Proposed Bylaws Revisions

Below are a series of proposed revisions to APA’s bylaws, approved by the APA Board of Directors. The purpose of these changes is to simplify the language and make it consistent with current association practices. APA bylaws and Washington, DC nonprofit law, as well as to make the organization more flexible, agile, and member-responsive. Additions are shown in underlined text, deletions in strikethrough. Final action on these revisions is planned for the 2017 National Planning Conference.

Rationale for changes, by section:
Section 1 – General: Removed some provisions which are not typically appropriate for bylaw provisions. Section 2 – Members: Most edits here are intended to clean up the language and clarify the meaning and allow greater flexibility. Section 3 – Institutes of the Association: Materially unchanged. Section 4 – Board of Directors: Clarification of sometimes ambiguous language regarding powers and composition, terms of office. Reordered provisions in some cases, to be in a more logical order. Addition of the three council chairs as board directors. Section 5 – Officers: Edits to make language cleaner, one appointed staff position (the assistant secretary/treasurer) was removed as officer of the association; as an unnecessary designation. Other changes here offer more flexibility for the timing of certain processes, and address vacancies in a more thorough manner. Section 6 – Elections: Edits to clarify and render some language about the election process, which remains unchanged. Section 7 – Committees and Task Forces: Simplified some very detailed descriptions, removed some language about committee and task force composition which will be moved into APA Board Policy Manual. Added some standing committees; combined Nominator and Election Committees. Section 8 (new) – APA Foundation: Basic description of APA Foundation and its composition and mission. Section 9 – Chapters: Some language reorganized and clarified, and some unnecessary provisions removed. Other changes made at Chapter Presidents Council Executive Committee’s suggestion, or to bring bylaws up to date with current practices. Section 10 – Divisions: Minor changes to make bylaws consistent with longstanding practice, with input from Divisions Council Executive Committee. Section 11 – Student Representatives: Minor updates to reflect recent changes made by Student Representative Council Executive Committee to make planning Student Organization recognition more open and inclusive. Section 12 – National Planning Policy: Some minor language changes, to reflect current practice in policy guide. Section 13 – Amendment: Provisions to allow electronic publication in the future.

THE AMERICAN PLANNING ASSOCIATION
CORPORATE BYLAWS

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2. MEMBERS

2.1 Eligibility

Any person shall be eligible for membership in the Association if that person satisfies the criteria permitted in Section 6.2.1(a) and Section 6.2.2, and one other criterion in Section 6.2.3.6.2.4. Membership in an associated organization shall not be subsidized by APA dues.

2.2 Directorship Terms

The Board of Directors shall serve terms of six years. The term of the Director shall be as stated in the Bylaws of AICP. The Bylaws of AICP shall be published with the Bylaws of the Association.

3. INSTITUTES OF THE ASSOCIATION

3.1 The American Institute of Certified Planners shall be an Institute of the Association. The Bylaws of AICP shall be published with the Bylaws of the Association.

3.2 Other Institutes with Commissioners may be formed from time to time on the request of such Institute. The Board shall authorize the collection of dues or fees from members of the Chapters and Divisions of such Institute as may be duly established respectively by the Chapters or Divisions in accordance with Section 2.3.2 and by the Divisions in accordance with Section 3.3.4.3.4.

4. BOARD OF DIRECTORS

4.1 The Board of Directors shall be the governing body of the Association.

4.2 Powers and Composition

The Board of Directors shall have the power to act for the Association for the transaction of business at any meeting, and shall be subject to the Articles of Incorporation, the Bylaws of AICP, and the Bylaws of the Association.

4.3 Composition

(a) The twelve members of the Board of Directors shall be elected by the members of the Association, who vote shall be taken either as a result of a petition signed by at least five percent of the members, or the results of the Annual Meeting in a publication of the Association, or by another communication that is transmitted to each member at least two months before the meeting.

(b) Systematic communication between the Association and members, including the required exchange of views on policies and programs, is of value to the Association, and the Executive Director shall notify members of the place, date, and time of the Annual Meeting in a publication of the Association, or by another communication that is transmitted to each member at least two months before the meeting.

4.4 Quorum

A quorum of the Board of Directors shall be constituted by the presence of at least five members, unless otherwise provided in the Articles of Incorporation or these Bylaws. The presence of the President and a majority of the Board of Directors shall constitute a quorum of the Board of Directors for the transaction of business at any meeting.

4.5 Action Without an Interactive Meeting

(a) The two elected officers of the Association identified in Section 5.1 of these Bylaws, i.e., the President and the President-Elect, shall be constituted in accordance with Section 3.4.2. Members of the Association shall be entitled to participate in the Annual Meeting of the Board of Directors for the transaction of business at any meeting held in executive session unless the Board votes otherwise by a three-fourths vote of the Directors present.

(b) One Director shall be elected at-Large by the Association to be provided to an associated organization shall not be subsidized by APA dues.

(c) No person shall serve more than one term as APA President, one term as AICP President, and a total of two elected four-year terms each on the Board of Directors and AICP Commission. These term limits do not include service as council chair.

4.6 Conduct of Meetings

4.6.1 The Executive Director, in consultation with the President, shall prepare the agenda for Board meetings. The President or, in the President’s absence, the President-Elect, shall act as Chair of the Board. The President shall adjourn any meeting to which they are applicable, and in which they are not consistent with Robert’s Rules of Order.

4.6.2 The Executive Director, in consultation with the President, shall prepare the agenda for Board meetings. The President or, in the President’s absence, the President-Elect, shall act as Chair of the Board. The President shall adjourn any meeting to which they are applicable, and in which they are not consistent with Robert’s Rules of Order.

