ARTICLE I - CHAPTER NAME AND AREA

The name of this chapter shall be the NORTH CAROLINA CHAPTER of the AMERICAN PLANNING ASSOCIATION, hereinafter called the “Chapter” or “APA-NC”. The area served by the Chapter shall be the State of North Carolina.

ARTICLE II - CHAPTER PURPOSES

The mission statement of the Chapter is as follows

**APA-NC promotes equitable, healthy, and prosperous communities across North Carolina through professional planning leadership, advocacy, and education.**

The purposes of the Chapter are to facilitate the individual participation of members of the American Planning Association in the affairs of the Association and to further the purposes of the Association in North Carolina. The purposes of this Chapter shall be to:

a. provide leadership in the development of sound planning policies and practices in North Carolina;

b. provide continuing planning education to foster the growth of professional planners' knowledge and skills;

c. foster the growth of professional identity;

d. increase awareness of the planning process, the planning profession and the benefits that both can bring to the citizens of North Carolina, and

e. advance the art and science of planning within the Chapter area.

Notwithstanding any other provision of these articles, this association will not carry on any other activities not permitted to be carried on by:
ARTICLE III - ESTABLISHMENT OF SECTIONS AND DIVISIONS

Section 1 – Sections

A section may be recognized by the Chapter upon petition of a majority of the Chapter’s Members residing or working in the territory proposed in the petition for section status or by a vote of the Chapter membership (following the voting procedures found in Section XII). The Chapter membership shall determine the extent of territory to be included in any Section, the organization and representation of each Section, and the functions to be performed by a Section.

Section 2 – Section Purpose

Sections shall provide educational and networking opportunities and assist the Legislative Chair in coordinating legislative activities at the Section level. Sections shall provide members with a tangible local expression of APA-NC purposes and objectives and provide a vehicle for maximum involvement in the affairs of the Chapter.

Section 3 – Section Leaders

a. Section Leaders shall be appointed by the Executive Committee to represent each Section.

b. A Section Leader shall be a member whose address of record is within the district represented.

Section 4 - Duties

Section Leaders shall perform the following duties:

a. Act as liaison between the members of the Section and the Executive Committee and represent the interests and concerns of the Section to the Executive Committee directly or through the At-Large member of the Executive Committee assigned to APA-NC Sections.

b. Coordinate and promote informal and formal meetings of the Chapter members from his or her Section to discuss topics related to APA, the Chapter, or other planning activities.

c. Other, similar duties as assigned by the Executive Committee.
Section 5 - Divisions

Chapter divisions (for example, City Planning, Housing, Environmental Planning) may be recognized by the Chapter upon the petition of one or more Chapter members. The Chapter membership shall determine the organizational functions of the divisions through amendment to this Constitution and By-Laws.

ARTICLE IV - CHAPTER MEMBERSHIP

Section 1 - Members

Association members whose address of record as provided to the National office is located in the Chapter area shall automatically be members of the Chapter and applicable APA-NC Section. Chapter membership shall automatically be transferred to another Chapter or APA-NC Section when the member changes his address of record to that Chapter or APA-NC Section’s area. Membership in more than one Chapter is permitted. Chapter-only membership is also permitted. Chapter-only members may not be elected to hold a Chapter office.

Section 2 - American Institute of Certified Planners (AICP)

The American Institute of Certified Planners is part of APA and consists of full AICP members at the time of incorporation of APA. New members are certified into AICP by the Commission of the American Institute of Certified Planners.

Section 3 - Termination of Membership

(See ARTICLE X, Section 2)

ARTICLE V - OFFICERS

Section 1 - Officers

The officers of the Chapter shall be a President, President Elect, Past President, a Vice-President for Chapter Development, a Vice-President for Professional Development, a Secretary, a Treasurer, and a Student Representative. The Chapter Officers, except the Student Representative and the Past President, shall be elected in each odd numbered year by a vote of the Chapter members. A student representative from an APA-recognized planning program shall be appointed by the Executive Committee.

