



**Tribal and Indigenous
Planning Division**

Empowering Tribal Communities to Plan

Proposed Bylaws of the Tribal and Indigenous Planning Division of the American Planning Association (APA)*

**As approved by Tribal and Indigenous Planning Interest Group of APA 01-24-22; and, as approved by the APA Board of Directors, 06-23-22*

1. General

1.1 Name: The organization name is the Tribal and Indigenous Planning Division (hereafter the Division) of the American Planning Association (hereafter the APA or the Association).

1.2 Authorization: The Division has been authorized by and is subject to the bylaws of the APA.

1.3 Non-Profit Status: The Division is recognized as a subordinate entity under the nonprofit 501(c)(3) status of the APA.

2. Mission & Work Plan

2.1 Mission: The mission of Division is to promote awareness and action on Tribal and Indigenous planning issues for Tribal and Indigenous planners, peoples, nations, and their non-Tribal partners.

2.1.1 Guiding Principle: The Executive Council shall ensure sufficient membership of individuals who personally identify as Tribal or Indigenous and shall strive to include individuals who also identify as other People of Color and individuals from all sexual orientations and gender identities. Executive Council and Committee Members shall represent and be representative of multiple groups:

- Employers: Tribal government; private for-profit, non-profit, educational, and other organizations providing services to Tribal members and Tribal governments (on or off current Tribal lands).
- Work status: Employed, seeking work, and retired; undergraduate and graduate students.
- Region: Broadly, the Northeast, Southeast, Central, Mountain, Southwest, Northwest, Alaska, Pacific, and international representation when possible.
- Planning focus: Tribal and indigenous planning, economic development, land use, housing, utilities, transportation, climate, energy, natural resources, recreation, community services such as education and health, strategic and organizational planning, law and policy, and other areas.

2.2 Work Plan: The Division will implement strategies through a detailed 5-year work plan.

2.2.1 The work plan will be updated annually.

3. Membership

3.1 Full Division Membership: The Full Division Membership shall include “Division Members” and “Division Affiliates,” who shall have equal standing for participation and voting in the Division and who shall both be counted. This will strengthen the Division membership count.

3.1.1 Division Members are members of the APA, who join upon payment of Division dues.

3.1.2 Division Affiliates are those who join the Division upon payment of Division Affiliate dues but are not members of the APA. Affiliates shall not represent themselves as members of the APA.

3.1.3 Student Members of APA.

3.2 Termination of Membership: Membership will be terminated upon failure to pay Division or Division Affiliate dues if required.

4. Organizational Structure

4.1 Executive Council

4.1.1 Executive Council Members and Elections: The Tribal and Indigenous Planning Division shall be governed by an Executive Council, which shall consist of a minimum of nine (9) members. The Division shall adhere to the following process and procedures for Executive Council membership:

4.1.1.1 Executive Council members shall be Division Members elected pursuant to the APA established annual process for elections that includes a Division call for nominations, nominees submitting a brief bio and statement of nomination and the election.

4.1.1.2 During each election year, Executive Council members shall be nominated by a current Executive Council member, the membership of the Division, or may be self-nominated by the individual.

4.1.1.2.1 As part of the nomination, potential Executive Council members shall also identify the position within the Committee for which they wish to be elected, specifically Chairperson, Vice-Chairperson, Secretary, Treasurer or At-Large member. There shall be one (1) person elected each as Chairperson, Vice-Chairperson, Secretary and Treasurer and a total of five (5) persons elected as At-Large members.

4.1.1.3 Executive Council members shall serve for a period of three (3) years. Executive Council members shall serve staggered terms. Executive Council In the first year of the Division's existence, the Chairperson shall serve a 3-year term, the Vice-Chairperson, Secretary and Treasurer a 2-year term. The remaining members shall serve a 3-year term. After the initial election, each member shall serve 3-year terms.

4.1.1.4 Executive Council members may be elected to serve consecutive terms.

4.1.2 Executive Council Responsibilities: Executive Council members shall:

4.1.2.1 Support the Division mission and strategies.

- 4.1.2.2 Support implementation of and annual updates to the Division Work Plan.
 - 4.1.2.2.1 Volunteer for coordinator roles as described in the Work Plan.
- 4.1.2.3 Review, provide input and vote on an annual and 5-year Division budget.
- 4.1.2.4 Support Division leadership in meeting APA Division Council requirements.

4.1.3 Executive Council Decision Making: The Executive Council shall make decisions as follows:

- 4.1.3.1 All Executive Council members shall be voting members.
- 4.1.3.2 On substantive policy issues, the Executive Council shall make every effort to solicit feedback from the Full Division Membership prior to finalizing its decision.
- 4.1.3.3 The Executive Council shall strive to make decisions by consensus, but if a clear consensus is not reached, any Executive Council member may request a formal vote following Roberts Rules of Order, and the vote of a simple majority shall be the decision of the Executive Council.
- 4.1.3.4 Five (5) of the current Executive Council members shall constitute a quorum.

