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WASHINGTON STATE CHAPTER
AMERICAN PLANNING ASSOCIATION
BYLAWS

Includes all Amendments through October 17, 2014

1.0 GENERAL

- 1.1 General: Name. The name of the Chapter is the Washington Chapter of the American Planning Association.
- 1.2 General: Chapter Area. The area served by the Chapter is the State of Washington and Canadian British Columbia. (Under the 1988 Agreement between the APA Washington Chapter and the Canadian Institute of Planners, Canadian members receive APA publications including chapter newsletters and meeting notices, but are not voting members.)
- 1.3 General: Purposes. The purposes of the Chapter are to facilitate the individual participation of members of the American Planning Association, to conduct the affairs of the Association, and to further the purposes of the Association in the Chapter area.
- 1.4 General: Mission. The Washington Chapter of the American Planning Association provides leadership in the development of vital communities by advocating excellence in community planning, promoting education and citizen empowerment, and providing the tools and support necessary to meet the challenges of growth and change.
- 1.5 General: The American Planning Association. The Washington Chapter is an integral part of the American Planning Association referred to in these bylaws as the Association or APA.
- 1.6 General: National Office. The term National Office refers to the national headquarters Office of APA designated to service Chapter and membership matters.
- 1.7 General: Executive Director. Unless otherwise qualified, the term Executive Director, when used in these bylaws, refers to the duly appointed Executive Director of national APA.
- 1.8 General: Address of Record. Chapter members shall furnish their "address of record" to the National Office. It is the member's responsibility to notify the National Office of any change of address.
- 1.9 General: Publication of the Chapter. A "Publication of the Chapter" shall mean any publication or document available to all Chapter members without special charge via regular mail, e-mail, posting on the Chapter's website, or any combination of the above.

- 1 1.10 General: Parliamentary Procedure. Membership, Executive Committee, and Board
2 meetings shall be governed by Robert's Rules of Order.
3
- 4 1.11 General: Finances. Chapter membership dues shall be set from time to time by the
5 Board through a proposal to the membership at the annual meeting, and be approved by
6 voice vote at the meeting or subsequent mail ballot.
7
- 8 1.12 General: Rebates to Geographical Sections. The Chapter shall provide rebates to
9 Geographic Sections based on an equitable system considering the number of Section
10 members and the ability of the Section to provide Section member services. To be
11 eligible for rebates, the Section must (1) be in good standing with the Board in terms of
12 attendance (no more than two unexcused consecutive absences per year of the Section
13 President or their representative) at Board meetings, (2) submit a request to the Board
14 complete with budget and a summary of how the funds will be spent, (3) provide the
15 Chapter Treasurer with all bank and brokerage statements on a quarterly basis and (4)
16 Sections which receive rebates will be expected to report back to the Board at each
17 Board meeting about the activities and services they have provided. The amount of the
18 rebate provided to each Section shall be set by the Board on advisement from the
19 Section representatives and in accordance with Chapter policy and budget needs.
20

21 **2.0 MEMBERS**

22

- 23 2.1 Members: Eligibility. All APA members whose addresses of record are within the
24 Chapter area are automatically Chapter members. APA members outside the Chapter
25 area may join the chapter by notifying the national membership office and by paying
26 chapter dues and assessments. Non-APA members may become Chapter members by
27 making application and paying Chapter dues.
28
- 29 2.2 Members: Annual Meeting. The Chapter shall conduct an Annual Meeting for the
30 membership in each calendar year to be held at a location within the Chapter area
31 unless otherwise designated by the Executive Board. The Executive Board shall
32 determine the specific location, date and time of each Annual Meeting.
33
- 34 2.3 Members: Notice of Annual Meeting. The Secretary shall notify the membership of the
35 place, date and time of the Annual Meeting in a notice or publication of the Chapter, or
36 by another communication, such as posting to the Chapter website, emailed, and/or
37 mailed via postal services to each member at least one (1) month before the meeting.
38
- 39 2.4 Members: Special Meetings. A Special Meeting of the members may be called by the
40 President, by the Executive Board, or by a petition signed by at least five percent (5%) of
41 the members of the Chapter. The President or the Executive Board shall set the place,
42 date and time at a location in the Chapter area. Notice of a Special Meeting shall be
43 given to members as in Section 2.3 and shall include a statement of the purpose of the
44 Special Meeting.
45
- 46 2.5 Members: Quorum Requirements. The quorum for Annual and Special Meetings and
47 mail-in ballots, shall be five percent (5%) of the Chapter membership.
48
- 49 2.6 Members: Termination and Reinstatement. Chapter membership will be terminated upon
50 termination of APA membership. Chapter membership also may be terminated for failure