Section 2 - Qualifications

All officers shall have been members of the AMERICAN PLANNING ASSOCIATION for at least 12 months at the time they shall take office, except for the Student Representative. The Vice President for Chapter Development shall be a member in good standing of APA and AICP. Other statewide officers shall be members in good standing of APA and may also be members of AICP.

Section 3 - Responsibilities and Duties of Chapter Officers
a. President
The Chapter President shall call meetings of the Chapter; shall preside at all Chapter meetings; shall recommend who should serve as the Chapter Administrator and recommend who should fill any vacancies for committee chairs for review and decision by the Executive Committee; shall administer the program of the Chapter; shall prepare an annual report for submission at the annual meeting; and shall perform such other duties as are customary to the office. The President shall serve as the Chapter Liaison with the National office of APA and shall assist the Chapter Secretary in handling all correspondence with the National APA office. This officer shall be responsible for informing the Chapter Executive Committee and general membership through the Chapter Newsletter of any information pertinent to Chapter Members.

b. President Elect
The President Elect shall work with the President in the guidance and coordination of Chapter activities, with a focus on organizational issues such as by-law amendments, conference policy, or other internal operations. The President Elect shall assist the President with administration of the Chapter’s annual work program and annual report and act as mentor for the student representative. The President Elect may represent the Chapter at State or National meetings by designation of the President. The President Elect shall recommend who should serve as committee chairs in the fall preceding the start of his/her term as President, for review and decision by the Executive Committee.

c. Past President
The Past President shall serve as Nominating Committee Chairperson and administer Chapter elections in addition to serving on special committees and task forces not otherwise assigned to an officer, as well as carry out any other duties and authorities assigned by the President. The Past President may represent the Chapter at State or National meetings by designation of the President.

d. Vice-President for Chapter Development
The Vice-President for Chapter Development shall be responsible for organizing all Chapter conferences and seminars; for determining where and when the annual conference will take place, and the content of programs. This officer shall be responsible for obtaining speakers for programs and handling other related duties.

e. Vice-President for Professional Development
The Vice-President for Professional Development shall be the Chairman of the Professional Development Committee and shall be a member of the American Institute of Certified Planners (AICP). This officer shall be responsible for all Chapter activities relating to the professional development of planners in the Chapter including assisting members in upgrading to AICP membership through counseling and screening, and coordination of in-service training and continuing education efforts. This officer shall also be the Liaison with the National AICP office concerning Professional Development and will make recommendations to the Executive Committee on applicants to AICP membership.

f. Secretary
The Secretary shall keep minutes of all Chapter and Executive Committee meetings, send out notices of meetings and assist the President in planning Chapter meetings; maintain Chapter
membership records; transmit to the Executive Director of the Association two copies of the Chapter Constitution and By-Laws and amendments thereto. The Secretary, at the end of his or her term in office, shall pass on to the new Secretary all minutes recorded during the previous year.

g. Treasurer
The Treasurer shall receive quarterly dues payments from APA. The Treasurer shall keep all financial records for the year which shall be passed on to the new Treasurer. The Treasurer shall prepare a quarterly financial statements and a year-end financial statement at the end of his or her term, stating the current financial condition of the Chapter and yearlong summaries of income and expenditures. This year-end statement shall be reviewed and approved by the Executive Committee and included by the Secretary in the year’s minutes. The Treasurer shall also be responsible for proposing an annual Budget to be adopted by the Executive Committee in accordance with ARTICLE VI, Section 3a. The Treasurer shall perform such other duties as are customary to the office.

h. Student Representative
The Student Representative shall be a full-time student in an APA-recognized planning program and shall inform the Executive Committee of the interests and concerns of the Chapter’s student members. The Student Representative shall further the interests of student professional development in the Chapter and at the national level, shall serve on APA’s Student Representatives Council (SRC), shall be responsible for communications among students in all of the academic planning programs in the state, and shall supervise the election of student representatives to the SRC from each recognized planning program in the Chapter area.

