

# **NEW YORK UPSTATE CHAPTER of the AMERICAN PLANNING ASSOCIATION**

## **BYLAWS**

Adopted in 1986, amended in September 1996, December 1998, December 2005, October 2009, January 2012, and November 2015.

### **ARTICLE I. NAME AND AREA**

**ARTICLE I.1** The name of this organization shall be the New York Upstate Chapter of the American Planning Association. The organization is a Chapter of the American Planning Association.

**ARTICLE I.2** The area served by the Chapter includes all counties New York State excluding Dutchess, Ulster, Orange, Putnam, Rockland, Westchester, Bronx, New York, Richmond, Kings, Queens, Nassau and Suffolk Counties.

### **ARTICLE II. PURPOSE AND MISSION**

The purpose of this Chapter shall be to facilitate the individual participation of members in the affairs of the American Planning Association and to further the purposes of the American Planning Association in the New York Upstate Chapter area. The mission of the Chapter is to serve and support the professional and citizen planning community in New York State and to improve the quality of life through the use of planning.

### **ARTICLE III. DEFINITIONS**

"APA" shall refer to the national level of the American Planning Association.

"AICP" shall refer to the American Institute of Certified Planners.

"Chapter" shall refer to New York Upstate Chapter of the American Planning Association.

"Chapter Bylaws" shall refer to the bylaws adopted by the Chapter Board in 1986 and revised from time to time.

"Chapter Board" shall refer to the Officers, Special Portfolio positions, and Student Representatives of the Chapter.

"Officer" shall mean voting members of the Chapter Board who are elected per Article V of these bylaws and Section Directors whom shall be ex-officio.

"Entire board" means the total number of Officers entitled to vote if there were no vacancies.

"Section" shall refer to the five geographic subsections in the Chapter identified in Article X of these bylaws.

"Section Director" shall refer to the elected or appointed directors of the five geographic subsections in the Chapter as articulated in Article X of these bylaws.

“Chapter-Only Member” shall refer to a person who has paid the Chapter-Only dues and who is not a member of APA.

#### **ARTICLE IV. MEMBERS**

**ARTICLE IV.1** All members of APA whose address of record is within the Chapter's geographic area shall be APA members of the Chapter. Members of APA whose address of record is outside the Chapter area may also become APA members of the Chapter upon notification to APA and payment of applicable dues and assessments.

**ARTICLE IV.2** All members of New York Upstate APA shall be assigned to a geographic Section of the Chapter based on the member's address of record. Chapter members may choose to participate in events of any Section, and may be considered ‘members’ of any Section upon notification to the Section.

**ARTICLE IV.3** National dues for APA Members shall be set by APA. Chapter dues and assessments shall be set by an affirmative vote of a majority of the officers of the Chapter Board provided that notice of the proposed change in dues has been given to the Chapter membership at least thirty days prior to the vote of the Chapter Board. APA shall collect National and Chapter dues. The Chapter shall set and collect annual dues for Chapter-Only Members.

**ARTICLE IV.4** Chapter memberships will be terminated upon termination of APA membership. Chapter-Only memberships will be terminated if the member fails to pay annual dues set for Chapter-Only Members.

**ARTICLE IV.5** Persons who are not members of APA may become Chapter-Only members upon payment of the established Chapter-Only dues. Chapter-Only members are eligible to vote in Section elections. Chapter-Only members with an e-mail address on file with the Chapter will receive the Chapter newsletter and member e-mail communications about upcoming planning programs and training. Chapter-Only members are eligible for Chapter rates for the annual Chapter conference and for “member” rates at other Chapter and Section sponsored events and meetings. Chapter-Only members are not members of the American Planning Association, and are not eligible for any of the benefits exclusive to APA members, such as *Planning* magazine, member rates at the national APA conference or AICP membership. AICP Planners must be members of APA.

#### **ARTICLE V. OFFICERS**

**ARTICLE V.1** The Officers of the Chapter shall be a President, a Vice President, a Director of Legislative Affairs, a Secretary, a Treasurer, a Professional Development Officer, a Membership Officer, a Public Relations Officer, an Education Officer, a Member-At-Large, Officer Emeritus, and the Section Directors of the five Geographic regions within the Chapter whom shall be ex-officio. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Chapter, assigned by the Board, or those duties that are customary to their respective offices.

**ARTICLE V.2** The Chapter's election cycle and dates will follow that of the American Planning Association's Bylaws. The officers shall be elected by electronic ballot to serve for two years or until their successors are elected, and their term of office shall begin at the Chapter's annual membership meeting but not later than October 1 in even-numbered years.

**ARTICLE V.3** No Chapter member shall be eligible to serve more than two consecutive 2-year terms in the same office, with the exception of the Director of Legislative Affairs, the Professional Development Officer, and the Treasurer. The Treasurer may not serve more than four consecutive 2-year terms.

