

American Planning Association Western Central Chapter Bylaws

Approved October 2008

SECTION 1 - CHAPTER NAME AND BOUNDARY

The name of the Chapter shall be the American Planning Association Western Central Chapter. The area served by the Chapter shall be the States of Montana, North Dakota, South Dakota, and Wyoming.

SECTION 2 - CHAPTER MISSION

The Chapter's mission shall be to carry out the objectives of the American Planning Association (APA) and to:

- A. Promote the art and science of planning in Montana, North Dakota, South Dakota, and Wyoming.
- B. Help planning professionals in their profession.
- C. Advance the practice of planning and opportunities for planners.
- D. Emphasize the importance of achieving the final vision/goal over mere procedure.
- E. Protect the legacy of our state's natural environment.
- F. Nurture the improvement of our built environment.
- G. Foster social and environmental equity.
- H. Advocate for every citizen's opportunity to participate.
- I. Support Planning and Zoning Commission members and citizen planners

SECTION 3 - CHAPTER STRATEGIES

The Chapter shall pursue the following strategies for achieving its mission. These strategies can be broadly grouped into three themes: promoting the art and science of planning; membership support; and advocacy and outreach to the broader community:

- A. Organize and Distribute Planning Resources;
- B. Promote Education About Planning to Other Professions and the Public;
- C. Promote Education of Planners and Planning and Zoning Commission members;
- D. Support the Western Central Chapter APA Membership;
- E. Increase Western Central Chapter APA Membership;
- F. Create a Program for Enhancing the Chapter's Administrative and Organizational Effectiveness;
- G. Support Legislative Outreach Programs as Requested by the State Affiliates;
- H. Create a Program to Assist Planning Commissioners;
- I. Seek to Energize and Excite the Public About Planning.
- J. Work in Partnership With Other Non-Profit And Professional Organizations In Promoting The Values Of Planning;
- K. Support AICP Exam Preparation and Certification Maintenance;
- L. Support State and Regional Awards Programs.

SECTION 4 - CHAPTER MEMBERSHIP

Chapter members shall be members of APA or members of only the Western Central Chapter.

A. APA MEMBERS

1. APA members shall automatically be members of the Western Central Chapter if they are members of the APA and their addresses of record, as provided by them to the National office, are within the States of Montana, North Dakota, South Dakota, or Wyoming; they shall be considered "regular members" of the Western Central Chapter, and shall be subject to all Western Central Chapter membership requirements including payment of Chapter dues.
2. APA members whose address of record is outside the Chapter area may also become voting Chapter members upon payment of any applicable dues and assessments; these Chapter members may not hold office or represent the Chapter in National APA affairs but may serve on Chapter committees.

B. TERMINATION AND REINSTATEMENT

1. Chapter membership will be terminated upon termination of National APA membership.
2. Chapter membership will be terminated when a member moves his/her address of record out of the Chapter area, unless the member requests to retain a non-resident membership and continues to pay Chapter dues.
3. Chapter membership may be terminated if, after proper investigation and deliberation, the Board finds that the member has violated APA Ethical Principles in Planning and, for AICP members, the AICP Code of Ethics and Professional Conduct.
4. Chapter membership may be reinstated only to APA members, subject to such conditions as may be established by the Chapter.

SECTION 5 - FINANCES

- A. The Western Central Chapter is a non-profit. Its income shall be used only for Chapter purposes, and no part of any net earnings shall inure to the benefit of any member or individual, except that the Chapter may pay reasonable compensation for services rendered, and to make payments and/or distributions in furtherance of Chapter purposes.
- B. Before the first Board meeting of the year, the Treasurer shall prepare a tentative budget which shall then be reviewed by the Executive Board. After further review and discussion at the first Board meeting, the Board shall adopt the budget. It may be modified from time to time by a majority vote of the Board. The original budget and subsequent modifications shall, after adoption, be posted on the Chapter's website.