1 to pay Chapter dues and assessments. (Chapter membership may be reinstated upon
2 payment of Chapter dues.)
3

4 **3.0 EXECUTIVE BOARD/OFFICERS**

5
6 3.1 Executive Board: Composition. The Executive Board shall be composed of the Chapter
7 Officers and Section Presidents. The Executive Board shall formulate and monitor the
8 Chapter budget on a regular basis. The Executive Board shall meet (in person, via
9 conference call, or electronically) as called by the President and shall have the authority
10 to conduct Chapter business when action by the Board is made impossible by timing or
11 other urgent factors.
12

13 3.2 Officers: Election and Terms. The officers of the Chapter shall be a President, President
14 Elect, Past President, Vice President, a Secretary, and a Treasurer. The terms of office
15 for the President, Vice President, Secretary, and Treasurer shall be two (2) years. The
16 terms of office for President Elect and Past President shall be one (1) year. Terms shall
17 begin on November 1 and end on October 31. The elections shall alternate between
18 elections for President Elect on even years and Vice President, Secretary, and
19 Treasurer on odd years. The President Elect shall serve one year as President Elect,
20 two years as President, and one year as Past President. No officer shall serve more
21 than four (4) consecutive years in the same office. In the event that an officer position is
22 vacated prior to the end of a term, the Executive Board shall designate a replacement to
23 complete the remainder of the term. Section 6.0 of the Bylaws provides additional detail
24 on Elections.
25

26 3.3 Officers: President. The President shall establish Board meeting agendas and preside at
27 meetings of the Executive Board, the Board and the membership. The President shall
28 provide leadership on the development of Chapter policies in coordination with the Board
29 and on the preparation of the Strategic Plan (see Section 10.1). The President shall
30 have power to create, appoint and discharge all Chapter committees with a majority vote
31 of the Board. The President shall call meetings and perform other duties required by
32 these Bylaws, or customary to the office, including overseeing the budget process. The
33 duties of the President (or his/her designee) shall include attending to correspondence,
34 national election, and the day-to-day maintenance of relationships between the Chapter
35 and national level.
36

37 3.4 Officers: President Elect. The President Elect shall serve a one-year term immediately
38 preceding becoming President. The President Elect shall oversee the functions for the
39 Chapter and shall work with standing committee chairs (see Section 5.2) to provide
40 continuous service to Chapter members.
41

42 3.5 Officers: Past President. The Past President shall serve a one-year term immediately
43 following service of two years as President. The Past President shall prepare a report of
44 Chapter activities and accomplishments to the membership that occurred during his/her
45 term as president at a minimum on a biennial basis. The Past President shall assist the
46 President as requested and deemed necessary.
47

48 3.6 Officers: Vice President. The Vice President shall assist the President with overall
49 Chapter responsibilities. The Vice President shall carry out other duties assigned by the
50 President. In the absence of, or in the event of incapacity of the President, the Vice

1 President shall assume the duties of the President. The Vice President shall perform
2 such other duties required by these bylaws or customary to the office.
3

