

10/88
As Amended 9/89
As Amended 6/91
As Amended 9/94
As Amended 1/96
As Amended 9/01
As Amended 7/08
As Amended 09/10

BYLAWS
The Arizona Planning Association
A Chapter of the American Planning Association

1.0 **GENERAL**

1.1 **Name.** The name of the organization is the Arizona Planning Association, a chapter of the American Planning Association, referred to in these Bylaws as chapter or the chapter.

1.2 **Purpose.** The purposes of the chapter are to: promote understanding, cooperation, coordination and support for progressive planning and development in the chapter area; encourage, promote and assist physical, economic and human resource planning within the chapter area; provide for the exchange of ideas and to disseminate information to those engaged in or interested in planning and community development; further the purposes of National APA in the chapter area; sponsor meetings, conferences and educational programs related to planning development; promote and support research and publications relating to planning and development; develop programs for the continuing education of professional planners, citizen planners and others interested in planning.

1.3 **Definitions**

Address of Record. A member's address of record shall be the address furnished by the member to the chapter Executive Director. If the member is a National APA member, the member's address of record shall be the address furnished by the member to National APA. It is the National APA member's responsibility to notify National APA of any change of address.

American Institute of Certified Planners. It is a subsidiary institute of National APA. Referred to in these Bylaws as AICP.

American Planning Association. The national organization of which this chapter is an integral part. Referred to in these Bylaws as National APA.

Board of Directors. A group of elected and appointed members who manage the property and affairs of the chapter. Referred to in these Bylaws as Board or the Board.

Chapter Area. The area served by the chapter in the State of Arizona.

Chapter Member. Any individual who has paid chapter dues and any other applicable assessments. Referred to in these Bylaws as member.

Chapter Publication. A chapter publication shall mean any publication mailed by the chapter to all members at their address of record, without special charge.

Executive Director, Chapter. The duly appointed Executed Director of the chapter. Referred to in these Bylaws as chapter Executive Director.

Executive Director, National. The duly appointed Executive Director of National APA. Referred to in these Bylaws as National Executive Director.

National APA Member. Any individual who has paid National APA dues and any other applicable assessments.

Officer. Any individual appointed by the Board or elected by the members to serve on the Board, as authorized by these Bylaws.

Section. A designated sub-area of the chapter area as established by these Bylaws.

Section Officer. Any individual elected by the membership of a Section to represent such Section membership as a Board member.

2.0 **MEMBERSHIP, CHAPTER DUES; MEETING REQUIREMENTS**

2.1 **Chapter Membership Eligibility**

2.1.1 **National** - Any National APA member whose address of record is within the chapter area shall automatically be a chapter member.

2.1.2 **Local** - Any individual, interested in planning and development, who resides within the chapter area and pays the annual local chapter dues, and does not pay National APA membership dues.

2.1.3 **Outside State** - Any individual, interested in planning and development, who resided outside the chapter area who has notified the chapter

Executive Director of his/her interest in being a chapter member and who has made payment of local chapter dues to the chapter.

2.2 **Chapter Dues**

- 2.2.1 **Amount** - chapter dues, including any increase or decrease in chapter dues, shall be established by the Board except that any increase or decrease of ten (10%) percent or more in any given year shall require approval by the membership at the annual business meeting.
- 2.2.2 **Payment** - National APA members residing in the chapter area shall pay their annual chapter dues when National APA dues are paid. The chapter Executive Director shall invoice local and out-of-state members annually for payment of their chapter dues; such dues shall be paid directly to the chapter.
- 2.2.3 **Membership** - Any eligible individual who pays chapter dues, is a member for one year, with the year beginning at the time of payment, or coinciding with National APA membership.
- 2.2.4 **New Professional Dues Category** - chapter-only dues will be charged at \$20 annually for persons in their first two years of employment as professional planners. The category is created on a three-year trial basis to begin October 1, 2001. The Board will consider whether to make the category permanent in 2004.