SECTION 6 - ANNUAL BUSINESS MEETING

The Chapter shall hold an annual business meeting. The annual business meeting shall be held at the Western Planner Conference in years when said conference is held in a WCC affiliate state, and may be held at an affiliate state conference in years when the Western Planner Conference is

not held in a WCC affiliate state. At that meeting, the Chapter shall establish the approximate date and location of the next annual business meeting. Additional meetings and conferences may be held during the year as the Board deems necessary. Unless otherwise agreed to by a majority of the members present at the outset, Roberts Rules of Order shall be used at the annual business meeting.

SECTION 7 - OFFICERS AND EXECUTIVE BOARD

- A. The Chapter shall elect a President and Vice-President as members to an Executive Board. Four state representatives (one each from Montana, North Dakota, South Dakota, and Wyoming) shall also be elected or appointed from the membership of each state to serve as members of the Executive Board. From the elected officers and state representatives, the president selects, and the Executive Board members affirm, the selection of a secretary and treasurer. From the Chapter membership, the president selects, and the Executive Board members affirm, a professional development officer and a representative to Western Planning Resources, Inc. (WPR), who also serves as members of the Executive Board.
- B. The Chapter Officer duties shall be as follows:
 1. The President shall:
 - a. call meetings of the Chapter and Executive Board;
 - b. preside at those meetings;
 - c. appoint and discharge all Chapter committees, with the consent of the Executive Board;
 - d. be a non-voting ex-officio member of all committees;
 - e. prepare an annual report;
 - f. serve on the Chapter President's Council; and
 - g. perform other duties customary to the office.
 2. The Vice-President shall act in the absence or incapacity of the President, and shall serve as parliamentarian. Should the President resign, the Vice-President shall assume the office for the remainder of the term plus a full two-year term.
 3. The Secretary shall:
 - a. keep minutes and be responsible for their timely transmission to the Executive Board;
 - b. prepare ballots and notify members of their elections to offices and appointments to committees;
 - c. within 30 days after elections, transmit to the Association's national office a list of Chapter officers with their addresses and telephone numbers; and
 - d. perform other duties customary to the office.
 4. The Treasurer shall:
 - a. maintain the Chapter's general funds and accounts, which shall always be open for Executive Board inspection;
 - b. provide the Board with quarterly financial statements of income, expenditures, and the status of Chapter accounts;
 - c. prepare an annual financial statement of the Chapter's budget, including deficits or carryover;
 - d. submit dues rate changes to the national office;

- e. provide for a periodic audit, or as directed by the Executive Board;
 - f. perform other duties as customary to the office.
 - 5. The state representatives shall represent the interests of their state and provide a communication link between the Board and the planners in the state they represent.
 - 6. The Professional Development Officer shall be a member of the American Institute of Certified Planners (AICP), and shall be responsible for providing AICP membership information and other professional development programs and activities on behalf of the Chapter.
 - 7. The WPR representative shall serve as a liaison to Western Planning Resources, Inc. to ensure that annual business meetings are held at WPR Conferences when convened in Chapter states and to coordinate other matters of mutual interest between WCC and WPR.
- C. Composition, duties, and quorum of the Executive Board shall be as follows:
1. COMPOSITION. Unless otherwise noted all members of the Executive Board shall be voting members. The Executive Board shall consist of the following elected and appointed officers:
 - Elected Officers*
 - a. Chapter President
 - b. Vice-President
 - c. Four state representatives
 - Appointed Officers*
 - d. Professional Development Officer
 - e. Immediate Past President
 - f. WPR representative
 2. DUTIES. The Executive Board shall:
 - a. Manage the affairs of the Chapter;
 - b. Adopt and revise as necessary the Chapter Strategic Plan;
 - c. Prepare and adopt a balanced annual budget;
 - d. Set the annual Chapter dues;
 - e. Prepare an annual report of Chapter activities for presentation at the annual business meeting;
 - f. Authorize expenditures consistent with the approved budget;
 - g. Review and take action on all nominations for Chapter awards and Chapter nominations for national awards;
 - h. Upon request, investigate alleged violations of the APA Ethical Principles in Planning or the AICP Code of Ethics and Professional Conduct;
 - i. Review and comment upon proposed APA programs, policies, and positions;
 - j. Authorize all contracts and agreements binding the Chapter;
 - k. Implement all votes of the Chapter;
 - l. Adopt and disseminate Chapter policies and positions;
 - m. Attend and participate in Chapter Board meetings, and take a leadership role in the activities of the Chapter;
 - n. Remove Chapter officers from office and committee members from that committee for malfeasance, misfeasance, nonfeasance, or incapacity;

