

## **BYLAWS**

### **MINNESOTA CHAPTER OF THE AMERICAN PLANNING ASSOCIATION**

#### **1.0 INTRODUCTION**

- 1.1 The name of the Chapter is the MINNESOTA CHAPTER OF THE AMERICAN PLANNING ASSOCIATION, to be abbreviated when necessary as "MnAPA." It is also referred to in these Bylaws as "the Chapter."
- 1.2 The National Organization of which this Chapter is an integral part is the American Planning Association. It is referred to in these Bylaws as "the Association" or "APA."
- 1.3 The area served by the Chapter is the State of Minnesota.
- 1.4 The purposes of the Chapter are to facilitate the individual participation of members of the American Planning Association in the affairs of the Association in the Chapter area and to allow involvement of interested individuals in the operations and activities of the Chapter without requiring membership in the Association.
- 1.5 The term "National Office" refers to the Office of APA designated by the APA to service Chapter and membership matters.
- 1.6 A member's "address of record" is the address furnished by the member. It is the member's responsibility to notify the National Office or Chapter of any change of address.

#### **2.0 MEMBERSHIP AND DUES**

- 2.1 All members of APA whose addresses of record are within the Chapter area and whose national and chapter dues are current are automatically Chapter members. An APA member whose address of record is outside the Chapter area may also become a Chapter member upon notification to the APA and payment of appropriate dues. An individual who is not a member of APA may also become a Chapter member upon notification to the Chapter and payment of applicable dues and assessments; residence in the State of Minnesota is not required.
- 2.2 Termination of membership will be for lack of dues payment.
- 2.3 Districts of the Chapter may be formed upon petitions signed by two-thirds of the members whose addresses of record are within the geographic areas of the proposed Districts and upon approval of the Chapter Board. The territory of a District must be a reasonably coherent unit. (See Section 9.3.)
- 2.4 The amount and collection structure of dues to be paid to the Chapter shall be determined by the Chapter Board, subject to approval by the Chapter membership. For Chapter approval, the Chapter Board shall utilize a mail ballot or email ballot to all Chapter members. Approval shall be determined by a majority of those responding.

#### **3.0 MEETINGS**

- 3.1 There shall be an annual meeting of the Chapter membership at a time and location determined by the Chapter Board. At the annual meeting, the following activities shall take place:

- 3.1.1 A President's Report, outlining activities, accomplishments, and Chapter status since the previous annual meeting.
- 3.1.2 President's presentation of objectives and budget for Chapter activities.
- 3.1.3 Other items appearing on the written agenda of the meeting.
- 3.2 The Chapter membership shall receive written notice of the annual meeting mailed at least 30 days prior to the meeting.
- 3.3 Special meetings of the Chapter shall be called only if voted by the Chapter Board or if requested by petition signed by at least 5% of the Chapter membership. Notice and an agenda for special meetings must be sent to the membership at least 30 days prior to the special meeting.
- 3.4 The Chapter Board shall meet at least five times a year and shall be called by the President or a majority of the Chapter Board.
- 3.5 A quorum of the Chapter Board or Executive Committee shall be a majority of their respective members.
- 3.6 The Executive Committee or Chapter Board shall be able to act without meeting if an action is consented to in writing, and transmitted via U.S. Mail, e-mail or fax, by each of their respective members.
- 3.7 At meetings of the membership and of the Chapter Board or Executive Committee, parliamentary procedure shall be governed by Robert's Rules of Order (the pertinent edition of which may be designated by the President).

#### **4.0 OFFICERS**

- 4.1 The officers of the Chapter shall be the President, the Vice President, the Secretary and the Treasurer. Duties of each are as follows:
  - 4.1.1 President. The President shall: (a) preside at meetings of the Executive Committee and Chapter Board and of the membership; (b) provide leadership on the development of Chapter policies in coordination with the Chapter Board and the association; (c) prepare an annual budget for approval by the Chapter Board; (d) create and/or disband, all Chapter committees and appoint and discharge committee chairs unless otherwise provided in these Bylaws; (e) represent the Chapter on the APA Chapter President's Council; (f) call meetings and perform other duties required by these Bylaws or customary to the office; and (g) be a member of the Association and the Chapter.
  - 4.1.2 Vice-President. The Vice-President shall: (a) assist the President in the guidance and coordination of committee activities; (b) carry out any other duties assigned by the President; (c) assume the duties of the President if necessary; and (d) perform other duties required by the Bylaws or customary to the office; and (e) be a member of the Association and the Chapter.
  - 4.1.3 Secretary. The Secretary shall be responsible for (a) preparing and reporting minutes of Chapter Board and Executive Committee meetings; and (b) performing other duties required by these Bylaws or customary to the office; and (c) the Secretary shall be a member of the Association and the Chapter.
  - 4.1.4 Treasurer. The Treasurer shall: (a) receive and disburse Chapter funds; (b) collect Chapter dues and assessments not collectible by the National office; (c) assist the President in preparing an annual budget; (D) maintain financial bank and tax records which shall be open to inspection by

officers and subject to audit; (e) prepare quarterly and annual financial reports for review by the Executive Committee; (f) perform other duties required by these Bylaws, or customary to the office; and (g) be a member of the Association and the Chapter.

