

**CITY PLANNING AND MANAGEMENT DIVISION
AMERICAN PLANNING ASSOCIATION
2025 BYLAWS
(Revisions to Bylaws Previously Amended in 2022)**

1.0 GENERAL

1.1 Name

1.1.1 The name is the City Planning and Management Division (hereafter the Division) of the American Planning Association (hereafter APA or the Association).

1.1.2 The Division has been authorized by and is subject to the Bylaws of the American Planning Association. It may not make any changes to these Bylaws without the prior approval of APA.

1.2 Purpose

1.2.1 The Division shall foster an interest in, contribute knowledge to, and promote cooperation for and collaboration within city planning and management by:

1.2.1.1 Contributing to the advancement of techniques and the competence of its members by performing concentrated scholarly or professional practice research and sharing technical information, and to serve as a subject matter resource; and/or

1.2.1.2 Affording members the opportunity to share their experiences and concerns and to promote their common goals through meetings, surveys, research, publications, and participation in APA efforts.

1.3 Mission

The mission of the Division is to support public sector planners and managers in their roles to build inclusive and sustainable cities and communities by:

1.3.1 Increasing the understanding of planning as a key element of policy formation and public administration at the local level of government;

1.3.2 Promoting the special needs of cities, including planning and management, at the state and national levels of government.

1.4 Nonprofit status

1.4.1 Divisions are recognized as subordinate entities under the nonprofit 501(c)(3) status of the American Planning Association. The Division will participate in or conduct only those activities permitted for nonprofit organizations under Sec. 501(c)(3) of the Internal Revenue Code, the APA Bylaws and policies, and the Division Bylaws. The Division must ensure compliance with all APA and Divisions Council policies and procedures including the Divisions Council Performance Criteria.

2.0 MEMBERSHIP

2.1 Eligibility – APA Members

2.1.1 Any APA member may join upon payment of the Division's dues. All Division members must belong to the Association.

- 2.2 Eligibility - Non-APA Members
 - 2.2.1 Non-APA members may become Division Affiliates upon payment of Division Affiliate dues.
 - 2.2.2 Division Affiliates may vote in all votes of all Division members.
 - 2.2.3 Division Affiliates shall not represent themselves as members of APA.
- 2.3 Termination
 - 2.3.1 All Division members and Division Affiliates are required to adhere to APA's policies. Failure to adhere to those policies will be addressed by processes established by the Association. Division membership or affiliation will be terminated upon failure to pay Division dues in a timely manner, finding that the member or Affiliate has violated APA bylaws or policy, or upon a finding that the member or Affiliate has engaged in illegal or unethical conduct.
- 2.4 The services that the Division shall provide to its members may include:
 - 2.4.1 Holding events and programs, such as webinars, conference sessions, and networking opportunities.
 - 2.4.2 Communicating the news and activities of and related to the Division, through email, newsletters, social media, and a Division website.
 - 2.4.3 Preparing or supporting research papers for publication in APA or other professional or academic journals.
 - 2.4.4 Supporting the professional growth of membership by facilitating learning and mentorship opportunities and providing scholarships, grants, and other financial support opportunities.
 - 2.4.5 Recommending statements of policy that support the mission of the Division to APA for their consideration and adoption.
 - 2.4.6 Preparing and making available to members an Annual Performance Report, Work Plan, and Budget.
 - 2.4.7 Meeting annually with Division officers and members during the APA national conference.

3.0 **DECISION-MAKING**

- 3.1 The Division Executive Committee shall make decisions by a majority of votes, except where specified otherwise in these Bylaws.
- 3.2 To ensure accessibility and transparency, the Division Executive Committee will disseminate information about decisions requiring a vote by Division membership at least 30 days in advance via electronic mail.

4.0 **OFFICERS AND ELECTION PROCEDURES AND CONTENT**

The Division officers are Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair. Divisions officers, other than Immediate Past Chair, are elected positions. Other Officers may be appointed from time to time at the discretion of the Executive Committee.