- o. Perform such other functions as are delegated herein, by the President, or by the members of the Chapter; and
 - p. Review and recommend candidates for FAICP.
- 3. QUORUM. Fifty percent (50%) plus one of the constituted Executive Board shall be required for transacting business at Board meetings.

SECTION 8 - CHAPTER ELECTIONS, TERMS OF OFFICE, AND VACANCIES

- A. PURPOSE. This section's purpose is to prescribe the procedures for election of Chapter officers and other voting procedures as may be required, terms of office, filling of vacancies, and similar matters.
- B. VOTING ELEGIBILITY. All Chapter members in good standing shall be eligible to vote for Chapter officers.
- C. NOMINATION AND VOTING PROCEDURES.
 - 1. No later than September 1 (being at least 90 days prior to an election), the Vice-President shall chair a Nominating Committee composed of at least three Chapter members, at least two of which shall not be current members of the Executive Board, which shall issue an appeal for nominations for President and Vice President.
 - 2. The Nominating Committee shall allow at least 30 days (until October 1) for nominations to be received, after which the Nominating committee shall submit to the President a report containing a list of eligible nominees for each Board position up for election. Efforts shall be made to nominate at least two candidates for each position. In seeking nominations and developing a slate of candidates, the Executive Board and the Nominating Committee will seek:
 - a. diversity of gender, ethnicity, and age among the candidates;
 - b. candidates from a variety of public, private, and not-for-profit planning organizations;
 - 3. No later than November 1 the Secretary shall send each Chapter member a ballot by mail or electronic transmission (e.g. through e-mail or by posting on the Chapter's website) containing the names of the candidates submitted by the Nominating Committee and approved by the Board, with space for a write-in candidate for each position. The ballot shall also specify a return date of no later than December 1. Ballots received after December 1 shall not be counted.
- D. ELECTION. Executive Board members shall be elected by the affirmative, received ballots of a plurality of all members voting. The Secretary shall enter ballot results into the Board's minutes. In case of a tie, the Board shall elect one of the tied candidates. By December 15, the secretary shall notify elected candidates. Election results shall also be posted on Chapter's website.
- E. TERMS OF OFFICE. Officers and at-large Board members shall begin their terms of office on January 1.
 - 1. The President and Vice-President will be elected to two year terms of office.
 - 2. Neither the President nor Vice President may serve more than two full consecutive terms in the same office.

- F. VACANCIES. The Board may fill Executive Board vacancies that occur between elections. Persons so elected by the Board shall hold the office until the next regularly scheduled Chapter election for that position.
- G. ELIGIBILITY TO RUN FOR AND HOLD CHAPTER OFFICES. Candidates for all positions on the Western Central Chapter APA board must be chapter members in good standing at the time of their nomination and must have their primary place of residence, primary place of work, or both in Montana, North Dakota, South Dakota, or Wyoming. Chapter officers and members of the board must continue to maintain chapter membership in good standing throughout the term of their office.

SECTION 9 - COMMITTEES

The President, with the advice and consent of the Board, shall appoint standing and ad hoc committees as necessary to carry out Chapter purposes.

SECTION 10- AMENDMENTS

Bylaw amendments may be proposed by the Executive Board or by petition signed by at least ten percent (10%) of the Chapter membership. The proposed amendments shall be submitted by mail or electronically transmitted ballot to Chapter members along with the recommendations of the Bylaws Committee and the Executive Board. The election may occur at the same time as that for electing chapter officers or by special election provided that Chapter members are provided at least ten working days to return their ballots.