticity, and shall announce the results to the Board of Directors. The membership shall be notified of the results via the next Publication of the Chapter.

F. Special Provisions. Whenever a Bylaw change causes a change in the positions or terms of Board of Director's members, or a vacancy occurs at a timely point in the election process, the Board may choose the appropriate means to change positions or to fill vacancies, provided they do not violate the intent and ultimate directions of these bylaws.

G. Transition Years Election Cycles. In order to transition into the election cycle described in "C" above, the following election cycle shall be implemented beginning with the 2003 elections. (See also the table attached to the end of these bylaws on page 27.)

In **2003**, the ballots shall include the Secretary, Treasurer, Professional Development Officer, Citizen Representative and the South Region At-Large Representative position that was elected in 2001. In order to achieve the election cycle described in "C" above, the initial term for the Treasurer position under these bylaws shall be for a three-year period.

In **2004**, the ballots shall include the President-elect, both North Region At-Large Representatives, both Central Region At-Large Representatives, and the South Region At-Large Representative position that was elected in 2002. Also in 2004, in order to achieve the election cycle described in "C" above, the North and Central Region At-Large Representative candidates who receive the greatest number of votes shall, under these bylaws, serve an initial three-year term and the North and Central Region At-Large Representative candidates who receive the second greatest number of votes shall serve the standard two-year term.

In **2005**, the ballots shall include the Secretary, Professional Development Officer, Citizen Representative and the South Region At-Large Representative position that was elected in 2003.

In **2006**, the ballots shall include the President-elect, Treasurer (as elected in 2003), the North Region At-Large Representative who received the second greatest number of votes in 2004, the Central Region At-Large Representative who received the second greatest number of votes in 2004, and the South Region At-Large Representative who was elected in 2004.

In **2007**, the ballots shall include the Secretary, Professional Development Officer, Citizen Representative, the North Region At-Large Representative who received the greatest number of votes in 2004, the Central Region At-Large Representative who received the greatest number of votes in 2004, and the South Region At-Large Representative who was elected in 2005.

Please refer to the table attached at the end of these bylaws for a graphic depiction of the information included in this Section. In 2008 and years thereafter, the election cycle described in "C" above shall be followed. Also in 2008, this section (Article 8, Section G) shall expire and may be removed from these bylaws without further action by the IPA membership.

ARTICLE 9.

ADMINISTRATION

A. Budget Preparation and Submission/Fiscal Year. With the assistance of the Treasurer, the President shall prepare an annual budget and submit it to the Board of Directors not later than the first day of December prior to the fiscal year for which the budget is being prepared. The Board of Directors shall act on the budget by no later than the last day of December; it shall become effective on the first day of January. The budget shall identify all estimated revenues and anticipated expenditures. Any proposed amendments to the budget must be submitted by the President to, and approved by the Board of Directors. The fiscal year of the Chapter shall be January 1 to December 31.

B. Annual Review/Audit. At the end of each fiscal year, the Executive Committee shall review the preceding year's financial records and transactions. It shall report its findings to the Board of Directors at its next meeting and to the membership in the next Publication of the Chapter. If, in the opinion of the Executive Committee, the preceding year's financial records and transactions warrant further review, the Committee shall recommend further action to the Board of Directors. The ultimate decision as to whether to audit the books shall rest with the Board.

- C. Disbursements.** All disbursements by the Chapter shall be by check and shall require the signature of the Treasurer or another member of the Board of Directors as approved by the Board. All disbursements must be associated with the approved Chapter budget or by a specific authorization of the Executive Committee.
- D. Transition.** At the first Board of Directors meeting after January 1, all previous officers shall submit a written annual report to the President for the new incoming Board membership. The report shall include a review of important business transactions, unfinished business, financial matters, and membership status for the preceding year. The transfer of all Chapter records from one administration to another shall occur within 30 days of the installation of the new administration. Such records shall include minutes of all previous meetings, official correspondence for the past year, the records of all receipts and expenditures for the previous fiscal years, all annual reports and budget summaries, and any additional information important for an orderly transition of Chapter affairs.
- E. Positions on Public Issues.** Only the President or his/her designee may take action on National or Chapter affairs, take positions on public issues or resolutions, or make statements for publication as an official expression of Chapter opinion. Unless the requirements of a timely decision preclude it, such actions shall require approval of the Executive Committee. This approval may be given verbally by the Executive Committee if all members provide such consent.

ARTICLE 10.

INDEMNIFICATION

- A. General.** The Chapter may indemnify in part or in whole any Board of Directors member or former member of the Chapter against expenses actually and reasonably incurred by him in connection with the defense as any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer of the Chapter, except in relation to matters to which the officer shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Chapter. For the purposes of this section, "expenses" shall include but not be limited to attorney's fees.
- B. Conditions.** Indemnification shall be at the discretion of the Chapter. The Chapter may only indemnify the officer or former officer if the following conditions are met: (a) funds are available in the treasury of the Chapter; (b) the officer or former officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Chapter; (c) with respect to any criminal action or proceeding, the officer did not have reasonable cause to believe that his conduct was unlawful; and (d) the action, suit or proceeding is not one charging improper personal benefits to said officer or former officer.
- C. Decision-making.** Any indemnification shall be made at the discretion of the Chapter, but only if the Board of Directors shall approve said indemnification and shall find that all conditions in Article 9, Section B, have been met. For these purposes, no member of the Board of Directors who is a party to this action shall be eligible to vote or shall be included in the quorum. If it is impossible to obtain a quorum of voting members of the Board of Directors who are not parties to such action, suit or proceeding, then the question of whether indemnification shall be allowed shall be determined by polling the membership of the Chapter by a method determined by the Board.
- D. Payments of Expenses.** Expenses incurred with respect to any action, suit or proceeding may be advanced by the Chapter prior to the final disposition if the Board of Directors determines that all other conditions for indemnification have been met.

ARTICLE 11.

AMENDMENTS

- A. Creation.** Bylaw amendments may be proposed by the Board of Directors or by a petition signed by ten percent of the Chapter membership.
- B. Notification and Adoption.** Bylaw amendments may also be effected by a majority of the quorum of the total membership at an Annual or Special Meeting of the membership, provided that the amendments were published

in a publication of the Chapter membership at least one month prior to the meeting and that a quorum is present at the time of the vote.

C. Refinement. When amendments are published and to be voted upon at a meeting, the proposed amendments may be refined at the meeting only by deletion and minor refinement of the specific published portions, with votes upon each portion of the refined amendments. New sections, major rewording of sections or similar potentially significant changes to the published versions or proposed Bylaws may only be approved after republishing and distributing the new changes to the entire membership.

D. Enactment. The Board of Directors shall enact all Amendments as quickly as reasonably possible. It may authorize one-time actions as it deems necessary to guide the Chapter into the provisions of its Bylaws, provided only that they do not violate the intention or ultimate direction of the new and remaining Bylaws.