Section 4 - Removal from Office

Chapter officers can be removed from office by the Chapter membership in accordance with ARTICLE IX. A vote will be taken upon recommendation of the Executive Committee (see ARTICLE VI, Section 3) or upon receipt of a petition by the President of at least twenty-five (25) Chapter members eligible to vote.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1 – Composition

The Executive Committee shall consist of the Officers and Committee Chairs. In the fall of every even numbered year, the President Elect shall make a recommendation of who should serve as each of the Committee Chairs when their term as President begins. The President may also recommend that any Committees be monitored by an officer of the Chapter. The President shall recommend who should fill any other Committee Chair vacancies that occur. The Executive Committee shall review each recommendation and vote on whether to approve the nominee. If the Executive Committee decides not to approve the nominee, then the person charged with making the nomination shall recommend another person. Each Committee Chair of a Core or Ongoing Committee [Article VII Section 4] shall serve a two-year term starting January 1st following their appointment, or the remainder of a term if
they were appointed to fill a vacancy. Chairs can serve an unlimited number of terms. All Committee Chairs shall participate in the Executive Committee voting. Any Committee Chair may recommend an individual to serve as an Alternate in their absence. Upon approval of the Alternate by a majority vote of the Executive Committee, the Alternate will have the same voting privileges as the Committee Chair not in attendance. Elected Officers are not permitted to be represented by an Alternate.

Section 2 - Qualifications

All members of the Executive Committee shall be APA-NC members.

Section 3 - Duties

The Executive Committee’s responsibilities, in general, shall be to help APA-NC and APA to advance the art and science of planning - physical, economic, and social - at the local, regional, state, and national levels and to encourage planning that will contribute to public well-being by developing communities and environments that meet more effectively the needs of people and of society, through (1) the association of professional planners, members of commissions and boards, elected government officials, public administrators, and others who participate in making or administering community plans; (2) the assembly and dissemination of information; the conduct of conferences and training programs; the performance of objective research; technical monographs and books; (3) the development of programs for the examination and continuing education of professional planners (4) fostering adherence to standards for the ethical performance of officials and professionals; (5) encouraging high standards for professional practice, competency, and education; (6) and furthering, in all proper ways, the interests of the public in planning.

Specifically, the Executive Committee shall, among other responsibilities:

a. Adopt an annual program budget for the Chapter each year.

b. Report in the Chapter newsletter and at Chapter meetings, all business which is considered or acted upon between Chapter meetings.

c. Put into effect the votes of the Chapter.

d. Review reports of standing committees, or of such other committees whose reports may be transmitted to the Executive Committee by the President, and to request further study, information or clarification as may seem desirable and to transmit such reports, with or without recommendations, to the Chapter, and shall determine when and how Committee reports shall be made public.
e. Recommend, or review annually, a four-year Chapter Development Plan [Strategic Plan] for development of the Chapter within the framework of APA and recommend its adoption by the Chapter.

f. Upon recommendation of the President, authorize the President to take necessary and proper action to implement the annual program and long-range plan of the Chapter.

g. Authorize and approve all contracts and expenditures, except as otherwise provided herein, but shall not incur liabilities exceeding amounts of existing funds; may at any time cause an audit to be made of the accounts of the Treasurer.

h. Make recommendations on applications for FAICP membership based upon National FAICP membership standards.

i. Approve Chapter dues, rates and exemptions thereof, to be submitted to the Association Executive Director by February 1st of each year.

j. The Executive Committee may adopt and/or recommend adoption to the Chapter, position papers on public policy issues or planning professional matters. A majority vote by the Executive Committee is required for adoption.

k. Recommend to the Chapter membership on a majority vote the removal of Chapter or Section Officers from office for malfeasance, misfeasance or incapacity (see ARTICLE V Section 4).

l. The Executive Committee may fill vacancies in office occurring between elections by majority vote excepting the Presidency (see ARTICLE XI, Section 4). Officers so appointed will hold office for the balance of the current term or until new permanent officers are elected and installed.

m. Upon request of the AICP Board of Governors, to assist in the investigation of alleged violations of the Code of Professional Responsibility. Alleged violations by Chapter members brought to the attention of the Executive Committee shall be forwarded to the APA Executive Director for appropriate action.

n. Set the date, time, and place of the annual Chapter meeting.