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4.7 Election of Officers

4.7.1 Elections shall be held at such times and places as are determined by the Board. One officer shall be elected to each office, and each officer shall serve a term of five years or one term as APA President, one term as AICP President, and a total of two elected four-year terms each on the Board of Directors and AICP Commission. These term limits do not include service as council chair.

4.8 Term Limits

No term limits shall be imposed on any term of office.
An action may be taken by the Board of Directors without an interactive meeting if each director signs a consent in the form of a record describing the action to be taken and delivers it to the Association.

4.11 Directors: Removal of Directors

A Director may be removed from office for cause, as determined by a majority of the remaining Directors with no Director present whose action must be taken by the Executive Committee. However, in the judgment of four-fifths of the Board of Directors, the best interest of the Association will be served thereby. Cause for removal from office shall include, but not be limited to, conduct that reflects negatively upon the Association, a breach of professional ethics, conviction of a felony, or absence from two consecutive meetings of the Board without adequate justification in the judgment of the Board.

4.12 Directors: Vacancies

If a vacancy occurs on the Board of Directors by reason of the resignation, removal death or incapacity of any Director, the Board, using the standards for nomination set forth in Section 6.2, and, if applicable, Section 6.2.1, may appoint a member of the Association to fill the vacancy for the remainder of the term except that, if the vacancy is of the seat held by the AICP Commission President, the vacancy shall be filled pursuant to the Bylaws of AICP. Filling an unexpired term created by a vacancy shall not count toward the calculation of term limits under Article 4.

5. OFFICERS

5.1 Officers: Elected Officers and Terms

The two elected officers of the Association shall be a President and, in alternate years, a President-Elect or an Immediate Past-President. The President shall serve a two-year term which commences on January 1 of odd-numbered years. The President-Elect shall serve a two-year term which commences on January 1 following the conclusion of the President’s term. The President-Elect may choose to remain in office as President on January 1 of the year following completion of the President’s two-year term. Immediately upon the conclusion of the President’s two-year term, the President shall become the Immediate Past-President of the Association for a two-year term which will end upon the assumption of office by a President-Elect.

5.2 Officers: Appointed Officers and Terms

The appointed Officers of the Association shall be an Executive Director, a Secretary, and a Treasurer, the Executive Director, the Secretary, and the Treasurer shall serve two-year terms.

5.3 Officers: President’s Powers and Duties

The President shall preside at the meetings of the Board of Directors, of the Executive Committee, and of members. The President shall provide leadership on the development of the Board of Directors and shall prepare policies and objectives for consideration by the Board. The President shall have power to create, appoint and discharge employees of the Association and to receive recommendations for committee appointments from the Presidents of the Chapters and the Chairs of the Committee Presidents, Divisions and the Student Representatives Council. The President shall examine and report upon the programs of development of the Association and its implementation. The President shall call meetings and perform other duties required by these Bylaws and any additional duties that may be required by these Bylaws or assigned by the Board of Directors.

5.4 Officers: Powers and Duties of the President-Elect and Immediate Past-President

The President-Elect shall chair the Development Plan and Budget Committee. The President-Elect shall exercise the powers and duties of the President during the absence or incapacity of the President and shall perform such other duties as may be required by these Bylaws or assigned by the Board of Directors.

5.5 Officers: Powers and Duties of the Immediate Past-President

The Immediate Past-President shall exercise the powers and duties of the President during the absence or incapacity of the President and the President-Elect, and shall perform such duties as may be required by these Bylaws or assigned by the Board of Directors.

5.6 Officers: Secretaries and Treasurers: Powers and Duties of the Secretaries

The Secretary shall supervise the preparation of the minutes of all meetings of the Board of Directors, of the Executive Committee, and of the Association. The Secretary shall provide instructions and the corporate seal and shall affix it as required by these Bylaws. The Secretary shall perform such other duties as may be required by these Bylaws or assigned by the President or the Board of Directors.

5.7 Officers: Powers and Duties of the Treasurer

The Treasurer shall supervise the standards and form of financial records and statements, of the annual audit, and of the implementation of Board policies governing the management of the Association’s finances.

5.8 Officers: Executive Directors: Appointment, Powers, and Duties of the Executive Director

5.8.1 The Executive Director shall be appointed by the Board of Directors and shall serve an initial term, subject to such compensation and under such terms as the Board shall fix. The Board shall consult the AICP Commission with respect to the appointment of the Executive Director.

5.8.2 The Executive Director shall be the Chief Executive Officer of the Association. The Executive Director shall carry out the policies and directions of the Board of Directors and shall assist the Board in the development of policies and objectives for the Association.

5.8.3 The Executive Director shall prepare and submit to the Development Plan and Budget Committee, at the Committee’s request, a plan for the development of the Association, revising the plan most recently approved and projecting it forward as directed by the Committee.

5.8.4 The Executive Director shall consult with the President for the purposes of coordinating the Committees and Divisions of the Association. The Executive Director shall prepare a proposed budget for consideration by the Development Plan and Budget Committee, as directed by the Committee, and consistent with Section 7.15. Upon budget approval by the Board of Directors, the Executive Director shall have authority to spend the sums appropriated. The plan shall include:

(a) An analysis of the strengths and weaknesses of the Association’s programs and how well it is fulfilling its mission;
(b) Proposed activities to be pursued as strategic priorities for the following three to five years;
(c) General program elements for the following year, involving individually-budgeted products or services, in implementation of the strategic plan, for each region of the Association;
(d) Specific criteria or indicators for each program element as the basis for determining staff execution of priority activities and;
(e) Such other items as the Committee may direct.