4.1.4 Executive Council Member Removal: The Executive Council shall adhere to the following process and procedures for Executive Council member removal:

- 4.1.4.1 If an Executive Council member has missed two (2) consecutive Executive Council meetings without notifying the Chairperson in advance of the meeting, the Chairperson shall ask the Executive Council member by email or phone whether they wish to remain on the Executive Council.
- 4.1.4.2 If the member does not reply that they wish to remain on the Executive Council within one month and does not notify the Chairperson in advance, the member shall be considered to have resigned from the Executive Council, and the Chairperson shall notify the member in writing or via email of their removal from the Executive Council. The Vice-Chairperson is responsible to poll the Executive Council to invite a member to fill this position until the next annual election (see section 4.2.3.2.3). A removed Executive Council member shall have the right to appeal before the Executive Council for reinstatement. The removed member shall provide substantial reasons why they should not be removed in writing or via email within thirty (30) days. The Executive Council's vote shall be the final decision on the matter.

4.2 Officers

4.2.1 Officer Positions: The Executive Council officers shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. All shall have been Division members for at least one (1) year before seeking election. This shall not apply to the inaugural Executive Council members.

4.2.2 Officer Elections and Terms: The Executive Council shall adhere to the following process and procedures for election of officers:

- 4.2.2.1 Only current Division Members, that is, those who are APA members, not Division Affiliates, may be elected to Division Chairperson and Vice-Chairperson positions.

4.2.2.2 The term of office shall be three (3) years. If an officer is elected for a 3-year term that exceeds their current Executive Council term, their Executive Council term shall be automatically extended to conform with their Officer term.

4.2.2.3 Officers may be elected to serve no more than two (2) consecutive terms.

4.2.3 Officer Responsibilities: All officers are responsible for ensuring the Division meets requirements set by the APA Divisions Council. Individual officer responsibilities shall be as follows:

4.2.3.1 The Chairperson shall:

4.2.3.1.1 Call for, prepare the draft agenda, and preside at meetings of the Executive Council and Division.

4.2.3.1.2 Attend APA Leadership Meetings.

4.2.3.1.3 Attend meetings of the APA Divisions Leadership Council or designate a proxy to do so.

4.2.3.2 The Vice-Chairperson shall:

4.2.3.2.1 Have the power to discharge the duties of the Chairperson in the absence of the Chairperson.

4.2.3.2.2 Manage the functioning and delivery of all Committees.

4.2.3.2.3 Be responsible for annual elections and nominating Executive Council members mid-term, if necessary.

4.2.3.3 The Secretary shall:

4.2.3.3.1 Ensure that accurate and complete records and archives are maintained of the Executive Council and Division meetings (including lists of attendees and minutes), actions, publications, and membership. The Secretary may provide oversight of another Executive Council member's documentation of meetings and actions.

4.2.3.3.2 Ensure that records and archives are passed to the next Secretary.

4.2.3.3.3 Ensure that a digital file of each newsletter is submitted to the Association's national office.

4.2.3.3.4 Will set up meetings and be responsible for meeting logistics (virtual or in-person) and meeting notification as specified in 5.2.3 and 5.3.2.

4.2.3.4 The Treasurer shall:

4.2.3.4.1 Ensure the preparation of an Annual and 5-year budget.

4.2.3.4.2 Monitor the financial actions of the Division and provide financial reports to the Executive Council not less than quarterly.

4.2.3.4.3 Ensure that the Division meets other fiduciary responsibilities to the APA.

4.3 Standing Committees

4.3.1 Standing Committees: The Division shall have Standing Committees to ensure the Division meets the requirements of an APA Division. Standing Committees shall be as follows:

- 4.3.1.1 Tribal and Indigenous Recruitment
- 4.3.1.2 National Planning Conference Sessions
- 4.3.1.3 Communications and Outreach
- 4.3.1.4 Annual Work Plan and Annual Report
- 4.3.1.4 Legislative

4.3.2 Standing Committee Membership and Officers: Standing Committees shall be comprised of at least one (1) Executive Council member and other Division Members or Affiliate members who volunteer to serve on the Standing Committee. Standing Committees may elect a Committee Leader from within the Standing Committees membership. Division Officers may serve on Standing Committees.

4.3.3 Additional Committees: The Executive Council may create additional Committees to serve the goals, strategies, and actions of the Division and meet the requirements set or recommended by the APA and the APA Divisions Leadership Council.