2.3 **Business Meeting of the Membership**

- 2.3.1 **When** - The Board shall determine the place, date, time and purpose of each business meeting. An annual business meeting of the chapter membership shall be held at the chapter annual conference.
- 2.3.2 **Notice** - The chapter Executive Director shall notify the chapter membership of the place, date, time and purpose of the meeting in a chapter publication or by another communication that is mailed to each member at least two weeks before the meeting.

2.4 **Special Business Meeting of the Membership**

2.4.1 When - May be called by the President, Executive Committee or by a petition signed by at least two percent of the chapter members. The President or Executive Committee shall set the place, date and time.

2.4.2 Notice - Shall be given to members as provided in Section 2.3.2 and shall include a statement of meeting purpose and the meeting agenda items.

2.4.3 Quorum - A majority of the Executive Committee and not fewer than five percent of the chapter members.

3.0 **BOARD OF DIRECTORS; ELECTIONS; DUTIES AND RESPONSIBILITIES**

3.1 **Board of Directors and Terms of Office**

The property and affairs of the chapter shall be managed by a Board of Directors (Board) whose members shall represent diverse constituent and geographic interests within the state. The Board positions with their respective terms of office, Executive Committee membership and Election/Appointment Conditions.

<u>Board of Directors</u>	<u>Term</u>	<u>Executive Committee</u>	<u>Election/Appointment and Conditions</u>
President	2 years	X	Even Year
President-Elect	1 year		Odd Year Beginning 2003
Vice President for Professional Development	2 years	X	Even Year/only AICP members
Vice President for Legislative Affairs	2 years	X	Odd Year
Vice President/Conference	2 years	X	Appointed Annually
Past President	1 year	Ex Officio	Ex Officio
Secretary	2 years	X	Odd Year
Treasurer	2 years	X	Even Year

<u>Board of Directors</u>	<u>Term</u>	<u>Executive Committee</u>	<u>Election/Appointment and Conditions</u>
Section Director	2 years		Elected by Respective Section Membership
At Large Director	2 years		Odd Year
At Large Director	2 years		Odd Year
At Large Director	2 years		Even Year
At Large Director	2 years		Even Year
At Large Director	2 years		Even Year
Student Director	1 year		Ex Officio Appointee
Academic Liaison Director	1 year		Ex Officio Appointee
Newsletter Editor	X		Appointed by Executive Committee
Social Media Director	X		Appointed by Executive Committee

3.1.1 Exception to Established Terms of Office

(Reserved)

3.2 Elections

3.2.1 Nominations - The Nominating Committee, shall report to the Board its nominations for chapter officers not less than 45 days prior to the date set for the annual business meeting. Nominations for chapter officers may also be made by petition signed by not fewer than 10 chapter members. Such petitions must be received by the Secretary not less than 30 days prior to the date set for the annual business meeting. The Secretary shall send the nominations of the Nominating Committee and any nominations made by petition to chapter members at least 15 days prior to the date set for the annual business meeting.

- 3.2.2 Nomination Criteria - It shall be the goal of the Nominating Committee to nominate at least two members for each elected position on the Board, who shall be representative of the diverse constituent and geographic interests of the chapter area . Particular attention shall be given to a nominee's willingness to participate, ability to attend meetings and ability to represent all interests in the state, including non-metropolitan areas and citizen planners.
- 3.2.3 Method of Balloting - The election of chapter officers shall be by mail ballot, email ballot or secure online ballot only, for tallying at the chapter's annual conference. All ballots shall be received by the chapter Executive Director by 5:00 p.m. two days prior to the first day of annual conference to be valid.
- 3.2.4 Tally of Ballots - The chapter Executive Director, and the chapter Treasurer and/or the Director at Large overseeing elections shall count the ballots at the annual conference and shall report the results to the President at the annual business meetings. Chapter officers shall be elected by a plurality of votes cast for each office.
- 3.2.5 Beginning of Terms of Office. The terms of elected chapter offices shall run from January 1 through December 31 of the same year, except in the case of a two year term when the term shall run from January 1 of the first year through December 31 of the following year. However, the officers elect shall be requested to attend any remaining Board meeting from the time of their election through the end of the year.
- 3.2.6 Vacancies - In the event there is a vacancy among the elected members of the Board or officers, with the exception of the President, Past President or Section Directors, the Board shall have the authority to fill the vacancy through December 31 of the year in which the vacancy occurs. If, on December 31, there is another year remaining for term of office the remainder of the term shall be filled by election of the entire membership subject to the procedures of Section 3.2.1, 3.2.2 and 3.2.3 of these Bylaws, but such election shall be for the remaining year only. In the event the Presidency is vacated the Vice President for Professional Development shall fill the remaining term. In the event a Section Director's position on the Board is vacated, the affected Section shall appoint a representative to fill the vacancy, pursuant to Section 5.5.
- 3.2.7 Removal of Officers - Any director or officer who has three unexcused absences in one year from meetings of the Board shall be removed by