5.8.5 The Executive Director shall be responsible for the funds and records of the Association and for executing the actions of the Board. The Executive Director shall appoint and discharge employees of the Association and shall fix their compensation within the limits permitted by the budget. The Executive Director may enter into agreements on behalf of the Association subject to the budgets and administrative policies adopted by the Board. The Executive Director shall perform all other duties required by these Bylaws or assigned by the President or Board of Directors.

5.9 Officers: Vacancies

5.9.1 If the office of President becomes vacant, the President-Elect shall succeed to that office for the remainder of the term as well as for the following term. Vacancies in the office of President-Elect shall not be filled.

5.9.2 If the office of Secretary or Treasurer becomes vacant, the next elected President of the Association shall appoint a Secretary from among the Directors to serve for the remainder of the term except that: if the vacancy is of the seat held by the AICP Commission President, the vacancy shall be filled pursuant to the Bylaws of AICP. Filling an unexpired term created by a vacancy shall not count toward the calculation of term limits under Article 4.

5.9.3 If a vacancy occurs on the Board of Directors by reason of the resignation, removal death or incapacity of any Director, the Board, using the standards for nomination set forth in Section 6.2, and, if applicable, Section 6.2.1, may appoint a member of the Association to fill the vacancy for the remainder of the term except that, if the vacancy is of the seat held by the AICP Commission President, the vacancy shall be filled pursuant to the Bylaws of AICP. Filling an unexpired term created by a vacancy shall not count toward the calculation of term limits under Section 4.

6. ELECTIONS

6.1 Elections: Electoral Regions

The Board of Directors shall establish six Electoral Regions for the purposes of this Section. Regions shall be reasonably equal in numbers of members and shall not divide the area of a Chapter and shall be relatively contiguous.

6.2 Elections: Candidates to be Nominated

6.2.1 The candidates for President-Elect shall be nominated by the Nominating Committee in accordance with a schedule determined by the Board of Directors. Nominations may be preceded by an announcement describing the qualifications for that position, and reasons for seeking that position, by the Nominating Committee.

6.2.2 The candidates for the Office of President-Elect for each year in which there is an election for this office.
One At-Large Board member shall be nominated, certify the count. The Executive Director shall distribute Review the reports of the Nominating Committee and
6.2.2 The Nominating Committee shall consider balance in the election shall proceed with the remaining candidate(s). be held in
6.2.4 The Nominating Committee shall report its candidates to the Executive Director according to a schedule adopted by the Board of Directors. The Executive Director shall publish their names, biographical data, and brief position statement of each candidate for each position according to a schedule adopted by the Board. This publication shall be accompanied by an announcement of procedure for nomination by petition.
6.3 Elections: Nominations by Petition
6.3.1 Election: Candidates to be Nominated: General Criteria
(a) Only candidates nominated by petition shall be included in the slate of candidates to be presented to the membership for election. No candidate shall have held an office in the Association within the past two years. No candidate shall have been a member of the Nominating Committee in the past two years. No candidate shall have been a member of the Executive Director’s staff in the past two years. No candidate shall have served as a member of the Board of Directors in the past two years. No candidate shall have been a member of the Board of Directors in the past two years.
(b) At least two candidates for each Directors to be elected in each Odd-Numbered Year shall be nominated in pairs, each pair to be presented on the ballot in the current election or in the next election.
7. COMMITTEES AND TASK FORCES
8.1 Foundation Mission

The purpose of the American Planning Association’s (APA) Foundation is to advance the art and science of planning through philanthropic activities that provide access to educational opportunities, enrich the public dialogue about planning, and build public support for planning.

8.2 Foundation Board

The APA Foundation will have primary responsibility for fundraising and increasing visibility of the work of the Foundation, and will provide oversight of Foundation operations. The Foundation Board will consist of seven to eleven members. They shall serve staggered three-year terms and will meet at least once a year. The immediate Past President, a current member of the APA Board of Directors, the APA Executive Director, or his or her designee, and up to five additional Foundation Board Directors, the APA Executive Director or his or her designee, and up to five additional Foundation Board Directors, the APA Executive Director or his or her designee, and up to five additional Foundation Board Directors, the APA Executive Director or his or her designee, and up to five additional Foundation Board Directors, shall serve ex officio. The Foundation Board Members shall have general oversight of the Foundation’s mission and shall be subject to ratification by the Board of Directors. This Committee will report to the Board of Directors.

8.3 Foundation Committees

The Foundation Board may also appoint a variety of committees to carry out aspects of the Foundation’s mission and purposes, such as fundraising and grant-making.

9. CHAPTERS

9.1 Chapters: Formation

Chapters of the Association may be established or dissolved in any part of the United States, its territories or possessions, in the Commonwealth of Puerto Rico, and in any part of Canada or Mexico. A petition for a new Chapter shall be signed by a majority of the members in the proposed Chapter area, not less than 100 members. The petition shall include proposed Chapter Bylaws and a short statement of purpose. A Chapter shall be founded upon approval of the petition by the Board of Directors. The Board of Directors, after reviewing the petition and recommendation by the President, has the right to establish a new Chapter and to determine the boundaries.

9.2 Chapters: Boundaries

Chapter boundaries may be changed by the Board of Directors. A change in boundaries shall not be made until:

(a) All members in the area affected have been sent a notice of the proposed changes and provided a reasonable period for the expression of their views, and

(b) The Chapter or Chapters affected have voted affirmatively on the proposed change.

9.3 Chapters: Bylaws and Names

9.3.1 Each Chapter shall adopt Bylaws to govern Chapter affairs. The Bylaws of the Chapter shall be described in the Bylaws. Chapter Bylaws shall be submitted to the Board of Directors for approval of the content and format, and amendments shall be submitted to the Board of Directors for approval.