- 4.1 Chair
 - The Chair shall:
 - 4.1.1 Act as the presiding officer of the Division;
 - 4.1.2 Preside over Division meetings;

- 4.1.3 Prepare or oversee preparation of an Annual Performance Plan, Work Plan, and Budget (as defined by the Executive Committee) for approval by the Executive Committee and submission to the Divisions Council Executive Committee and APA;
 - 4.1.4 Serve on the Divisions Council of APA, attend Association leadership meetings as required, and accept assignments from the Divisions Council Executive Committee;
 - 4.1.5 Appoint committee members and others necessary to carry out the annual work program, subject to approval of the Executive Committee;
 - 4.1.6 Represent the Division in formal correspondence, transmittals, and at public events;
 - 4.1.7 Oversee the development of programming and Division initiatives to create dialogue about diversity in planning;
 - 4.1.8 Make other delegations and decisions necessary to carry out the Mission and Purpose of the Division; and
 - 4.1.9 Be responsible for Division compliance with requirements in the APA Bylaws and policies, and current Divisions Council Performance Criteria, Policies, and Procedures.
- 4.2 Vice-Chair[s]
The Vice-Chair[s] shall:
- 4.2.1 Assist the Chair as directed, including, but not limited to, managing committee activities, assisting with special projects, assisting with the creation of the Annual Performance Plan and Work Plan, planning efforts associated with the annual business meeting, coordinating plans for the APA National Planning Conference; and coordinating applicable collaborative activities with other Divisions.
 - 4.2.2 In the absence or resignation of the Chair, the Vice-Chair shall assume the duties of the Chair, and such other duties as may be assigned by the Chair. Upon the death, disability, resignation, or termination of the Chair, the Vice Chair shall assume the duties of the Chair until the term of the vacated Chair is complete, whereupon the Vice Chair will complete his or her elected leadership term. Assumption of the duties of the Chair does not count as part of the maximum number of terms allowed to be served.
 - 4.2.3 Serve the Division as the primary Volunteer Coordinator.
- 4.3 Secretary
The Secretary shall:
- 4.3.1 Prepare, or oversee preparation of, minutes of the Division's annual business meeting and all Executive Committee meetings;
 - 4.3.2 Submit proposed Bylaw amendments to the membership; and
 - 4.3.3 Fulfill all recordkeeping and reporting requirements as stipulated by APA.
- 4.4 Treasurer
The Treasurer shall:
- 4.4.1 Manage Division funds in accordance with the Division budget;
 - 4.4.2 Assist the Chair in preparing the Budget to be approved by the Executive Committee and submitted with the Annual Performance Report and Work Plan;