majority vote of the Board and a vacancy declared. Such vacancy shall be filled as provided in Section 3.2.6.

3.3 **Duties and Responsibilities**

3.3.1 **Board of Directors** - The Board shall: (a) manage the affairs of the Chapter; (b) adopt a budget for the chapter; (c) Report to the membership upon all business which it has considered or acted upon between chapter meetings; (d) put into effect the votes of the chapter; (e) authorize expenditures consistent with the budget; and (f) perform such other functions as are delegated herein or by the members of the chapter. The individual responsibilities of the Board of Directors shall be as follows:

- A. **President**. The President shall preside at meetings of the Board and of the membership. The President shall provide leadership on the development of chapter policies in coordination with the Board. The President shall prepare an annual written report for approval by the Board which shall be presented at the annual business meeting of the chapter and thereafter be forwarded to the chapter Executive Director. The President shall have power to create, appoint and discharge all chapter committees unless otherwise provided in these Bylaws. The President shall represent the chapter on the National APA Chapter Presidents Council. The President shall call meetings and perform other duties required by these Bylaws, or customary to the office.
- B. **President-Elect** - The President-Elect shall serve a one-year term preceding the two-year term of President. The duties of the President-Elect are to monitor the duties of the President and attend all board meetings, including executive sessions.
- C. **Vice President for Professional Development** - The Vice President for Professional Development shall be a member of AICP and shall: (a) chair the Professional Development Committee; (b) develop and maintain a continuing professional education program; and (c) advise and counsel prospective members of AICP as to qualification, purpose and programs of AICP. In the absence of, or in the event of incapacity of the President, the Vice President for Professional Development shall assume the duties of the President.
- D. **Vice President for Legislative Affairs** - The Vice President for Legislative Affairs shall: (a) chair the Legislative Committee; (b) develop and maintain a legislative activities program for the

chapter; and (c) with the concurrence of the President, appoint members of the Legislative Committee.

- E. Vice President for Conference - The Vice President for Conference shall chair the Conference Committee during the second year in office, serving the first year as an assistant to the Chair.
- F. Past President - The Past President shall serve as an ex-officio member on the Board of Directors to assist the President and Board in making a smooth transition between Boards and to provide continuity of on-going Board projects.
- G. Secretary - The Secretary shall: (a) maintain an accurate list of the members of the chapter; (b) notify members and Board members of meetings, prepare and report minutes of chapter, Executive Committee and Board meetings; (c) transmit to the National Executive Director a list of all chapter officers (including their addresses and telephone numbers) within 30 days of their election; (d) notify the National Executive Director of the results of all chapter voting, and, in so doing, specify the quorum and the number of votes for each candidate or aye and nay votes on each issue; (e) transmit to the National Executive Director at least one copy of each publication of the chapter; (f) submit to the National Executive Director proposed Bylaws or amendments as required by the Bylaws of National APA; and (g) coordinate the production of the chapter Membership Directory.
- H. Treasurer - The Treasurer shall: (a) receive and disburse chapter funds; (b) collect chapter dues and assessments not collectible by the National Office; (c) prepare an annual budget for review by the Board; (d) maintain accounts which shall be open to inspection by officers and subject to audit; and (e) prepare for each meeting of the membership and of the Board, a financial report to include a current balance sheet and an income statement reflecting chapter operations during the current fiscal year.
- I. Section Directors - Section Directors shall: (a) develop and maintain a regular program of Section activities; (b) appoint necessary Section liaisons for newsletter items, professional development, legislation and student affairs; and (c) submit for approval by the Board an annual Section budget and activities program.