**ARTICLE V.4** A Nominating Committee of not less than three members of the Chapter shall be appointed by the President, subject to approval of the Board. At least one member of the Nominating Committee shall be a current Officer of the Chapter Board. The Nominating Committee shall nominate at least one candidate and no more than two candidates for each Chapter office. For the Chapter's special portfolio positions, the Nominating Committee shall solicit nominations from the New York Planning Federation for the Office of Planning Official Development Officer, from the New York State Association of County Planning Directors for the position of Liaison to the Association of County Planning Directors, and from the Ontario Professional Planners Institute for the office of Canadian Officer. All persons nominated shall be APA and New York Upstate Chapter members. Only members that have served as the President of the Chapter can be nominated for Officer Emeritus. Chapter-Only members are not eligible to hold a Chapter office. The Nominating Committee shall take into consideration the desirability of nominating candidates for office who will be representative of the entire geographical area of the Chapter.

**ARTICLE V.5** The Chapter election cycle and dates will follow that of the American Planning Association Bylaws. A Nominating Committee shall be appointed by the President by March 1; call for nominations will be distributed by that committee by May 1. All nominations shall be received by June 1. The Nominating Committee shall submit to the Chapter Board its list of nominations for Chapter Officers by June 30. Any Chapter member eligible to hold office shall be placed on the ballot by the Nominating Committee if a petition signed by not less than ten Chapter members nominating said Chapter member is received by the Nominating Committee by July 1. The American Planning Association will distribute electronic ballots and tally results of elections on the Chapter's behalf. Ballots are distributed in August and results announced in September. Officers shall be elected by the affirmative vote of a plurality of those Chapter members actually voting. The results of the election shall be posted on the Chapter website and published in the next issue of the Chapter Newsletter following the vote. Elected candidates shall officially take office on October 1, or at the chapter's annual conference, following the election.

**ARTICLE V.6** If, due to unforeseen circumstances, the Chapter Board finds that the election timetable set forth in this Section cannot be followed, the Committee may depart from the timetable, provided that an attempt is made to conform as closely as possible to the required election timing.

**ARTICLE V.7** An elected Officer of the Chapter may be removed from office by the Board if the officer has had three consecutive unexcused absences from Chapter Board meetings or for non-performance of duties as specified in these Bylaws as determined by the Chapter Board. At least two consecutive Chapter Board meetings shall be required to enact such a motion: the first shall be for the making of the motion and the submission of grounds, and the second shall be for the consideration of a response by the Officer so charged, with a two-thirds vote of the Officers of the Chapter Board required to sustain the motion. Proxy votes do not satisfy attendance requirements.

**ARTICLE V.8** The Officers shall elect a qualified member to serve the un-expired term of any office vacated, except President, in which case the Vice President becomes President.

## **ARTICLE VI. DUTIES OF OFFICERS**

**ARTICLE VI.1 President.** The President shall lead the Chapter and Chapter Board to carry out the Chapter mission, oversee Chapter Board activities, provide liaison to APA, and represent the Chapter on the Chapter Presidents Council, appoint and oversee the newsletter editor, and create, appoint and discharge all Chapter committees including designating their chairs unless otherwise provided in these bylaws.

**ARTICLE VI.2 Vice President.** The Vice President shall coordinate activities with other planning organizations, coordinate the annual awards program, and work with the Sections on running the annual conference, and carry out other duties as assigned by the President. The Vice President, in the absence of, or in the event of the incapacity of, the President, shall assume the duties of the President.

**ARTICLE VI.3 Director of Legislative Affairs.** The Director of Legislative Affairs shall monitor and prepare responses to state and national legislative proposals and work with other organizations to address planning-related legislative issues.

**ARTICLE VI.4 Secretary.** The Secretary shall maintain attendance records and keep minutes of all Chapter Board meetings, maintain copies of all official correspondence, and maintain accurate addresses and phone numbers of all Chapter Board members. The Secretary shall also assist the Board President in developing agendas, bring printed materials such as agendas and previous Board meeting notes to each Board meeting, and assist in posting Board approved information to the Chapter website.

**ARTICLE VI.5 Treasurer.** The Treasurer shall receive and disburse all Chapter funds, maintain an accounting of such funds, work with the sections and APA to provide all required financial reports, including quarterly and year-end financial reports for APA, submit reports to the Chapter's accountant for required IRS filings including Form 990 and Form 1099, and work with the Chapter Board to manage the Chapter's funds and develop an annual budget.

**ARTICLE VI.6 Professional Development Officer.** The Professional Development Officer shall coordinate Chapter activities related to the AICP exam and opportunities for AICP members to receive continuing

education credits, work with the national AICP, and provide professional development opportunities for all Chapter members.