Section 4 - Meetings

Meetings of the Executive Committee shall be called by the President or by a majority of the Committee members. There shall be in each year, at least six meetings of the Executive Committee. The presence of a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee and a majority vote is necessary for the approval of business.

The President may call emergency meetings of the Executive Committee when necessary and may poll Executive Committee members by telephone, e-mail, or other method of communication to achieve majority consensus. All actions by the Executive Committee, in a duly called meeting or where members
are polled by alternate forms of communication, shall be provided to the Chapter Secretary and recorded in the minute book.

ARTICLE VII - COMMITTEES

Section 1 - Core Committees

The following committees shall be deemed to be Core committees of the Executive Committee necessary for the core work of the Chapter: Awards, Membership and Diversity, Education and Outreach, Legislative, Sections, Young Planners Group, Communications and Public Affairs. The appointment process for committee chairs is delineated elsewhere in these Bylaws. Committee Chairs shall appoint the members of their committee in consultation with the President. Designation of a new Committee as a Core Committee or removal of a Committee as Core Committee shall be by a vote of the Executive Committee after a recommendation by the Chapter President. Any such changes shall be considered a technical amendment to the Bylaws not requiring a vote by the Chapter membership.

Section 2 - Professional Development Committee

The Professional Development Committee shall be appointed by the Vice-President for Professional Development. The Committee will perform the following duties:

a. Advise and assist prospective members to qualify for membership in the Association and AICP.
b. Review membership applications referred to it by the National Membership Standards Committee.
c. Co-ordinate with all Chapter activities in continuing education for practicing planners and other such related affairs.

Section 3 - Nominating Committee

The Nominating Committee structure and responsibilities are outlined in ARTICLE XI. The Nominating Committee shall nominate candidates for offices as called for in ARTICLE V, Section 1.

Section 4 - Program and Initiative Committees

The President may create such committees as are deemed necessary for the carrying out of the objectives of the Chapter. Program Committees carry out established activities of the Chapter with no expected end date and include but are not limited to Great Places in NC, NC Planning Assistance Teams [NCPAT] and Plan 4 Health. Initiative Committees carry out initiatives identified in the Four-Year Chapter Development Plan, and are created with an identified term of no more than four years. Designation of a new committee as a Program or Initiative Committee or the removal of a Committee, shall be by a vote of the Executive Committee after a recommendation by the Chapter President and shall not require an amendment to the Bylaws.
Designation of Chairs for a Program or Initiative Committee shall be by a vote of the Executive Committee after a recommendation by the President. Committee Chairs are authorized to recruit committee members as needed to carry out the objectives of the committee. The terms of all Program and Initiative Committee chairs and the process for filling vacancies shall follow the procedure delineated elsewhere in these Bylaws.

**Section 5 – Paid Contractor Support**

The President and Executive Committee may secure paid contractor support as they deem necessary to carry out the work of the organization. These may include a Chapter Administrator, Legislative Liaison, Webmaster, Newsletter Editor, and other positions.

a. The President shall recommend who should serve as the Chapter Administrator.
b. The Legislative Chair shall recommend who should serve as the Legislative Liaison, in consultation with the President.
c. The Communications and Public Affairs Chair shall recommend who should serve as Webmaster and Newsletter Editor, in consultation with the President.
d. The President shall recommend who should provide any other paid contractor support.

The Executive Committee shall review each recommendation and vote on whether to approve the nominee, with a majority needed to win approval. If the Executive Committee decides not to approve the nominee, then the person charged with making the nomination shall recommend another person for consideration by the Executive Committee.

**Section 6 – Removal from Office or Service**

At-Large Executive Committee members may be removed from office upon a recommendation by the Chapter President and a majority vote of the Executive Committee, with the member under consideration for removal abstaining from the vote.

Chairs of temporary committees may be removed by the Chapter President or upon a majority vote of the Executive Committee.