- K. At Large Directors - At Large Directors shall: (a) represent diverse constituent and geographic areas of the state; and (b) serve at the pleasure of the President as chair or members on any of several committees including Program, Legislative, Annual Conference, Student Affairs, Newsletter, Membership Director, Nominations, Professional Development or others.

- L. Student Director - The Student Director shall be a student from each of the university planning programs throughout the state and shall: (a) chair the Student Affairs Committee from that university; (b) develop a program of student activities and communication throughout the state in concert with the Section Directors and the Professional Development Director; and (c) assure that newsworthy items from, for and about planning students are reported in the chapter Newsletter.

- M. Newsletter Editor. The Newsletter Editor shall serve on the Board of Directors with voting privileges. Appointment of the Newsletter Editor will be made by the Executive Committee and will serve at the pleasure of the Executive Committee.

- N. Academic Liaison Director - The Academic Liaison Director shall serve on the Board as an ex officio member appointed by the President to serve at the pleasure of the President. The Academic Liaison Director shall serve on the Professional Development Committee.

- 3.3.2 Executive Director, Chapter - The Board of Directors may appoint and/or hire an Executive Director to assist in handling the daily affairs of the chapter. The Executive Director may, as directed by the Board, assist the officers of the Board in performing their specified functions, such as providing chapter mailings, overseeing chapter elections, overseeing website content, overseeing chapter email list serve, keeping chapter financial and membership records, preparing minutes of Board meetings and assisting with preparation of the tax filings and budget reports.

- 3.4 Meetings and Quorum - Meetings of the Board shall be called by the President or by a majority of the Board. There shall be, in each year, at least six meetings of the Board. A majority of the Board shall constitute a quorum for the transaction of business at meetings of the Board.

- 3.5 Parliamentary Procedures - At meetings of the Board, as well as those of

the general membership and the Executive Committee, parliamentary procedure shall be governed by Robert Rules of Order, except as otherwise provided herein or as agreed upon by all members present at any of the above described meetings.

4.0 **STANDING COMMITTEES**

- 4.1 **Executive Committee** - The Executive Committee shall consist of the President, Vice Presidents for Conference, Legislative Affairs and Professional Development, Past President (ex officio), Secretary and the Treasurer.
- 4.1.1 **Duties** - The Executive Committee shall perform such functions as are delegated herein, and may take action on behalf of the Board, when delegated by said Board.
- 4.1.2 **Meetings and Quorum** - Meetings of the Executive Committee shall be called by the President or by a majority of the Committee members. A majority of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee.
- 4.1.3 **Acting Without Meeting** - An action may be taken by the Executive Committee without a meeting if written consent, setting forth the action taken, is signed by each member of the committee.
- 4.2 **Conference Committee** - The Conference Committee shall be appointed by the President upon recommendation of the Vice President for Conference. At least one representative from each Section not including the chair shall be appointed. The Conference Committee is responsible for administering all aspects of the annual conference, with the concurrence of the Board of Directors.
- 4.3 **Professional Development Committee** - The President shall appoint chapter members to serve on the chapter Professional Development Committee under the direction of the Vice President for Professional Development. Excluding the chair there shall be two representatives from each Section plus Academic Liaison Director and one representative from each other state university, the APA Board Student Director, and shall include members of the American Institute of Certified Planners. The duties shall be as outlined in Section 3.3.1 B.
- 4.4 **Legislative Committee** - The Legislative Committee shall be appointed by the President upon recommendation of the Vice President for Legislative Affairs. There shall be at least one member from each Section. Requests for appointment to the Committee may be made to the President. The duties of the Committee shall be to: (a) monitor State legislation affecting planning and report to the

members and the Board; (b) to develop and propose State legislation and chapter positions for approval by the Board; (c) to work with the Conference Committee and Section Directors to develop programs related to legislation; and (d) to report to the membership at the annual business meeting.

