

# **American Planning Association – Utah Chapter**

## **Bylaws** *(Recommended for Amendment May 2015)*

### **ARTICLE I - GENERAL**

#### **1.1 Name.**

The name of this organization is the Utah Chapter of the American Planning Association.

#### **1.2 Purpose.**

The purpose of the Utah Chapter of the American Planning Association is three-fold:

- (a) First, encourage and foster the principals of visioning and planning for a better future.
- (b) Second, provide a wide range of educational opportunities for professional planners, citizen planners, and all others involved in the shaping of our communities.
- (c) Third, represent Utah planners in matters relating to the national organization of the American Planning Association.

### **ARTICLE 2 - MEMBERSHIP**

#### **2.1 Eligibility.**

Any member of the American Planning Association (APA) whose address of record is within the State of Utah shall automatically be a member of the Utah Chapter upon payment of applicable dues. An APA member whose address of record is outside the State of Utah may also become a Utah Chapter member upon notification to the National APA office and upon payment of any applicable dues and assessments.

Persons who are not members of APA are not eligible for Utah Chapter membership. It is the member's responsibility to notify the National APA office, which handles membership records.

#### **2.2 Termination.**

Utah Chapter membership will be terminated upon termination of membership in APA. Chapter membership also may be terminated for failure to pay Utah Chapter dues and assessments. Utah Chapter membership may be reinstated upon payment of delinquent dues and assessments, subject to such conditions as may be established by the Utah Chapter.

## **ARTICLE 3 - FISCAL PROVISIONS**

### **3.1 Fiscal Year.**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of the same year.

### **3.2 Budget.**

The President, with the assistance of the Treasurer, shall prepare a proposed budget for the fiscal year for the review and approval of the Executive Committee. The budget shall be based upon anticipated resources and a program of expenditures. The Executive Committee may adjust the budget during the fiscal year to meet changing conditions and needs.

### **3.2 Fiscal Transactions.**

The Treasurer shall be responsible for the proper collection of dues and other monies due the Chapter. Operating funds shall be deposited in any bank or financial institution approved by the Executive Committee. Disbursements shall be made only in accordance with the approved budget. All checks shall be signed by at least one of the elected Executive Committee Members. For auditing purposes, the Chapter Treasurer and either the President or Vice President shall review each monthly account statement. All fiscal transactions other than those approved as part of the budget must first be approved by the Executive Committee.

## **ARTICLE 4 - CHAPTER MEETINGS**

### **4.1 Annual Meeting.**

The annual meeting of the Utah Chapter shall be held each year at a time established by the Executive Committee, usually at the annual conference. The purpose of the Annual Meeting shall be to receive the annual reports of officers and committees, and the transaction of other business. Notice of the meeting shall be sent to each Utah Chapter member in a publication of the Chapter, or by another communication, at least two weeks prior to the Annual Meeting. Notification of the Annual Meeting shall contain the place, date and time of the Annual Meeting.

### **4.2 Special Meetings.**

Special meetings of the Chapter membership to address specific issues may be called by the Chapter President or Executive Committee. Notice of special meetings shall be given in the same manner as for the Annual Meeting.

## ARTICLE 5 - OFFICERS

### 5.1 Chapter Officers.

The Officers of the Utah Chapter, American Planning Association shall be a President, Vice President, Past President, Secretary, and Treasurer.

### 5.2 Election and Term of Office.

In even-numbered years, the Chapter members shall elect a President and a Vice President. In odd-numbered years, the Chapter members shall elect a Secretary and a Treasurer. Nomination and election of officers shall be by the process set forth in Article 6. Officers are eligible for reelection, either to the same office previously held, or to another office. Officers ~~elect~~ shall assume office on ~~January 1<sup>st</sup>~~ ~~July 1 of the year in which they are elected~~, and shall serve for two years and until a successor is elected and assumes office. The President, upon completion of the term ~~(s)~~ of office, shall assume the office of Past President. The Past President, upon completion of the term of office, shall leave office, unless the President has been re-elected to another term of office, in which case the Past President shall continue to serve in that office ~~for another term~~ until such time as a new President is elected.

### 5.3 Duties and Responsibilities of Officers.

The duties and responsibilities of the Chapter Officers shall be as follows:

**PRESIDENT:** The President shall preside at meetings of the Chapter Membership and of the Executive Committee; provide leadership on the development of Chapter policies; prepare an annual budget; create, appoint, and discharge Chapter committees as provided for in Article 7; represent the Chapter on the APA Chapter Presidents Council; and call meetings and perform other duties required by these bylaws or as are customary to the Office. Upon completion of the term of office, the President shall assume the office of Past President.