9.3.2 Chapter Bylaws shall name each Chapter with a geographically-descriptive name as either “______ chapter of the American Planning Association,” or “the ______ planning association, a chapter of the American Planning Association.” Each name must be approved by the APA Board of Directors before it becomes effective. In conformity with the naming convention must be approved by the Board of Directors.

The name adopted by the Chapter shall be described in the Bylaws.

Each Chapter shall adopt the Bylaws of the Chapter along with such additional Bylaws and amendments as it shall adopt from time to time and to provide for the operation of the Chapter, and shall be subject to review and approval by the Board of Directors, and to be submitted to the Board of Directors for approval.

9.4 Chapters: Purposes

The purpose of each Chapter shall be set forth in its Bylaws and shall be in accordance with the purposes of the APA, as set forth in the Bylaws, and to provide for the operation of the Chapter, and shall be subject to review and approval by the Board of Directors, and to be submitted to the Board of Directors for approval.

9.5 Chapters: Sections

9.5.1 Chapter Bylaws may provide for the subdivision of its activities into one or more geographic Sections as needed. If the Bylaws do not provide for Sections, they may be created and amended by the Board of Directors of the Chapter. A Section shall be deemed to have been organized upon petition signed by at least two-thirds of the eligible members of the proposed Section. Each petition shall specify the territory proposed for the Section and be signed by at least two-thirds of the members whose address of record is located in the territory proposed to be included in the proposed Section.

9.6 Chapters: Members

Each member of the Association shall be a member of the Chapter serving the area in which the member’s address of record is located. A member whose address of record is outside the United States and is not within any Chapter area may choose membership in any Chapter. Chapters may have Chapter-only members. A Chapter-only member shall not receive national membership services and shall not participate in any actions or elections or hold any office in the Association, nor shall Chapter-only members represent themselves as members of the Association. Chapter-only members may be elected to, or hold, a Chapter office other than Chapter President, President-Elect or Professional Development Officer. The name and address of the member shall be removed from the roster of the Association.
109.2 Divisions: Creation or Combination

Executive Director:
or to combine existing Divisions, upon recommendation of the Divisions

The principal purposes of a Division shall be:

910.1 Divisions: Principal Purposes

monitoring and reporting on chapter performance.

Executive Director consistent with the work program and budget of the

members. Such rules may provide a weighted vote, in giving expression

Immediate Past-Presidents of Chapters and current members of the

Executive Committee members, and for the conduct of meetings.

Vice-Chair, for the election or appointment of other Officers and

Council shall adopt rules of procedure for the election of a Chair and

body to advise the Board of Directors, and to exchange views and

89.12 Chapters: Chapter Presidents Council

and maximums for such additional dues and assessments.

Chapters on a per-capita membership basis. A Chapter may establish

recommendation of the Chapter Presidents Council, shall establish from

The Board of Directors, after receiving and considering the

transmission. Chapter publications shall be identified with the full name

be by mail, electronic mail or any other means of electronic or telephonic

Director of the Association at the time of distribution. Transmission may

results of all elections voting by Chapters shall be filed with the

Executive Director and shall specify the quorum and the number voting

for each candidate or “no vote” on each question. Bylaws shall specify

an parliamentary procedure.

89.10 Chapters: Publications

109.4 Divisions: Bylaws

Division member may serve more than two terms as Chair of any single

Division. Transmissions may be by mail, electronic mail or any other

means of electronic or telephonic transmission.

89.6 Division: Activities

Each Division shall prepare and maintain a minimum plan of development based upon an assessment of the state of planning in its

sector, needs for research, relations with government programs, and

relations with other organizations or “no vote” on each question. Bylaws shall specify an parliamentary procedure.

10.10 Chapters: Finances

The Board of Directors, after receiving and considering the recommendation of the Chapter Presidents Council, shall establish from time to time, uniform basic Chapter dues which shall be remitted to all Chapters on a per-capita membership basis. A Chapter may establish dues or assessments beyond the basic Chapter dues; provided, however, that the Board of Directors may from time to time establish minimums and maximums for such additional dues and assessments.

89.17 Chapters: Officers

A Council of all the incumbent Presidents of Chapters shall meet as a body, to advise the Board of Directors, and to exchange views and information on matters of common concern. The Chapter Presidents Council shall adopt rules of procedure for the election of a Chair and Vice-Chair, for the election of other Officers and Executive Committee members, and for the conduct of meetings. Immediate Past-Presidents of Chapters and current members of the Council Executive Committee are eligible to stand for election to the

immediate Past-Presidents of Chapters and current members of the

109.5 Divisions: Members, Affiliates and Dues

Division. Transmissions may be by mail, electronic mail or any other

means of electronic or telephonic transmission. 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. Divisions shall file at least one copy of each publication or report with the Executive Director.

89.7 Chapters: Meetings

The Board of Directors shall hold at least one meeting of members and one meeting of its Board of Directors each year. Chapter Bylaws shall provide for the frequency and nature of meetings and for the provision of reasonable notice of meetings.

89.9 Chapter: Officers and Executive Committee: Leadership Structure

Chapter Bylaws shall provide for a leadership structure, which may include a Board of Directors, Officers, an elected or appointed Executive Director and an elected or appointed Planning Officials Development Officer.

Chapter Bylaws shall provide for the procedures for election of officers and the conduct of all voting. Election of Chapter officers shall be by mail ballot, or if not prohibited by State law, by any other secure electronic or telephonic transmission. A quorum shall be set as five to 25 percent of the Chapter’s members. The quorum shall not apply to mail ballots for the election of officers. All members shall have equal voting rights. The results of all elections voting by Chapters shall be filed with the Executive Director and shall specify the quorum and the number voting for each candidate or “no vote” on each question. Bylaws shall specify an parliamentary procedure.