- 4.4.3 Prepare an annual financial report to be presented to the Executive Committee as well as the Division's members at the annual meeting; and
 - 4.4.4 Work with APA to ensure all invoices and required documentation are processed expeditiously and ensure that all financial contributions to Division activities from within and outside APA are accounted for accurately in Division financial records.
- 4.5 Immediate Past Chair
- 4.5.1 The Immediate Past Chair succeeds to this position upon completion of a two-year term as Chair and serves in this position for the duration of the next Chair's term. The Immediate Past Chair shall undertake such duties as may be assigned by the Chair. The Immediate Past Chair shall serve as Chair of the Nominating Committee.
- 4.6 Vacancies
- 4.6.1 In the absence or resignation of the Chair, the Vice-Chair shall assume the duties of the Chair, and other duties as assigned by the chair. The Vice Chair shall assume the duties of Chair until the term of the vacated Chair is complete.
 - 4.6.2 Vacancies other than in the office of Chair will be filled for the unexpired term by a vote of the Executive Committee.
 - 4.6.3 The vacancy should be filled as soon as possible.
- 4.7 Termination of Division Officers or Executive Committee Members
- 4.7.1 In the event that a Division Officer or Executive Committee member is unable to perform assigned duties, is not functioning within the guidelines of the position as outlined by the APA and Division Bylaws and the Division Performance Criteria and Policies, or has acted in violation of APA Bylaws or policies, the subject Division officer or Executive Committee Member may be asked to resign or may be terminated from the applicable position by two-thirds vote of the Executive Committee.
 - 4.7.2 In the event that any Officer of the Division or Executive Committee member misses more than three regularly scheduled Executive Committee meetings during his or her term without prior consent of the Chair, the Chair shall send a letter (via electronic mail) to the absent Officer or Executive Committee member documenting these absences and the provisions of this section concerning performance, vacancy, and removal.
 - 4.7.3 In the event that a Division Officer or Executive Committee member is unable to perform due to circumstances requiring that officer to be absent, the Executive Committee will make a determination to consider whether to allow that individual to remain as a member of the Executive Committee. The Officer or Executive Committee member shall submit a written request to the Executive Committee containing a brief explanation, anticipated time frame of any requested leave, and a proposal to mitigate the circumstances.
 - 4.7.4 The Officer or Executive Committee member pending removal shall be sent written notice (via electronic mail) and given the opportunity to appear with any statements or evidence as to why the position should not be vacated. The Executive Committee shall consider these facts prior to acting on the Chair's request.

- 4.7.5 A motion to remove any Officer or Executive Committee member shall require an affirmative vote from two-thirds majority of the voting Executive Committee members, provided that an agenda containing the proposed removal action was communicated to all Executive Board members not less than ten days before the Executive Committee meeting at which action is proposed.

5.0 EXECUTIVE COMMITTEE

5.1 Composition

The Officers as defined in Section 4.0 and the following additional leadership team members of the Division shall constitute the Executive Committee.

- 5.1.1 Director of Communications. The Communications Committee manages all the Division's external communications, including the Division's website, membership communications, social media, newsletter, and branding management.
- 5.1.2 Director of Programs. The Programs Committee proposes, manages, and facilitates Division programs, such as mentorship, webinars, networking, and conference sessions.
- 5.1.3 Director of Membership. The Membership Committee manages all membership relations and advises the Executive Committee on membership demographics and trends. It also manages the Division's annual nominations to the College of Fellows of the American Institute of Certified Planners. It will develop and execute a survey of membership at a minimum of every two years and coordinate closely with the Communications Director to develop and manage efforts to increase membership and ensure contact details are up-to-date and accurate.
- 5.1.4 Director of Chapter Engagement. The Chapter Engagement Committee builds relationships between the Division by routinely meeting with the Division liaisons and/or programs coordinators of APA Chapters to determine areas of common interest and how the Division and Chapters can support each other.
- 5.1.5 Director of Student Ambassadors. The Committee of Student Ambassadors are student members of the Division serving as liaison between Division leadership and student members. It leads efforts to recruit student members to join the Division; represents the Division in activities and committees where student representation is needed; and promotes student involvement and engagement in the Division.

Additional members may be added as necessary to facilitate Division administration and programs by a majority decision of the Officers of the Division.

5.2 Duties of the Executive Committee

- 5.2.1 Manage the affairs of the Division;
- 5.2.2 Prepare and approve the annual performance plan, work plan, financial report, and budget, using templates specified by the APA Divisions Council Executive Committee;
- 5.2.3 Authorize expenditures consistent with the budget and subject to approval by the Chair; and

5.2.4 Consult, electronically or in person, to coordinate the activities of the Division as needed.

5.3 Executive Committee Meetings

5.3.1 Meetings of the Executive Committee, be they through a traditional meeting gathering, a teleconference, or some other type of electronic communications, shall be called by the Chair, or by a majority of the Committee members.

5.3.2 A majority of the Executive Committee, whether present in person or remotely, shall constitute a quorum.

5.3.3 Except when the Executive Committee goes into executive session, Executive Committee meetings are open to membership with details advertised in Division's communication media.