**VICE PRESIDENT:** The Vice President shall assist the President in the guidance and coordination of Chapter activities; preside and act in the absence of the President; serve as a member of the Executive Committee; perform such duties as may pertain to that office as assigned by the President and Executive Committee; and perform such other duties required by these bylaws or as are customary to the Office. In the event of incapacity, removal or resignation of the President, the Vice President shall assume the office of President and shall serve out the remainder of that term of office.

**SECRETARY:** The Secretary shall serve as a member of the Executive Committee; shall cause that the records of all meetings of the membership and the Executive Committee be kept; maintain an accurate list of the members of the Chapter; notify members of meetings; transmit to the Executive Director of the American Planning Association a list of all Chapter Officers (including addresses and telephone numbers) within thirty days of their election; notify the Executive Director of the American Planning Association of the results of all Chapter voting, and, in so doing, specify the quorum and the number voting for each candidate of "aye" and "nay" on each issue; transmit to the Executive Director of the American Planning Association at

least one copy of each publication of the Chapter and the Chapter Annual Report; submit to the Executive Director of the American Planning Association proposed bylaw amendments as required by these bylaws; prepare a yearly Chapter summary to include a list of the officers, minutes of Executive Committee meetings, a list of Chapter activities, the budget and end of year financial reports, (prepared by the Chapter Treasurer) and any other information deemed appropriate by the President and Executive Committee; and perform such other duties as required by these bylaws or as are customary to the Office. The Secretary shall prepare an annual report indicating that the above duties have been performed. The Chapter Executive Assistant may assist in the preparation of these duties but all documents and communications referred to as a duty of the Secretary shall be signed, by pen or digitally, by the Secretary.

**TREASURER:** The Treasurer shall serve as a member of the Executive Committee; shall receive and disburse Chapter funds; collect Chapter dues and assessments not collectible by the national APA office; assist the President in preparing an annual budget; maintain accounts which shall be open to inspection by Officers and subject to audit; prepare periodic financial reports, to include current balance sheets, as required by the President and Executive Committee; prepare a yearly report for presentation to members at the Annual Meeting; and perform such other duties as required by these bylaws or as are customary to the Office.

**PAST PRESIDENT:** The Past President shall serve as a member of the Executive Committee; preside and act in the absence of the President and Vice President; advise the President and Executive Committee as called upon; perform such duties as may be assigned by the President and Executive Committee; and perform such other duties as required by these bylaws or as are customary to the Office. The Past President shall serve as a mentor to the new President and shall attend the National Conference and meetings with the President when deemed appropriate and necessary by the Executive Committee.

#### **5.4 Removal from Office.**

Any Officer of the Chapter may be removed from office with or without cause by an affirmative vote of two-thirds (2/3) of the Executive Committee.

#### **5.5 Vacancies.**

A vacancy in one of the Offices of the Chapter shall be filled by the Executive Committee, except for the Office of President, in which case the Vice President shall assume the Office of President and create a vacancy in the Office of Vice President. Nominations for a Chapter member to fill the vacant office shall be made by the Executive Committee, after which a majority vote of a quorum of the Executive Committee is necessary to fill the Office. The replacement shall serve in the Office appointed for the remainder of the regular term of that Office and until a successor has been elected in accordance with the provisions of these bylaws. Any member filling an unexpired term of Office is eligible for regular election to that Office, or any other Office, for a full term.

## ARTICLE 6 - NOMINATIONS AND ELECTIONS

### 6.1 Election of Officers.

In even-numbered years, the Chapter members shall elect a President and a Vice President. In odd-numbered years, the Chapter members shall elect a Secretary and a Treasurer.

### 6.2 Nominations.

Each year, the Chapter President shall appoint a Nominating Committee as specified in Article 7. The Nominating Committee shall meet as appropriate and consider candidates from among the Chapter members for the Offices up for election that year. The Nominating Committee shall nominate at least one Chapter member for each Office up for election that year, and shall report its slate of nominees to the Executive Committee according to the consolidated election schedule set forth by National APA each calendar year. ~~by March first, or as soon thereafter as is practical. Nominees shall be reported to the Chapter membership through a Chapter publication or by mailed notice by March 30, or as soon thereafter as is practical. Additional nominations may be made by a petition to the Executive Committee signed by at least ten (10) Chapter members in good standing by April 15, or as soon thereafter as is practical.~~

All nominees must be Chapter members in good standing. The Executive Committee shall review the slate of candidates presented to it by the Nominating Committee and by petition, and upon finding that the nominees are Chapter members in good standing, shall certify the slate presented for preparation and distribution of ballots.