- 4.2 Officers shall be elected in even-numbered years for two-year terms in accordance with provisions of Paragraph 10.0 of these Bylaws.

## **5.0 DIRECTORS**

- 5.1 Eight directors shall be elected representing six different districts (geographic areas) of the state. The districts shall be defined by the District Apportionment Committee in accordance with the provisions of Paragraph 9.0 of these Bylaws.
- 5.2 One Director shall be elected to represent Citizen Planners.
- 5.3 Directors shall be elected in odd-numbered years for two-year terms in accordance with provisions of paragraph 10.0 of these Bylaws.
- 5.4 Directors shall be elected by the members from their respective districts. Directors must be members of the Association and the Chapter, except for the Citizen Planner Director, who must be a member of the Chapter.
- 5.5 A student director shall be elected each year to represent student members of the Chapter. The student director shall be currently enrolled in a program of planning or planning-related studies at a Minnesota College or University and shall be elected by the student members of the Chapter.

## **6.0 EX-OFFICIO BOARD MEMBERS**

- 6.1 Ex-Officio non-voting members of the Chapter Board shall include the chairpersons of all committees, the Professional Development Officer, the Planning Official Development Officer, and the Faculty Liaison Officer.
- 6.2 The chairpersons of all Chapter committees shall be appointed by the President with the concurrence of the Chapter Board. The term of committee chairs and all other appointed Ex-Officio members expires with the expiration of the term of the appointing President. There is no limit on the number of terms a committee chair or Ex-Officio member may serve, but they must be reappointed by the President for each additional term. Committee chairpersons must be members of the Association and the Chapter.
- 6.3 The President-Emeritus (immediate Past-President) shall be an ex-officio voting member of the Board.

## **7.0 CHAPTER BOARD**

- 7.1 The Chapter Board shall consist of the Executive Committee, Directors, and Ex-Officio Board members.
- 7.2 The Chapter Board shall have the following duties:
  - 7.2.1 Develop chapter policies and coordinate with the Association.
  - 7.2.2 Establish and manage the business affairs, programs, and membership activities of the Chapter.
  - 7.2.3 Establish and maintain formal communication with the Association and Chapter membership for

purposes of information, comment, and assistance.

- 7.2.4 Prepare, adopt, and present an annual statement of goals and objectives for the Chapter.
- 7.2.5 Adopt and present an annual budget statement to the Chapter membership.
- 7.2.6 Encourage and promote interest in planning and Chapter activities in Minnesota.
- 7.2.7 Remove Chapter Board members for non-attendance (under criteria established and administered by the Chapter Board).
- 7.2.8 With the approval of the Chapter Board, the President shall fill by appointment vacancies on the Executive Committee and Chapter Board. Vacancies on the Executive Committee and for Directors or Student Director shall be filled under an open-appointments process giving Chapter members the opportunity to propose nominations. Notice of vacancy(ies) on the Executive Committee and for Directors or Student Director shall be made known to the Chapter membership or respective district or Student Chapter membership at least 21 days prior to the appointment(s).
- 7.2.9 Perform other functions delegated by these Bylaws or by the Chapter membership.
- 7.2.10 Put into effect the votes of the Chapter membership.
- 7.2.11 Prepare and approve contractual agreements with Minnesota Planning Association and other associations and organizations.

## **8.0 EXECUTIVE COMMITTEE**

- 8.1 The Executive Committee shall consist of the Chapter's officers.
- 8.2 Where it is determined a meeting of the Chapter Board is not possible, the President may call a meeting of the Executive Committee, which can perform any Chapter Board duties described in the Bylaws.

## **9.0 PROFESSIONAL DEVELOPMENT, NOMINATING, AND DISTRICT APPORTIONMENT COMMITTEES**

- 9.1 In addition to the Executive Committee and Chapter Board, there shall be a standing PROFESSIONAL DEVELOPMENT COMMITTEE, consisting of 3 or more Chapter members who are members of the American Institute of Certified Planners (AICP). One of the members shall be the Professional Development Officer. The President shall appoint a Chair, with the approval of the Chapter Board. The Committee shall have the following duties:
  - 9.1.1 Advise prospective members of the American Institute of Certified Planners as to the qualifications, purposes and programs of the Institute, the Institute's code for professional responsibility, the guidelines for social responsibility for the planner and rules of reference to Institute membership.
  - 9.1.2 Advise members of the American Institute of Certified Planners concerning opportunities and/or requirements for continuing education and professional development.
  - 9.1.3 Coordinate the Chapter's professional development activities in areas of planning education, including the development of recommendations concerning planning programs offered by

colleges and universities in the Chapter area.