5.3.4 Procedures shall be governed by basic parliamentary procedures as set forth in Robert's Rules of Order.

6.0 **ELECTIONS**

6.1 Elections will be held every two years in even numbered years. Newly elected officers will assume office on January 1 of odd numbered years for a term that ends on December 31 of the second year.

6.2 No Division member may serve more than two terms as Chair of any single Division. No elected officer shall serve more than two consecutive terms in the same position.

6.3 All other elected officers may serve up to three terms in an individual officer position, whether consecutive or non-consecutive terms.

6.4 Nominating Committee

6.4.1 The Executive Committee will appoint a Nominating Committee to issue a call for nominations from the Division membership.

6.4.2 Nominating Committee members may not include members running for office.

6.4.3 The Nominating Committee shall allow at least two weeks for nominations to be submitted.

6.4.4 The Nominating Committee will identify candidates and present a slate for each position to be elected. All Officers must be current APA and Division members.

6.4.5 Election results are based on a plurality of the valid ballots received.

6.4.6 In the case of a tie, the Executive Committee shall determine the winner by a vote.

7.0 **COMMITTEES**

7.1 In addition to the Nominating Committee, the Executive Committee may form (and dissolve) other ad hoc and subcommittees, drawn from Division membership to carry out the activities of the Division, as Division needs necessitate. The Chair may appoint a Lead for each ad hoc and sub-committee. Ad hoc and sub-committee Leads may be current Division officers. If ad hoc and sub-committee Leads are not current Division officers, they may, at the discretion of the Executive Committee, serve as advisory members of the Executive Committee.

8.0 **FINANCE**

8.1 Dues

Dues shall be consistent with the APA Division dues schedule for all categories. Dues are collected by national APA and are rebated by the APA's national office. Sources of Division revenues may include both rebated APA dues and non-dues receipts. The Division shall strive to maintain a carryover balance each Fiscal Year of less than three times the previous year's dues total.

8.2 Non-Dues Receipts - Subject to approval by the Executive Committee, the Division may accept contributions, donations, and grants. The Executive Committee may establish fees for publications and services to be offered to non-members or as special services to members, as long as these fees are consistent with charges determined by the APA Board and administered in a manner consistent with the financial requirements of the APA for invoicing and payment.

8.3 Contracts

The Division shall not enter into contracts, or partnerships, or obligate the Division financially, without prior written approval from APA and signature from the APA Chief Financial Officer (CFO) or the CFO's designee. The Division shall submit all proposed agreements, partnerships with outside organizations or individuals, or previously unidentified expenses to APA for review.

8.4 Budgets

The Division shall annually provide a proposed budget to APA for review and approval. The proposed expenses cannot exceed the Division's reserve balance.

9.0 **PUBLICATIONS, MEDIA, AND BRANDING**

9.1 Identification

The Division shall utilize APA branding, logos, and imagery for all publications and media produced by or for the Division. Division publications shall be identified with the full name of the Division as "a Division of the American Planning Association" and with the uniform logotype of the Association. Division use of APA logos and imagery shall be consistent with the APA's brand guidelines.

9.2 Member Communications

The Division shall produce and disseminate regularly scheduled communications to Division members in conformance with Divisions Performance Criteria. The purpose of these communications is to provide a benefit to Division members, including opportunities to contribute articles and other content, stay current on Division or generalized planning news, and share information with other Division members.

9.3 Division Website

The Division shall provide regular and current content regarding issues of interest to its members on the Division website. Current Division Bylaws, publications, and reports shall all be posted in a timely manner. For all Division websites, quarterly website updates are required.

- 9.4 Other Media
The Division may also maintain a presence through social media, e-bulletins, or other communications in alignment with all applicable APA Bylaws and policies.