Division shall adopt Bylaws that will not conflict with the Articles of Incorporation, the Bylaws of the Association or model bylaws prepared by the Executive Director and approved by the Board. All proposed Bylaws or amendments shall be sent to the Executive Director for review prior to their adoption. A copy of every Bylaw or amendment adopted by a Division shall be filed promptly with the Executive Director. No Division member may serve more than two terms as Chair of any single Division. Transmissions may be by mail, electronic mail or any other means of electronic or telephonic transmission.

89.8.2 Chapters: Officers and Executive Committee: Elected or Appointed Officers

Chapter Bylaws shall provide for other Officers as required. Such Officers may be elected or appointed as specified in Chapter Bylaws, such as an elected or appointed Professional Development Officer and an elected or appointed Planning Officials Development Officer.

Chapter Bylaws shall provide for the procedure for election of officers and the conduct of all voting. Election of Chapter officers shall be by mail ballot, or if not prohibited by State law, by any other secure electronic or telephonic transmission. A quorum shall be set as five to 25 percent of the Chapter’s members. The quorum shall not apply to mail ballots for the election of officers. All members shall have equal voting rights. The results of all elections voting by Chapters shall be filed with the Executive Director and shall specify the quorum and the number voting for each candidate or “no vote” on each question. Bylaws shall specify an parliamentary procedure.

89.8.1 Chapters: Officers and Executive Committee: Elected Officers

 Officers may be elected or appointed as specified in Chapter Bylaws, Chapter Bylaws shall provide for a leadership structure, which may include a Board of Directors, Officers, an elected or appointed Executive Director and an elected or appointed Planning Officials Development Officer. Such rules may provide a weighted vote, in giving expression to the views of the Immediate Past-Presidents of Chapters and current members of the Executive Committee members, and for the conduct of meetings. Immediate Past-Presidents of Chapters and current members of the Council Executive Committee are eligible to stand for election to the

immediate Past-Presidents of Chapters and current members of the

109.6 Divisions: Activities

and sharing technical information, and to serve as a concentrated scholarly or professional practice research

important information needs of APA members, aAt regular intervals, each Division shall provide substantive activity in its sector and make recommendations to the Board of

Division. Transmissions may be by mail, electronic mail or any other

means of electronic or telephonic transmission. 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. Divisions shall file at least one copy of each publication or report with the Executive Director.

109.3 Divisions: Incorporation

such as an elected or appointed Professional Development Officer and

such elected Officers as may be required including a President. The Officers specified in this Section shall be elected.

89.2 Chapter: Officers and Executive Committee: Elected or Appointed Officers

Chapter Bylaws shall provide for other Officers as required. Such Officers may be elected or appointed as specified in Chapter Bylaws, such as an elected or appointed Professional Development Officer and an elected or appointed Planning Officials Development Officer.

Chapter Bylaws shall provide for a leadership structure, which may include a Board of Directors, Officers, an elected or appointed Executive Director and an elected or appointed Planning Officials Development Officer. Such rules may provide a weighted vote, in giving expression to the views of the Immediate Past-Presidents of Chapters and current members of the Executive Committee members, and for the conduct of meetings. Immediate Past-Presidents of Chapters and current members of the Council Executive Committee are eligible to stand for election to the

immediate Past-Presidents of Chapters and current members of the

109.1 Division: Principal Purposes

The principal purpose of a Division shall be:

(a) To contribute to the advancement of techniques and the competence of its members in a generally recognized sector of substantive planning by performing concentrated scholarly or professional practice research and sharing technical information, and to serve as a selective clearinghouse, guide, and resource.

(b) To afford Members with a common interest in a specific component of planning, the opportunity to share their experiences and concerns and to promote their common goals through meetings, surveys, research, publications and participation in APA public policy efforts.

109.7 Divisions: Creation or Combination

The Board of Directors shall have the authority to create a new Division or to combine existing Divisions, upon recommendation of the Division Presidents. Proponents of a new or combined Division shall forward their proposals to the

Executive Director:

(a) The name and specific purpose(s) of the proposed Division;

(b) The need for the proposed Division;

(c) A two year and a five year development plan which the proposed Division will use to achieve its purpose(s);

(d) A proposed budget for the first two years of its operation;

The proposed bylaws;

(a) A statement indicating how it meets the adopted performance criteria and procedures of the Divisions Council; and

(f) A list of present or prospective members who have signed statements that they will apply for membership in the Division.

The Executive Director shall review and make the contents of the

proposed Division known to the appropriate bodies of the Association.

109.11 Student Representatives: Planning Student Organizations

A Planning Student Organization (PSO) is a group of APA student members at a university or college. The bylaws of rules, if any, of a PSO must be consistent with the Bylaws of the APA as

and the PSO in which the PSO is located. The President or the

Chair of the Student Representative shall provide a statement of the

requirements for continuation of registration, chapters may allow PSOs to become Chapter Sections.

109.10 Student Representatives

There shall be two types of Student Representatives:

(a) The elected Student Representative of each PSO; and

(b) An At-Large Student Representative elected in accordance with rule 2 above.

109.9 Student Representatives: Representative Councils

A Council of all the incumbent Student Representatives shall adopt rules of procedure for the conduct of communication among the Representatives, for the nomination and election of a Chair and Regional Representatives, and for the development of advice to the Board and to the Association on the conduct of services to students and on the evolving character of the profession.

109.8 Student Representatives

There shall be two types of Student Representatives:

(a) The elected Student Representative of each PSO; and

(b) An At-Large Student Representative elected in accordance with rule 2 above.