- 4.5 Newsletter Committee - The Newsletter Editor shall chair the Newsletter Committee and the President, with the advice of the Newsletter Editor, shall appoint at least one member from each Section. The duties of the Committee shall be to: (a) prepare and distribute to members and subscribers a regular chapter Newsletter; (b) to solicit advertising to help defray printing and mailing costs; and (c) to solicit paid subscriptions from non-members.
- 4.6 Student Affairs Committee - The President, with the advice of the Student Director and Academic Liaison Director, shall appoint at least one student from each State University of the State of Arizona to assist the student director to perform the duties described in Section 3.3.1 K.
- 4.7 Nominating Committee - The Nominating Committee shall consist of three chapter members, one of whom shall be a member of the Board. The Nominating Committee shall be appointed by the President with the advice and consent of the Board at least 90 days prior to the annual meeting.
- 4.8 Awards Committee - The President shall appoint an Awards Committee which shall consist of a Chair, who shall be a member of the Board, and four other members, at least one from each Section. Duties of the Awards Committee shall be to: (a) conduct an awards program for recognition of outstanding professional, student and lay contributions to the field of planning; and (b) to prepare or assist in the preparation of award submittals for the National APA awards program.

5.0 CHAPTER SECTIONS

- 5.1 Sections Established - The Sections of the Arizona chapter shall be: (a) the North-Central Arizona Section, comprising Coconino, Mohave, Navajo, Yavapai, Apache, Gila, Maricopa, La Paz and Yuma Counties; and (b) the Southern Arizona Section, comprising Cochise, Graham, Greenlee, Pima, Pinal and Santa Cruz counties.
- 5.2 Formation of Additional Sections - Sections of the chapter may be formed upon approval of the Board of Directors. Request and reason for formation of section shall be submitted to the Board of Directors. A petition bearing the signatures of at least two-thirds of the members whose addresses of record are within the geographic areas of the proposed Section shall also be submitted. The territory of a Section shall be a reasonably coherent unit and the name of the Section shall be

geographically descriptive.

- 5.3 Section Bylaws - Sections shall adopt Bylaws to govern Section affairs. Section Bylaws shall not conflict with either the Articles of Incorporation or Bylaws of the chapter nor the Articles of Incorporation or Bylaws of the American Planning Association. Copies of Section Bylaws and Bylaw amendments shall be sent to the Board of Directors for ratification prior to their adoption.
- 5.4 Temporary or Experimental Sections - A temporary or experimental section shall be formed only upon the approval of the Board of Directors. Members wishing to form such a section shall submit a request to the Board of Directors. The Board shall take into account the number of members requesting formation of a section, their geographic location, the reasons behind the request, and any other criteria deemed necessary. If such temporary section is created by the Board, they may also establish a budget of the temporary section.
- 5.5 Section Officers - The officers of the Section shall be duly elected and shall consist of a Director, Assistant Director, and any other officers deemed appropriate and as approved by section membership.

6.0 AMENDMENTS

- 6.1 Initiation of Amendments - Adoption or appeal of amendments of the Bylaws may be proposed by the Board, or by petition signed by at least five percent of the chapter membership.
- 6.2 Publication or Notification of Proposed Amendments - Amendments to the Bylaws may be adopted at a board meeting. Where a proposed amendment is to be decided upon at a board meeting, the proposed amendment shall be sent to the board of directors at least 15 days prior to the scheduled business meeting date setting forth the consideration of the proposed amendment.
- 6.3 Adoption of Amendments - A Bylaw amendment shall be a majority affirmative vote of the board of directors.