4 3.7 Officers: Secretary. The Secretary shall: (a) notify members of meetings and prepare
5 and report minutes of Membership, Executive Board and Board meetings and ensure
6 such materials are posted to the chapter website; (b) transmit to the Executive Director
7 of APA a list of all Chapter officers (including their addresses and telephone numbers)
8 within thirty (30) days of their election; (c) notify the Executive Director of the results of
9 all Chapter voting, and in so doing, specify the quorum and the number voting for each
10 candidate or "aye" and "nay" on each issue; (d) prior to consideration by the Chapter
11 membership, transmit to the Executive Director of APA proposed Bylaws or
12 Amendments as required by the Bylaws of APA; (e) transmit to the Chapter
13 administrator a copy of adopted meeting minutes of the Chapter ; (f) maintain a record of
14 adopted policies, annually update the Board Handbook , and (g) perform such other
15 duties required by these Bylaws or customary to the office.
16

17 3.8 Officers: Treasurer. The Treasurer shall be responsible for oversight of the funds and
18 securities of the Chapter and that all such monies are deposited in the name of the
19 Chapter to such federally-insured institution(s) as shall be selected by the Board of
20 Directors. The Treasurer shall provide or cause to be provided to the Board regular
21 financial statements for the Chapter as established by the Board. The Treasurer shall
22 assist the President, Vice-President and/or President-Elect in preparing an annual
23 budget for review by the Board. The Treasurer shall in general perform all the duties as
24 may be assigned by the President or Board of Directors. The Treasurer may have the
25 assistance of staff in performing these duties.
26

27 **4.0 BOARD OF DIRECTORS**

28

29 4.1 Board Composition. The Board shall consist of the Executive Board and Standing
30 Committee Chairs. The above listed members shall be voting members. Other ex officio
31 (non-voting) members may be appointed to the Board by the President or the Board.
32

33 4.2 Board Duties. (a) manage the Chapter's affairs; (b) adopt a Chapter budget; (c) report all
34 business which it has considered or acted upon between Chapter meetings to the
35 membership; (d) put the votes of the Chapter into effect; (e) authorize expenditures
36 consistent with the budget; (f) establish task forces and ad hoc committees as deemed
37 necessary, and (g) perform such other functions as are delegated herein or by the
38 members of the Chapter.
39

40 4.3 Board Meetings and Voting Requirements. Meetings of the Board shall be called by the
41 President or by a majority of the voting Board members. The Board shall conduct at
42 least three (3) meetings in a calendar year. A majority of the voting Board members shall
43 constitute a quorum for the transaction of business at meetings of the Board. Any motion
44 of the Board must receive at least a majority of the votes of the Board members present
45 in order to pass.
46

47 4.4 Board Attendance. Any member of the Board, with the exception of Section Presidents
48 who are elected by their Sections, who fails to attend two (2) unexcused consecutive
49 Board meetings shall be deemed to have resigned and may be replaced by majority vote
50 of the balance of the Board. Exemptions may be granted by majority vote of the
51 Executive Board. All Board members are strongly encouraged to attend, or send a

1 designated representative to, every Board meeting. Members may attend in person, by
2 conference call, webinar, or other electronic formats.

- 3
4 4.5 Board Vacancies and Removal. Vacancies in offices due to resignation, death or other
5 causes shall be filled for the balance of the term by a majority vote of the Board of
6 Directors. The Board of Directors may remove a board member by a vote of four-fifths
7 (4/5) of all members of the Board.

8
9 **5.0 COMMITTEES**

- 10
11 5.1 Committees: Nominating Committee. The Nominating Committee shall consist of at least
12 three (3) Chapter members including the Past President or President-Elect or his/her
13 designee. The Nominating Committee shall be appointed by the President with the
14 advice and consent of the Board by January 1 of each year. The President shall appoint
15 a Committee chair. This committee will be formed and operate when needed, but will not
16 be a standing committee of the Board.