109.7 Student Representatives

A Council of all the incumbent Student Representatives shall adopt rules of procedure for the conduct of communication among the Representatives, for the nomination and election of a Chair and Regional Representatives, and for the development of advice to the Board and to the Association on the conduct of services to students and on the evolving character of the profession.

109.6 National Planning Policy

There shall be a delegate assembly, conferences convened at least once

every two years for the purpose of developing national planning policy

recommendations. A delegate assembly, conferences convened at least once

every two years for the purpose of developing national planning policy

recommendations.
Proposed AICP Bylaws Revisions

The AICP Commission Executive Committee has met in a series of conference calls, and the proposed changes to the AICP Bylaws outlined below have been approved for publication by the AICP Commission. They are published here for a 30-day member comment period. Comments on these proposed revisions should be sent to getinvolved@planning.org. Final action on these revisions is planned for the 2017 National Planning Conference.

The purpose of these changes is to simplify the language and make it consistent with current association practices, APA bylaws and Washington, DC non-profit law, as well as to make the organization more flexible, agile, and member-responsive. Additions are shown in underlined text, deletions in strikethrough.

Overall Rationale for Bylaws Revisions: Section 1 - General. Removed some provisions which are not typically appropriate for bylaw provisions and recognize accredited planning programs more generally beyond the Canadian Institute of Planners, specifically.

Section 2 - Membership. Most edits here are intended to clean up the language and clarify the meaning and allow greater flexibility.

Section 3 - Commission: Changes for consistency with APA bylaws including special meetings by electronic means, action without a meeting, grounds to remove a Commissioner from office. Clarifying language regarding “representing” regions. Section 4 - Officers. Edits to make language clearer. Section 5 - Much of the substance of this section was substituted with “Refer to 6.3 of the APA Bylaws”. Section 6 - Standing Committees and Task Forces. Simplified some very detailed descriptions, removed some language about committee and task force composition which will be moved into AICP Policy Manual. Section 7 - Rules of Reference to AICP Membership. Moved to AICP Policy Manual. Section 8 - Code of Ethics and Ethical Conduct. Changed to be consistent with the new AICP Code of Ethics and Professional Conduct procedures. Section 9 - Amendment: No material changes.

February 2015

THE AMERICAN INSTITUTE OF CERTIFIED PLANNERS

1. General

Proposed AICP Bylaws Revisions

1.1.21.1 It is referred to in these Bylaws as “AICP”.

1.2. General: Articles of Incorporation. The American Institute of Certified Planners is established pursuant to the Articles of Incorporation of The American Planning Association and derives its purposes, powers and authority therefrom. The American Planning Association is referred to herein as “the Association” or as “APA”.

1.3. General: Publication of APA. A “publication of APA” shall mean any publication that is mailed to the membership of the American Planning Association, at their addresses of record, without special charge.

1.4. General: Publication of AICP. A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.

1.5. General: Accredited Degree. AICP will recognize any accredited degree in planning awarded in a degree program accredited by the Planning Accreditation Board sponsored by AICP and the Association of Collegiate Schools of Planning. It will also recognize any degree in planning from a Canadian accredited degree program or from a degree program in another country that is a planning degree recognized by an accrediting authority consistent with recognized national planning certifications as referenced in 2.1(b)(6).

Amended by the AICP Commission February 2015

1.6. Management policies to implement these bylaws may be established by majority vote of the Commission, and may be maintained in an AICP Policy Manual.

2. Membership

2.1. Membership: Members. Members of AICP shall be members of the American Institute of Certified Planners pursuant to Section 7 and whose dues to APA and AICP are current and whose membership has not been terminated. See Note A. See Section 2.4.

Amended by the AICP Commission February 2015


Proposed AICP Bylaws Revisions

The purpose of the Commission is to be one of advocacy and action on behalf of the American Institute of Certified Planners. The Commission shall be responsible for the implementation of this By-law 2.2. Application Procedure.

No provision of the Bylaws or the By-law 2.2. Application Procedure shall be deemed to be a form or a requirement or approval, nor shall the approval of the Commission required by the By-law 2.2. Application Procedure be deemed to be a form or a requirement or approval or a requirement of the commission.

The American Planning Association is established pursuant to the Articles of Incorporation of The American Planning Association and derives its purposes, powers and authority therefrom. The American Planning Association is referred to herein as “the Association” or as “APA”.

A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.

A “publication of APA” shall mean any publication that is mailed to the membership of the American Planning Association, at their addresses of record, without special charge.

A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.

A “publication of APA” shall mean any publication that is mailed to the membership of the American Planning Association, at their addresses of record, without special charge.

A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.

A “publication of APA” shall mean any publication that is mailed to the membership of the American Planning Association, at their addresses of record, without special charge.

A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.

A “publication of APA” shall mean any publication that is mailed to the membership of the American Planning Association, at their addresses of record, without special charge.

A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.

A “publication of APA” shall mean any publication that is mailed to the membership of the American Planning Association, at their addresses of record, without special charge.

A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.

A “publication of APA” shall mean any publication that is mailed to the membership of the American Planning Association, at their addresses of record, without special charge.

A “publication of AICP” shall mean any publication that is mailed to the membership of the American Institute of Certified Planners, at their addresses of record, without special charge.
Amended by the AICP Commission February 2015

2.24 Membership: Qualifications

2.24.1 Eligibility for Membership: Member Eligibility.
To be eligible for certification as a member, an applicant shall:

a. be a member of APA;

b. be currently engaged in or have been engaged in professional planning as defined by the AICP Commission, and

c. have completed one of the following education/experience requirements:

(1) an accredited graduate degree in planning and two years of professional planning experience; or

(2) an accredited Bachelor’s degree in planning and three years of professional planning experience; or

(3) a non-accredited graduate degree in planning and three years of professional planning experience;

(4) associate graduate and undergraduate degrees and four years of professional planning experience; or

(5) eight years of professional planning experience; or

(6) be a full member in good standing of the Canadian Institute of Planners; or other national certifying Institute determined by the AICP Commission to maintain standards equivalent to AICP.