Contractors may be removed from Chapter service consistent with the contractual terms of their service upon a recommendation from the Chapter President and a majority vote of the Executive Committee.

**ARTICLE VIII - CHAPTER MEETINGS**

**Section 1 - Meetings**

An annual meeting for the Chapter membership shall be held the date, time, and place of which to be determined by the Executive Committee. Other periodic meetings shall be held at regular intervals. Called Chapter meetings may be held at the request of the President with the agreement of two of the Executive Committee members. Notices of all meetings of the Chapter shall be mailed or emailed to all
members at least ten days prior to the date of the meetings, except in an emergency, when, with the approval of two Executive Committee members, the President may call a meeting on shorter notice.

ARTICLE IX - QUORUMS AND VOTING

All Chapter members are eligible to vote on Chapter affairs. A quorum for a valid vote on Chapter affairs shall be fifteen (15) members attending a duly called Chapter meeting or, in mail or electronic vote, twenty-five percent (25%) of those eligible to vote. A majority vote will be required for action in Chapter meetings and in mail or electronic votes except for (1) voting on amendment to this Constitution and By-Laws (see ARTICLE XII) and (2) voting on removal of officers. A majority vote by those members voting shall be required for removal of all officers.

The adoption by the Chapter of a position on a planning issue may be done by either of the following methods: (1) by majority vote of the members of the Chapter, such vote to be taken by mail or electronic means; (2) in the absence of the 15 days required for a mail or electronic vote, then by a majority vote of the Executive Committee; or (3) by a majority vote of at least a quorum number of Chapter members attending a duly called Chapter meeting. A mail or electronic vote on any Chapter issue shall be undertaken on receipt of a petition by the President of at least twenty-five (25) Chapter members eligible to vote. Petitions filed in response to the Executive Committee actions must be received by the President within fifteen (15) days after the President has notified the Chapter Members of Executive Committee action either by mail or electronic notice or at a Chapter Meeting. A period of fifteen (15) days from the date of mailing or electronic notice shall be allowed for return of ballots. The Executive Committee may also call for a mail or electronic vote of the Chapter. A report of Chapter voting on such matters, whether or not a quorum was obtained, shall be filed with the Executive Director of the Association and shall include a record of the number of yes or no votes and the number then eligible for voting.

ARTICLE X - FINANCES

Section 1 - Budget

The fiscal year shall be from October 1st until the following September 30th. The President and the Executive Committee shall adopt, not later than thirty (30) days following the annual meeting each year, a budget setting forth the purposes, services, annual obligations and objectives for which the funds of the Chapter may be expended and the amount authorized to be expended for each. There shall be included amounts for the use of the President, officers and the Executive Committee in the performance of their respective duties, and for a contingency fund to be used by the Executive Committee in managing the Chapters financial affairs. The budget may be modified from time to time by a majority vote of the Executive Committee. The original budget and any subsequent modifications shall, after adoption, be published in the next edition of the Chapter Newsletter.

Section 2 - Annual Dues
The Executive Committee shall have the authority to increase APA-NC annual dues, as long as such increases do not exceed three percent per year, or in order to institute an indexed system of dues to track inflation in coordination with the APA national office. In the instance of switching to an indexed system, such as by calculating the APA-NC dues as a percentage of APA national dues, the amount of the increase shall be the minimum necessary and available to make this switch. Dues of Members shall be collected by the national office of APA pursuant to the APA Corporate By-Laws. Members who become delinquent in their payment of dues shall be subject to the delinquency and reinstatement rules of the American Planning Association. Those rules are hereby approved and incorporated into this Constitution and By-Laws by reference.

Section 3 - Dissolution of North Carolina Chapter

In event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.