### 6.3 Voting by Ballot.

A ballot containing the certified slate of candidates for Offices up for election that year shall be made available to all Chapter members according to the consolidated election schedule set forth by National APA each calendar year. ~~by May 15, or as soon thereafter as is practical.~~ Chapter members may vote for any qualified person whether that person is listed on the ballot or not. ~~Ballots shall be affixed with return postage, and shall be returned to the Chair of the Teller Committee no later than 5:00 p.m., May 31, or as soon thereafter as is practical.~~

### 6.4 Election Results.

A candidate for Chapter Office shall be deemed to be elected to that Office by receiving a simple majority or a plurality of the votes cast on the ballots returned to the Chair of the Teller Committee by the deadline specified, as confirmed by the Teller Committee. In case of a tie, a flip of a coin witnessed by the members of the Teller Committee shall determine the candidate elected to Office. Results of an election shall be announced to the Chapter membership through a Chapter publication, email and/or by mailed notice as soon as is practical following the count by the Teller Committee. Candidates thus elected shall assume Office on ~~July~~January 1<sup>st</sup> ~~first~~.

## **ARTICLE 7 - COMMITTEES**

### **7.1 Appointment of Committee Chairs.**

Unless otherwise designated, the President shall appoint the Chairs of all Chapter Committees. Committee Chairs shall be Chapter members in good standing.

### **7.2 Nominating Committee.**

The Nominating Committee shall consider and nominate candidates for Chapter Officers specified in Section 6.2 of these bylaws. The Nominating Committee shall consist of at least five (5) Chapter members, one of whom shall be the President. The Nominating Committee shall be appointed by the President with the advice and consent of the Executive Committee. The Nominating Committee shall have a reasonable representation from throughout the State, as far as is practical. Upon making its report of recommended slate of candidates to the Executive Committee, the Nominating Committee shall be dissolved.

### **7.3 Professional Development Committee.**

The Professional Development Committee shall advise the Executive Committee and Chapter members on matters relating to AICP certification; advise Chapter members who are also AICP members of the Institute's Code of Ethics and Professional Conduct policies; advise Chapter members and AICP members on the opportunities for continuing education and professional development; oversee the Chapter library; and develop programs that would further the professional development of Chapter members. The President shall appoint the Chair of the Professional Development Committee. The Chair of the Professional Development Committee shall be a member of AICP, and shall be designated and serve as the Chapter's Professional Development Officer. The Professional Development Committee Chair shall serve as a member of the Chapter Executive Committee. Members of the Professional Development Committee shall consist of AICP members selected by the Professional Development Committee Chair.

### **7.4 Program Committee.**

The Program Committee shall oversee the planning and execution of a variety of Chapter programs for the purpose of educating and developing Chapter members, and providing opportunities for Chapter members to meet and exchange ideas and information. Such programs shall include conferences, seminars, luncheon, and other formal and informal meetings. The President shall appoint the Chair of the Program Committee. The Program Committee Chair shall serve as a member of the Chapter Executive Committee. Members of the Program Committee shall be asked to serve at the pleasure of the Program Committee Chair.

### **7.5 Teller Committee.**

The Teller Committee shall receive and count ballots for election of Chapter Officers, in accordance with the provisions of Sections 6.3 and 6.4 of these bylaws. The President shall appoint three (3) Chapter members who are not candidates for the Offices being voted upon to

serve as the Teller Committee. The President shall designate one of the three as Chair of the Teller Committee. Upon reporting the results of the election to the Executive Committee, the Teller Committee shall be dissolved.

## **7.6 Standing Committees.**

Regular standing committees of the Utah Chapter ~~shall~~ may include the following:

- (a) Awards Committee;
- (b) Education Committee;
- (c) Newsletter Editorial Board;
- (d) Professional Development;
- (e) Program Committee;
- (f) Legislative Committee;
- (g) Historian;
- (h) Small Cities;
- (i) Citizen Planner (Planning Official);
- (j) Professional Affiliations;
- (k) Webmaster;
- (l) Student Representation;
- (m) Legal Committee;
- (n) Technology Committee;
- (o) Sustainability Committee.

The duties and functions of the standing committees shall be specified and assigned by the President and Executive Committee, in consultation with the committee chairs. Committees may be combined to more readily achieve the goals of the Executive Committee and Chapter.