**ARTICLE VI.7 Membership Officer.** The Membership Officer shall maintain the Chapter's membership list, provide this list to each Section, coordinate membership recruitment efforts, and prepare, and maintain a Chapter directory.

**ARTICLE VI.8 Public Relations Officer.** The Public Relations Officer is responsible for managing the Chapter's image and reputation by providing communications to its members, allied stakeholders and the public regarding Upstate New York planning issues.

**ARTICLE VI.9 Education Officer.** The Education Officer shall work with Sections to build and maintain a relationship with the college level planning schools and to develop and implement programs for K-12 students. The Education officer is also responsible for coordinating the annual student reception in the Fall with the host planning school and to lead the Chapter's involvement in the Michael J. Krasner Scholarship program at the University at Buffalo.

**ARTICLE VI.10 Member-At-Large.** The Member-At-Large shall assist the President in carrying out the Chapter's programs and other duties as assigned by the President or Chapter Board.

**ARTICLE VI.11 Officer Emeritus.** The Officer Emeritus shall serve the Chapter Board with sage advice, shall review the Chapter Bylaws and propose any necessary revisions, and shall assist the President in carrying out the Chapter's programs.

**ARTICLE VI.12 Section Director.** Section Directors of the five geographic sections of the Chapter elected by members of the section shall serve as liaisons between the Chapter Board and their respective regions, providing updated information and feedback as needed.

**ARTICLE VI.13** The officers shall perform such other duties as required by these Bylaws or as customary to their office.

## **ARTICLE VII. MEETINGS**

**ARTICLE VII.1** An Annual Meeting of the Chapter membership shall be held in each calendar year. The meeting shall be held at a location within the Chapter area, except that if the meeting is a joint meeting with a neighboring Chapter of APA, it may be held within that Chapter area.

**ARTICLE VII.** Special meetings of the membership may be called by the President, the Chapter Board, or by a petition signed by at least five percent of the Chapter members.

**ARTICLE VII.3** The Chapter Board shall determine the specific location, date, and time of each Annual Meeting and special meeting. The Secretary shall notify the Chapter membership of the place, date, and time of the Annual Meeting in a publication of the Chapter posted on the Chapter's website or distributed via email to each member at least one month before the meeting.

**ARTICLE VII.4** Regular meetings of the Chapter Board shall be held at least four times a year, and special meetings of the Board may be called by the President and shall be called upon the written request of three members of the Chapter Board. Meetings may take place in person, by teleconference or videoconference.

## **ARTICLE VIII. CHAPTER BOARD**

**ARTICLE VIII.1** Chapter Board members shall include the following: Officers of the Chapter as listed in ARTICLE V of these Bylaws, Student Representatives, Planning Official Development Officer, Liaison to Association of County Planning Directors, and Canadian Officer and up to three persons with special portfolios. A majority of the Officers shall constitute a quorum for the transaction of business. Each Officer shall have one vote on matters before the board.

**ARTICLE VIII.2** If absent from an Chapter Board meeting Officers may appoint the President, or another identified individual person, to vote in their absence at any meeting of the Chapter Board. This appointment must take place by email or other written communication to the President and Secretary. No individual, other than the President, may hold more than one proxy at any meeting. Not more than 25% of the Entire Board may delegate a proxy. A majority vote of the Entire Board is required to approve a motion.

**ARTICLE VIII.3** The Student Representatives from the three accredited planning school in the Chapter (Cornell University, SUNY Buffalo and SUNY Albany) shall be represented on the Chapter Board. Each Student Representative shall be appointed by their school and have an alternative to serve on the Chapter Board in their absence. The Student Representatives shall advise on student interests and needs of students; evaluate the extent to which the Chapter's program and services meet the needs of students; and make the recommendations on how the Chapter can help meet the needs of students.

**ARTICLE VIII.4** These nominations are subject to confirmation by the Chapter Board, and such confirmation shall not be unduly withheld.

**ARTICLE VIII.5** Up to six additional Chapter members with special portfolios and specific terms of office may be appointed to the Chapter Board by a majority vote of the Officers. Special portfolio positions shall include:

**ARTICLE VIII.5.1 Planning Official Development Officer.** The Planning Official Development Officer shall raise an awareness of and suggest means for the development of Planning Officials. The Planning Official Development Officer will be nominated by the New York Planning Federation.

**ARTICLE VIII.5.2 Liaison to the Association of County Planning Directors.** The Liaison to the Association of County Planning Directors shall raise an awareness of and contribute to the development and awareness of County Planning as a geographic unit of planning.-The Liaison to the Association of County Planning Directors will be nominated by the Association of County Planning Directors

**ARTICLE VIII.5.3 Canadian Officer.** The Canadian Officer shall raise the awareness of Planning in Canada. The Officer will be a source of knowledge for and coordinate exchange of professional development and education. The Canadian Officer shall be nominated by Ontario Provincial Planners Institute

**ARTICLE VIII.5.4** In addition to the three positions described above, up to three additional members with special portfolios may be appointed to the Chapter Board and may have responsibilities for the development or implementation of programs and special expertise needed by the Chapter Board.