2.24.2 Reinstatement. Members whose membership has been terminated may be reinstated, subject to such rules and conditions as may from time to time be established by the Commission.

Amended by the AICP Commission February 2015

2.25 Membership: Member Certification.
Applicants who have received written notice of approval of eligibility shall have satisfied the education and professional planning experience indicated in Section 2.24 and have completed and passed the required examination, shall be certified as the member of AICP.

Amended by the AICP Commission February 2015

2.25.1 Content and Administration of Certification Examination.
The content and administration of certification examination shall be designed to evaluate the applicant’s understanding of, and ability to apply, knowledge central to the planning profession and elements of specialized areas of knowledge, as defined by the AICP Commission. The examination shall be given by AICP or its designated representative, AICP, or its designated representative shall accept the examination to determining the passing score.

Amended by the AICP Commission February 2015

2.25.2 Membership: Certification Maintenance.刚需
Certified planners are required to take professional development requirements as established from time to time by the Commission through the standards of Certification Maintenance.

Amended by the AICP Commission February 2015

2.25.3 Membership: Certification Maintenance Schedule.
Certified planners are required to take professional development requirements as established by the Commission from time to time. The reporting period and the minimum number and categories of credits required for Certification Maintenance will be established by the Commission from time to time.

Amended by the AICP Commission February 2015

2.26 Membership: Termination and Reinstatement.
2.26.1 Termination and Suspension. Members may be terminated or have their membership suspended for nonpayment of dues, delinquency to AICP or APA, for falsification of any application for membership or examination, for violation of the Code of Ethics and Professional Conduct, for violation of the Rules of Reference of AICP, or failure to complete successfully and timely any professional development requirements that may be established from time to time by the AICP Commission for retention of membership.

2.26.2 Reinstatement. Members whose membership has been terminated may be reinstated, subject to such rules and conditions as may from time to time be established by the Commission.

Amended by the AICP Commission February 2015

2.27 Membership: Dues.
2.27.1 Dues. The Commission shall establish from time to time the rates of AICP membership dues. The Commission may establish criteria for exemption from dues or lower rates of dues for those who are unemployed or retired from active employment.

2.27.2 Membership: Annual Meeting.

2.6.1 Annual Meeting.
There shall be in each calendar year an Annual Meeting of members for any purposes set forth in these bylaws, for the exchange of views of the membership, and for such other purposes as the Commission may deem appropriate. The Commission shall determine the place, date and time of each Annual Meeting.

2.6.2 Membership: Notice of Annual Meeting.
The Executive Director shall notify the membership of the place, date and time of the Annual Meeting in a publication of APA or of AICP at least two months before the Meeting.

2.6.3 Membership: Special Meetings.
A Special Meeting may be called by the Commission to be held in any calendar year at times and places to be determined by the Commission with the purpose of the Special Meeting.

2.7 Establishment of the College of Fellows.

2.7.1 Establishment. The AICP Commission may recognize AICP members for their exemplary leadership, high standards, outstanding accomplishments, or distinguished contributions to the advancement of the art and science of the planning profession by admitting them to the College of Fellows.

2.7.2 Designation. The Commission shall award the designation of Member of the College of Fellows to individuals who, through their contributions and accomplishments, advance the profession and distinguish their advanced contributions.

Amended by the AICP Commission February 2015

3. Commission

3.1 Commission: Powers and Composition.
The affairs of AICP shall be managed by an eight-member Commission that shall consist of a President, a President-Elect or an Immediate Past President, and six Commissioners. The Commissioners shall be AICP certified planners. The Commission shall be the governing body of the Commission, with the President holding the office of Chairman of the Commission.

Amended by the AICP Commission February 2015

3.2 Commission: Terms of Office, Office and Term Limits.

3.2.1 Terms of Office. Commissioners other than the President, the President-Elect and the Immediate Past President shall serve four-year terms on a staggered basis, so that three Commissioners are elected biennially, consistent with the election cycle in the APA bylaws. The terms of the elected Commissioners shall commence as established in the APA bylaws.

3.2.2 No member may serve more than one term as AICP President, one term as President-Elect, one term as Immediate Past President, and two terms as Commissioner.

Amended by the AICP Commission February 2015

3.3 Commission: Meetings.

3.3.1 Regular Meetings. There shall be at least two meetings of the Commission in any calendar year at times and places to be determined by the President of AICP. One of these meetings shall be held in conjunction with the annual meeting of the American Planning Association. Reasonable notice by mail or email shall be given of such meetings.

3.3.2 Special In-Person Meetings. At the Executive Director’s discretion, the President or Immediate Past President and six or more Commissioners may meet in conjunction with the Annual Meeting of the American Planning Association. Such meetings shall be held at a location designated by the President of AICP.

3.3.3 Special Meetings. By Electronic Means. The President or Immediate Past President, two Commissioners and the Executive Director, by written, electronic means or email, may meet in conjunction with the Annual Meeting of the American Planning Association. Such meetings may be held at a location designated by the President of AICP, and all Commissioners participating in the meeting can hear each other.

Amended by the AICP Commission February 2015
4.1 Officers. Election, Appointment and Terms.

3.13.4 Officers. All officers shall be elected by the members of the Commission at the Annual Meeting held in the odd-numbered years, and shall serve as President of AICP, the Commission.