- 9.1.4 Coordinate with the Association's Commission of the American Institute of Certified Planners and its committees.
- 9.1.5 Other duties delegated by these Bylaws or the Chapter Board.
- 9.2 In addition to the Professional Development Committee, there shall be a CITIZEN PLANNER COMMITTEE, consisting of at least three members. One of the members shall be the Planning Official Development Officer. The President shall appoint a Chapter member who is a Citizen Planner as the Chair, with the approval of the Chapter Board.
- 9.3 There shall be a NOMINATING COMMITTEE, consisting of 3 - 8 Chapter members. The President-Emeritus will serve as chairperson of the Committee. If the President-Emeritus is unable to serve, the Vice-President will serve as chairperson. The President shall appoint the other members of the Committee with the approval of the Chapter Board. The Committee shall be responsible for nominating candidates for election in accordance with provisions of Paragraph 10.0 of these Bylaws and shall perform other duties delegated by these Bylaws or the Chapter Board.
- 9.4 The President may appoint, with approval of the Chapter Board, a DISTRICT APPORTIONMENT COMMITTEE consisting of 3 - 5 members. The Committee shall be responsible for reviewing district boundaries as to insure representation from all portions of the State. The Committee members shall be broadly representative of different geographic areas of the State.
- 9.5 Any other committees that may be required to fulfill the duties or objectives of the Chapter shall be established and appointed by the President upon approval of the Chapter Board.

## **10.0 ELECTIONS**

- 10.1 The President, Vice-President, Secretary, and Treasurer shall be elected by the Chapter membership. The Directors shall be elected by Chapter members from their respective districts, the Student Director shall be elected by the Chapter's student membership, and the Citizen Planner Director shall be elected by the Chapter's citizen planner membership. Balloting shall be done by U.S. Mail or by email ballot.
- 10.2 The nominations and elections procedure shall be administered by the Nominating Committee and Chapter Board as follows:
  - 10.2.1 The Nominating Committee shall issue an appeal for candidates for election at least 45 days prior to the election. This appeal may be published in the Chapter's *Planning Minnesota* newsletter.
  - 10.2.2 The Nominating Committee shall allow at least 14 days for response to the appeal and shall nominate at least one candidate for each elective position in a report to the Chapter Board at least 21 days prior to the election. The report shall include a statement of qualifications and issue positions of each candidate.
  - 10.2.3 A petition of nomination for any elective position signed by five or more Chapter members shall be accepted by the Chapter Board until 10 days prior to the date of mailing of the ballot. Correspondence concerning a particular appointment from a minimum of five Chapter members transmitted via U.S. Mail, e-mail, or fax may comprise such a petition. Names submitted on a valid petition shall be included on the official ballot.

- 10.2.4 The Chapter Board shall provide an official ballot for voting purposes to all Chapter members at least 21 days prior to the election.
  - 10.2.5 The Chapter Board shall set an election date and tally the votes on that date. Vote tallying shall be available to the candidates upon request.
  - 10.2.6 There shall be provision for write-in votes for officers and directors.
  - 10.2.7 Officers and directors shall be elected by the last day of the calendar year or at the Annual Meeting.
- 10.3 Election shall be determined by a plurality of those voting for each elective position.

**11.0 AMENDMENTS**

- 11.1 Amendments to these Bylaws shall be proposed by the Chapter Board or by a petition to the Chapter Board by at least 5% of the Chapter membership, or by 2/3 vote of the Chapter membership at an annual or special meeting of the Chapter membership, provided that the proposed amendments are published in the agenda of the annual or special meeting.
- 11.2 The Chapter Board shall administer the amendment procedures.
  - 11.2.1 At the Annual meeting or within three months, but no earlier than ten days (whichever is sooner) of Chapter Board vote, Chapter vote, or receipt of Chapter petition or proposed amendments, the Chapter Board shall send via U.S. Mail or via email ballot to each Chapter member, accompanied by an explanation of the proposed amendment(s).
  - 11.2.2 The Chapter membership shall vote on the proposed amendment(s) within 20 days.
  - 11.2.3 Approval of the amendment proposals is determined by a majority of those responding.

8/22/85 APA-BY

Approved by the MnAPA Chapter Board: October 23, 1987

Amended: December 18, 1998

Amended: December 7, 2001

Amended: December 31, 2002

Amended December 31, 2006