5. Meetings

5.1 Executive Council Meetings: The Executive Council shall adhere to the following process and procedures for Executive Council meetings:

- 5.1.1 The Executive Council shall meet not less than four (4) times per year, approximately once per quarter.
- 5.1.2 The Officers shall set the meeting date and notify Executive Council members of the date not less than three (3) weeks before the meeting and distribute the agenda and all materials related to the agenda to the Executive Council at least one (1) week before the meeting, except in the event of a special meeting.
- 5.1.3 The Officers may hold meetings remotely (online or by conference call).
- 5.1.4 The Officers will notify all Division Members and Division Affiliates of Executive Council meetings, and Division Members and Division Affiliates may attend meetings open to the full membership.

5.2 Annual Membership Meeting: The Division shall hold an annual membership meeting, adhering to the following process and procedures:

- 5.2.1 The Division shall hold an annual membership meeting during the APA National Planning Conference, or other conferences as determined by the Division Executive Council.
- 5.2.2 If the National Planning Conference, or other conference, is held in-person, the Division shall hold the annual membership meeting in-person but may allow remote participation (online or by conference call). If the National Planning Conference, or other conference, is held virtually, the Division shall hold the annual membership meeting virtually (online or by conference call).

5.2.3 The Executive Council Secretary shall ensure that notice of the annual membership meeting is distributed by email to the Full Division Membership list at least thirty (30) calendar days prior to the meeting.

5.3 Special Executive Council or Full Membership Meetings: The Division may hold special Executive Council or Full Membership meetings adhering to the following process and procedures:

5.3.1 Special Executive Council or Full Membership Meetings may be held when ordered by the Chairperson; or, in the case of the Chairperson's absence, death or disability, the Vice-Chairperson; or a majority of the Executive Council; or, by petition of ten (10) percent of Division members.

5.3.2 The Executive Council Secretary shall ensure that notice of meeting is distributed by email at least seven (7) calendar days prior to the meeting.

6. Finances

6.1 Dues: Dues shall be consistent with the APA division dues schedule for all categories. Dues are collected by the Association and are rebated to the Division by the Association.

6.2 Non-Dues Receipts: Subject to approval by the Executive Council, the Division may accept contributions, donations, and grants. The Executive Council 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.

6.3 Contracts: The Division shall not enter contracts or obligate the Division financially or in name if said obligation or contract exceeds \$500 and is not described and proposed in an approved annual work plan and Division budget. All agreements, partnerships with outside organizations or individuals, or previously unidentified expenses shall be submitted to the APA prior to any action being taken.

6.4 Reimbursement for Event Attendance: The Division shall identify and include costs of reimbursement of travel and lodging for all required Division activities, in the Division Work Plan and Budget, in conformance with the APA Divisions Leadership Council Travel Policy.

7. Branding

7.1 Branding: The Division shall adhere to the following process and procedures for branding:

7.1.1 The Division shall utilize developed 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, as “a Division of the American Planning Association;” and with the uniform logotype of the Association.

7.1.2 The Division shall also include its own branding, logos, or imagery for publications and media produced by or for the Division, recognizing the value and validity of Indigenous visual themes in encouraging equity, diversity, and inclusion.

8. Public Representation

8.1 Representation: The Division and its members shall adhere to the following process and procedures for public representation of the APA and the Division:

8.1.1 No member, except the Executive Council Chairperson or Vice-Chairperson by virtue of their elected status, shall represent the Division or Division policy without obtaining the approval of the Executive Council in writing (including email).

8.1.2 No member shall represent the APA without obtaining the approval of the Executive Council as well as the APA Executive Director in writing (including email).

9. Right to Privacy

9.1 The Division, Executive Council members, and Officers will fully respect member anonymity with regards to billing and other Division activities. The Division, Executive Council members, and Officers will provide members with the opportunity to opt out of inclusion in division membership directories.

10. Amendment or Replacement

10.1 The Division shall adhere to the following process and procedures to amend or replace its bylaws:

10.1.1 The Division may amend or replace its bylaws no more than twice a year.

10.1.2 Proposed amendment or replacement of bylaws may be proposed by either the Executive Council or by a petition signed by at least ten (10) Division Members or Division Affiliates.

10.1.3 A copy of proposed bylaws or amendments shall be filed in writing or via email with the Association's national office for review before distribution to members for adoption. If no response is received from the Association within fourteen (14) calendar days from perfection of service, the Division may proceed with its adoption of the proposed amendments or replacement of bylaws as drafted.

10.1.4 The Secretary shall submit the proposed amendments or replacement bylaws to the Full Division Membership for consideration.

10.1.5 Bylaws may be amended by a vote of the Executive Council after a public comment period of at least thirty (30) calendar days open to member comment has been conducted.

10.1.6 Once approved, the current bylaws shall be filed with the Association's national office.