3.3.4 Rules of Order. A majority of the members of the Commission may adjourn any meeting. A majority of the members of the Commission present at any meeting shall constitute a quorum of the Commission for the transaction of business at any meeting, subject to the provisions of Article III, Section 3.5, in the case of vacancies.

3.7 Commission. Vacancies. If a vacancy occurs on the Commission by reason of the resignation, removal, death or incapacity of any Commissioner, the Commission may elect an AICP member who meets the qualifications of the position to fill the vacancy for the remainder of the term of the Commissioner. The vacancy of a seat held by a Commissioner whose term is established in the APA bylaws. The President-Elect shall serve a term of two years, and shall succeed to the office of President for the following election.

3.8 Commission. Regional Representation Following Move of Commissioner Outside Region.

3.9 Commission. Professional Development Rebate. The AICP Commission may establish, from time to time, a uniform rebate, which may be remitted to all chapters on a basis per capita of AICP membership. Rebate funds shall be spent only for professional development purposes. Such expenditures shall be reported biennially by the chapters to the Commission.
6.1 Composition. There shall be an Executive Committee, consisting of the President, the President-Elect or the Immediate Past President, and six members elected by AICP members whose address of record is within the Region in which the candidate will represent if elected. Provided for in Section 5.1 and shall fall vacant, it shall remain vacant until occupied by the incumbent President subject to ratification by with the approval of the Commission. The Executive Committee which shall meet and the appointing President. If a Committee member is absent from two consecutive meetings or if such member resigns or is unable to fulfill his or her duties required of it in matters involving membership denial appeals, the Executive Committee shall have the authority to replace the Committee member by the appointing President. Members of the Committee may be reappointed for additional terms.

Amended by the AICP Commission February 2015

6.2 Candidate Qualifications and Election Procedures. Any candidate for election shall agree in writing to serve if elected; and (4) not be members of the Ethics Committee, other than the Immediate Past President, shall be selected by the Nominating Committee. The Nominating Committee shall report the nominations to the Executive Committee for its approval. If a Committee member is absent from two consecutive meetings or if such member resigns or is unable to fulfill his or her duties required of it in matters involving membership denial appeals, the Executive Committee shall have the authority to replace the Committee member by the appointing President. Members of the Committee may be reappointed for additional terms.

Amended by the AICP Commission February 2015

6.3 Responsibilities. The Executive Committee shall perform such duties related to the administration of the Commission as the Commission may expressly authorize. The Executive Committee may act on behalf of the Commission between meetings of the Commission when immediate action is required subject to ratification by the Commission at its next meeting.

Amended by the AICP Commission February 2015

6.4 Standing Committees and Task Forces. The AICP shall maintain the following Standing Committees and Task Forces: Nominating Committee, Ethics Committee, Membership Standards Committee, and Committee on Membership Standards. The Nominating Committee shall have the authority to replace the Committee member by the appointing President. Members of the Committee may be reappointed for additional terms.

Amended by the AICP Commission February 2015

6.5 Committees. Any candidate for election shall agree in writing to serve if elected; and (4) not be members of the Ethics Committee, other than the Immediate Past President, shall be selected by the Nominating Committee. The Nominating Committee shall report the nominations to the Executive Committee for its approval. If a Committee member is absent from two consecutive meetings or if such member resigns or is unable to fulfill his or her duties required of it in matters involving membership denial appeals, the Executive Committee shall have the authority to replace the Committee member by the appointing President. Members of the Committee may be reappointed for additional terms.

Amended by the AICP Commission February 2015

6.6 Standing Committees and Task Forces. In addition to the listed responsibilities, the President may give the committees a charge.
from the same Electoral Region, without the necessity of Commission approval. The College of Fellows Committee shall coordinate with the Planning Commission all necessary matters related to the Commission's approval of the College of Fellows.

Amended by the AICP Commission February 2015

6.7 Standing Committees and Task Forces: Exam Committee. Goals, objectives, and performance criteria for AICP certification and AICP Advanced Specialty Certification shall be established by the Commission. There shall be an Exam Committee responsible for establishing such criteria, which shall be consistent with the AICP certification and AICP Advanced Specialty Certification standards. The Exam Committee shall establish goals, objectives and performance criteria by AICP certification and AICP Advanced Specialty Certification standards. The Committee shall review and, if necessary, update the AICP examination and advanced specialty examinations at least every five years to ensure that they remain current, unbiased and represent knowledge central to the planning profession.

Amended by the AICP Commission February 2015

6.7.1 Composition and Term. There shall be a Community Assistance Planning Services Committee, or Community Assistance Planning Services Committee (CAPS), to advise the Commission on and provide oversight and guidance regarding community assistance planning services. It shall also provide guidance and assistance to AICP members and organizations that engage or work with community-based organizations or organizations that represent knowledge central to the planning profession. The Commission, at the time of appointment, shall determine the frequency of selection and induction of Fellows. When making reference to individual membership in the College of Fellows, do not refer to the position of Fellow of AICP. When making reference to individual membership in the College of Fellows, do not refer to the position of Fellow of AICP.

Amended by the AICP Commission February 2015

7. Code of Ethics and Professional Conduct

8.1: Code of Ethics and Professional Conduct

8.1.1 Applicability to Members. Members of AICP shall adhere to a Code of Ethics and Professional Conduct that is adopted by the Commission and that may be from time to time amended by the Commission.

8.2: Code of Ethics and Professional Conduct

8.2.1: Professional Conduct

8.2.2: Code of Ethics

8.2.3: Professional Conduct

8.3: Code of Ethics

8.3.1: Professional Conduct

Amended by the AICP Commission February 2015

8.4: Code of Ethics

8.4.1: Professional Conduct

Amended by the AICP Commission February 2015