**ARTICLE VIII.6** The Chapter Board shall have general supervision of the affairs of the Chapter between the Chapter's business meetings, fix the hour and place of Chapter meetings, make recommendations to the Chapter, and shall perform such other duties as are specified in these Bylaws or customary to such a board. The Chapter Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter.

## **ARTICLE IX. COMMITTEES**

**ARTICLE IX.1** Committees may be elected by the board as deemed necessary to carry on the work of the Chapter. The President shall be an ex-officio member of all committees except the Nominating Committee. At least three Officers are needed to form a Committee.

**ARTICLE IX.2 Finance Committee:** The Finance Committee will include at minimum the President, Vice President, Treasurer, and Officer Emeritus and is charged with developing and presenting the Chapter's annual budget during the first organizational meeting of the calendar year.

## **ARTICLE X. SECTIONS**

**ARTICLE IX.1** Sections shall serve to provide members with a tangible local expression of the purposes and objectives of APA and a vehicle for maximum membership involvement in the affairs of APA. The Sections are organized to facilitate the accomplishments and purposes of the Chapter as set forth in these Bylaws in all matters of interest and concern in the areas served by the Sections.

**ARTICLE IX.2** The following Sections are recognized within the Chapter: Capital District, Central New York, Genesee/Finger Lakes, Southern Tier, and Western New York. The boundaries of the Sections are shown on the Map of New York on the following page: <http://nyupstateplanning.org/wp-content/uploads/2010/11/NY-Upstate-Chapter-Map.pdf>

**ARTICLE IX.3** A Section of the Chapter shall be formed upon receipt of petitions signed by two-thirds of the Chapter members whose addresses of record are within the geographic area of the proposed Section. A Section of the Chapter may be formed upon receipt of petitions signed by one-third of the Chapter members whose addresses of record are within the geographic area of the proposed Section and the approval of the Chapter Board.

**ARTICLE IX.4** The boundaries of the Sections may be changed by a 2/3 vote of the entire members of the Chapter Board followed an electronic ballot to the members of the affected Sections and, for

adoption, shall require a majority of the votes cast in each Section. If an electronic ballot is used, provision shall be made for members to submit a mail ballot as an alternate. A period of at least thirty days shall be allowed for the return of ballots.

**ARTICLE IX.5** Sections shall adopt Bylaws to govern Section affairs. Section Bylaws shall not conflict with these Bylaws or the Articles of Incorporation and Bylaws of APA. Before adoption, copies of proposed Bylaws or amendments to Section Bylaws shall be sent to each member of the Chapter Board for review and comment. Upon adoption of the Bylaws or amendments to the Bylaws, they shall be promptly filed with the Executive Director of APA.

**ARTICLE IX.6** The principal elected officer of the Section shall be titled Section Director. The Section Director will serve as an Officer of the Chapter Board. In the event a Section Director is unable to attend a Chapter Board meeting, the Section Director shall appoint an Alternate from that Section to attend in their stead. The Alternate shall have one vote at the Chapter Board meeting assigned to him/her. The Section Director shall also prepare reports for the Chapter Board describing the activities of the Section, coordinate Chapter and Section activities, and carry out other duties assigned by the President or the Chapter Board.

**ARTICLE IX.7** It is the responsibility of each Section, in turn, to host the Annual Chapter Conference. The order of Chapter Conference hosting is as follows: Western, Central, Southern Tier, Capital, and Genesee/Finger Lakes. Should a Section be unable to host a conference in its turn, the Chapter Board, in close consultation with the Section Directors, can revise the order of the Chapter Conference rotation. The Chapter shall provide sufficient advance funds to allow the Section to cover the early costs of hosting the Chapter Conference. The proceeds of each Chapter Conference, after expenses and repayment of any funds that were forwarded to the Section, are to be divided evenly between the hosting Section and the Chapter.

#### **ARTICLE XI. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rule of order the Chapter or the Chapter Board may adopt.

#### **ARTICLE XII. CONFLICT OF INTEREST POLICY**

Whenever a member of the Chapter Board has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board Members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.



### **ARTICLE XIII— AMENDMENT OF BYLAWS**

Upon authorization by the Chapter Board, or upon petition signed by five percent of the Chapter members, any proposed amendment to these Bylaws shall, after discussion and approval at an Chapter Board meeting, be submitted by the Secretary, together with an electronic ballot, to the Chapter members and, for adoption, shall require a majority of the votes cast. A period of at least thirty days shall be allowed for the return of ballots.