ARTICLE XI – APA-NC ELECTIONS

Section 1 - Nominations and Election Schedule

a. In each odd numbered year, APA-NC shall hold an election for officers using a schedule and process coordinated with the national office of the American Planning Association.

b. The Past President shall recommend and the President shall approve, a Nominating Committee consisting of at least five (5) members including the President, the Past President, and at least three other members.

c. The Nominating Committee shall submit to the Chapter President a slate of officers for publication in electronic and/or written form to the entire Chapter membership. The Committee shall strive to submit no less than two nominees for each office to be filled, with those nominees having agreed to such submission of their names for office.

d. Nominations for any office may be by petition of five percent of the membership or twenty members, whichever is less, provided such petition is submitted to the Nominating Committee by the appropriate time to allow for the publication of a complete slate of officers.

e. The Nominating Committee shall coordinate with the national office of the American Planning Association to email and/or mail a ballot to all members eligible to vote in elections.

f. The deadline and the procedures for the return of ballots shall be established by the Executive Committee in coordination with the national office of the American Planning Association.
g. In the event of a tie vote for any office, the Executive Committee shall, by majority vote, make a choice of the person who would best perform the duties of the office and make a declaration of a winner.

h. Election results shall be published as soon as practical.

i. Installation of Chapter Officers shall occur on a date coordinated with the national office of the American Planning Association.

Section 2 - Teller Committee

The Past President shall appoint, and the President shall approve, a Teller Committee consisting of at least three (3) members. The Teller Committee shall review the results of the ballot provided by the national office of the American Planning Association, confirm that there were no voting irregularities, notify the Chapter President and all candidates of the outcome, and announce the results in the next newsletter or general mailing or electronic notice to the Chapter Members and on the Chapter webpage.

Section 3 – Election Campaigns

a. Direct, unsolicited mailings or e-mailings to members by candidates and/or supporters shall be prohibited.

b. No Chapter officer or member of the Executive Committee shall endorse any particular candidate.

c. The Chapter shall post information on all candidates on the Chapter website to promote an information-based election.

Section 4 - Terms of Office

The term of office for all Chapter Officers and appointees shall be two years, except that the terms for the Past President and President Elect shall be one year. Thus, the elected President shall serve the Chapter for four years; the first year as President Elect, the next two years as President, and the fourth year as Past President. The term for the President Elect shall begin on January 1 of even-numbered years. The term for the President shall begin on January 1 of an odd-numbered year following the one-year term as President Elect. This creates a system where the President serves with the Past President during the first year of the Presidential term and with the President Elect during the second year. The following chart illustrates (for clarification only, not part of the Bylaws) the overlapping terms of the officers over a period of time:

If the sitting President is elected for a second consecutive term, there will be no President Elect in the second year of the President’s first term or Past President in the first year of the President’s second term. The terms of office for all other Chapter officers and appointees shall begin January 1 in each even-numbered year and shall end December 31 two years hence. All officers shall hold office until their
successors take office. The Executive Committee shall, by appointment, fill vacancies in any office occurring prior to the completion of a term. Officers so appointed shall hold office for the balance of the current term, or until their successors are elected and installed. There shall be no limit to the number of terms an Officer may serve.

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<th>Illustrative Chart of Terms</th>
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Section 5 - Presidential Vacancy

If a vacancy in the office of President occurs between elections, the Past President or President Elect (depending on which position is active at the time) shall assume the ultimate authority of the president. If the Past President or President Elect is unable to carry out those duties or if there is no Past President or President Elect, presidential authority shall pass first to the Vice President of Chapter Development, then to the Vice President of Professional Development, then to the Treasurer, then to the Secretary.

Section 6 - Changes in Election Timetable

If, due to unforeseen circumstances, the Executive Committee finds that, in a given circumstance, the election timetable set forth in ARTICLE XI, Section 1, cannot be followed, the Committee may amend the timetable for that given instance provided an attempt is made to conform as closely as possible to the required election timing, that said change shall be approved by a majority vote of the Executive Committee, and that the membership shall be notified of the change within a reasonable time after such Executive Committee action.

ARTICLE XII - AMENDMENTS

Upon authorization by the Executive Committee, or upon petition signed by at least twenty-five (25) voting members of the Chapter, any proposed amendment to these By-Laws shall, after discussion at the Chapter meeting, be submitted by the Secretary, together with a form of ballot, to all eligible voting members of the Chapter and, for adoption, shall require an affirmative two-thirds vote of those voting.