10.0 BUSINESS MEETINGS

- 10.1 The Division shall hold an annual business meeting within 60 days before or after the APA National Planning Conference, either in person at the conference, virtually, or hybrid. Notice of the annual meeting shall be distributed to Division membership electronically at least 30 calendar days prior to the meeting.
- 10.2 The Division shall hold a division-sponsored event or programming during the APA National Planning Conference. This can be a business meeting, networking event, educational session, or other event that adds value to Division membership.
- 10.3 Special meetings of members may be held at such times and places as may be ordered by the Chair or, in the case of the Chair's absence, death or disability, the Vice Chair (or Chair Elect); by a majority of the Executive Committee; or by petition of 25 percent of Division members.
- 10.3.1 For special meetings, a written notice shall be delivered electronically to the Division membership at least 14 calendar days prior to the meeting.

11.0 EVENT ATTENDANCE AND TRAVEL REIMBURSEMENT POLICY

- 11.1 The Division Chair, or designated proxy, must attend the Division's annual meeting. All other Division Officers are encouraged to attend the annual meeting.
- 11.2 The Division Chair, or designated proxy, must attend Divisions Council business meetings, typically held twice per year in person and twice per year virtually.
- 11.3 Reimbursement of travel and lodging for all required Division officer activities shall be identified in the Division Work Plan and Budget. Levels of reimbursement shall be stated in the Division's budget, as determined by the Division Chair and Treasurer in conformance with Divisions Council Travel Policy.

12.0 PUBLIC POLICY

- 12.1 Divisions are entities of APA and as such should avoid:
- 12.1.1 speaking on behalf of APA without written approval from APA;
 - 12.1.2 adopting positions on behalf of APA without written approval from APA;
 - 12.1.3 advocating for positions that are outside the official positions of APA;
 - 12.1.4 committing APA to actions—especially ones that involve substantial strategic or operational risk (e.g., entering into contracts without APA approval);
 - 12.1.5 taking action that is contrary to APA Bylaws or policies; and
 - 12.1.6 engaging in conversations with third parties in such a way that might cause confusion about who is speaking on behalf of APA, and what APA's positions and perspectives might be.
- 12.2 No Division member shall represent the Division without obtaining the approval of the Division Executive Committee.

12.3 No Division member shall represent APA without obtaining the approval of the Division Executive Committee as well as the APA CEO or unless invited by APA.

13.0 RIGHT TO PRIVACY

All Division members' anonymity shall be respected with regards to billing and other Division activities. Division members will be provided the opportunity to opt out of inclusion in division membership directories.

14.0 DIVISION-SPECIFIC INFORMATION

15.0 BYLAWS AMENDMENTS

The Division's Bylaws shall be consistent with the Association's Articles of Incorporation, Bylaws, and Policies. Each Division shall review and consider amendments to its bylaws no less than every two years using the following procedure:

15.1 Proposed amendments or replacement bylaws may be proposed by either the Executive Committee or by a petition signed by at least ten Division members in good standing.

15.2 The Division Executive Committee shall evaluate the proposed amendment.

15.3 Division members shall be provided 30 days from the conclusion of 15.2 to comment on the draft bylaws. The Executive Committee shall be provided up to 30 days to determine if these suggestions will be incorporated into the proposed revisions.

15.4 A copy of proposed bylaws or amendments shall be filed with APA for approval before distribution to Division members for adoption. APA will review the proposed amendments within 30 days and provide a response.

15.5 The Secretary shall submit any properly proposed amendment or replacement bylaws to the membership for a vote within 30 days after receiving approval by the APA of the proposed amendment or replacement bylaws.

15.6 Bylaws may be amended by a majority vote of the valid ballots received. Mail or electronic ballots may be used.

15.7 Once approved, the current bylaws shall be filed with APA within 14 days after approval.

15.8 Bylaws approved by Division Members: July 21, 2025.

16.0 SUMMARY STATEMENT

All other sections closely match the model bylaws, differing only where division-specific customization is expected as requested by the Division bylaws.