## **7.7 Area Representatives.**

Due to the large area of Utah State and that most Executive Committee representation comes from Wasatch Front counties, area representatives are established as members of the Executive Committee to represent the needs of the chapter in outlying areas of the state, as follows:

- 1. Central Utah Representative:** One representative from Juab, Millard, Piute, Sanpete, Sevier and Wayne counties.
- 2. Northwest Utah Representative:** One representative from Box Elder, Cache and Rich counties.
- 3. Northeast Utah Representative:** One representative from Dagget, Duchesne, and Uintah counties.
- 4. Southeast Utah Representative:** One representative from Carbon, Emery, Grand, and San Juan counties.
- 5. Southwest Utah Representative:** One representative from Beaver, Garfield, Iron, Kane and Washington counties.



Area representatives shall be appointed under the provisions of Article 7.1 and shall serve for a period of no less than two years. In addition to voting on Executive Committee decisions, area representatives shall advise the President and Executive Committees on local issues and shall be appointed to the organizing committee for any local host events within their representative area.

### **7.8 Other Committees.**

The President may organize and appoint such other committees and committee chairs as he or she may deem necessary and desirable to address the needs of the Utah Chapter and its members.

## **ARTICLE 8 - EXECUTIVE COMMITTEE**

### **8.1 Powers and Duties.**

The Executive Committee of the Utah Chapter, American Planning Association, shall manage the affairs of the Chapter generally and as specified in these bylaws. The Executive Committee shall adopt policies as necessary to guide Chapter affairs; adopt a budget annually for the Chapter; authorize expenditures consistent with the budget; approve the programs of the Chapter; put into effect the votes of the Chapter membership; and perform such other functions as are delegated herein or by the members of the Chapter.

### **8.2 Members.**

The Executive Committee of the Utah Chapter American Planning Association shall consist of the President; Vice President; Past President; Secretary; Treasurer; and those Committee Chairs named in Article 7.6. The Student Representative shall be appointed by the President, and shall be a Chapter member currently enrolled in college-level urban planning related courses. The Citizen Planner shall be appointed by the President, and shall be a Chapter member serving as an elected or appointed public official.

### **8.3 Meetings.**

Meetings of the Executive Committee shall be held at the call of the President, or at the call of a majority of the Executive Committee members. In each fiscal year, there shall be at least six (6) meetings of the Executive Committee. Notice of Executive Committee meetings shall be given to each member of the Executive Committee at least twenty-four (24) hours prior to the meeting.

### **8.4 Quorum.**

A quorum shall consist of at least two chapter officers – one of which shall be the President or Vice-President – and three standing committee chairs, as defined in section 5.1, 7.6, and 7.7. Any additional chairs of any standing or optional committees shall make up the Executive Committee and shall all be entitled to voting on various actions. A quorum must be in attendance for the transaction of Chapter business. A quorum may be established through electronic means, for one or more members of the executive committee, and may utilize either telephone



conference technology or electronic mail for the purposes of approving urgent matters of the Executive Committee as deemed necessary by the Chapter President.

### **8.5 Actions Without Meeting.**

An action may be taken by the Executive Committee without a meeting, if a reasonable effort has been made to contact each member of the Executive Committee, and if a written, electronic or oral consent is obtained from the majority of the Executive Committee members. All matters decided by electronic means shall require a motion by an Executive Committee member and vote by committee members which shall be entered into the official Executive Committee minutes of the preceding Executive Committee meeting.

### **8.6 Vacancies.**

The President shall appoint a Chapter member to fill the vacancy in the Executive Committee as caused by death, resignation, inability to serve or any other reason, except that in the case of an Officer, the vacancy shall be filled in accordance with the provisions of Section 5.5.

## **ARTICLE 9 - AMENDMENTS**

### **9.1 Amendment Proposals.**

Bylaw amendments may be proposed by the Executive Committee, or by a petition signed by a least five (5) percent of the Chapter membership.

### **9.2 Presentation of Amendments.**

Proposed bylaw amendments shall be presented in writing (~~either by postal or by~~ electronic mail) by the Secretary to all members of the Chapter, along with a return ~~mail or~~ electronic ballot to indicate approval or disapproval of the proposed amendment(s). Presentation of proposed bylaw amendments and return ballots shall be made at least thirty (30) days prior to the date required for the return of the ballots.

**9.3 Approval.** Amendments shall be adopted by a majority vote of those ballots returned.