- 17
18 5.2 Committees: Standing Committees. These committees shall report to the Board, shall
19 operate by Chapter policy, and shall keep and file annual work programs and a record of
20 activities with the Chapter Secretary. A chair (or co-chairs) for each committee shall be
21 appointed by the President and approved by the Board, and shall serve as member of
22 the Board. Each committee shall have one vote on the Board, regardless of the number
23 of chairs or co-chairs. If committee co-chairs do not agree on how a vote shall be cast,
24 they shall abstain from voting. The following Committees will serve chapter needs:

- 25
26 5.2.1 Professional Development Committee. The Chair shall serve as Professional
27 Development Officer. The duties of the Committee shall be: (a) to advise prospective
28 members of the American Institute of Certified Planners as to the qualifications,
29 purposes, and programs of the Institute, the AICP Code of Ethics and Professional
30 Conduct; and (b) to advise members of the American Institute of Certified Planners
31 concerning opportunities and/or requirements for professional development.

- 32
33 5.2.2 Awards Committee: The Awards Committee shall conduct an annual awards program,
34 which may be conducted jointly with the Planning Association of Washington. The
35 Committee shall, among other duties, solicit applications, review, judge, and select
36 award winners in designated categories. The Committee shall conduct an awards
37 ceremony at a time to be designated by the Board.

- 38
39 5.2.3 Membership Committee: The Membership Committee is responsible for membership
40 recruitment and retention, which includes overseeing the updates to the Chapter
41 membership roster, facilitation of new member needs, and assisting with the
42 dissemination of Chapter literature and information.

- 43
44 5.2.4 Communications Committee: The Communications Committee shall publish regular
45 issues of the Chapter newsletter. The committee will solicit, review, write, and edit
46 articles for the newsletter and shall establish editorial policy with the assistance of the
47 Board. The Committee shall also provide oversight and guidance for the Chapter's
48 website. The Committee shall manage the budget for the newsletter and website, and
49 solicit advertisements for both.

- 1 5.2.5 Legislative Committee: The Legislative Committee shall prepare a legislative agenda,
2 review legislative bills, give testimony on legislative matters of concern to the Chapter,
3 be involved in legislative-related activities, and keep the Board and chapter membership
4 informed regarding pertinent legislative issues. In addition, the Legislative Committee
5 may propose potential legislation, with a majority vote of the Board.
6
- 7 5.2.6 Continuing Education Committee: The Continuing Education Committee shall provide
8 timely, accurate, and informative educational seminars and workshops. The Committee
9 shall prepare an annual continuing education program schedule and will make
10 opportunities for participation available to all chapter members.
11
- 12 5.2.7 Scholarship Committee: The Scholarship Committee shall consist of representatives
13 from the University of Washington and Eastern Washington University faculties and the
14 membership at large. The Committee will raise funds to augment the Chapter
15 Scholarship fund, promote and advertise the Scholarship program at each of the PAB-
16 accredited universities, review candidates, select scholarship recipients, and regularly
17 report on the scholarship program to the Board.
18
- 19 5.2.8 Annual Conference Committee: The Annual Conference Committee shall be responsible
20 for planning and conducting the Chapter's annual conference. The Committee should
21 reflect broad representation of the Chapter membership and interests. Duties include,
22 but are not limited to, working with the host city committee, preparing a budget for the
23 conference, designing the conference program, soliciting speakers and panelists, and
24 supervising the overall management of the conference. The Annual Conference
25 Committee will submit regular written reports to the Executive Committee with regard to
26 conference planning. A complete account of conference expenditures and revenues will
27 be presented to the Executive Committee and Board within three (3) months or at the
28 next scheduled Board meeting following the Annual Conference (whichever comes first).
29
- 30 5.2.9 Planning Officials Development Committee: The Planning Officials Development
31 Committee shall facilitate the participation of planning commissioners and elected
32 officials in the Chapter. The Chair of the Committee shall serve as the Planning Official's
33 Development Officer.
34
- 35 5.2.10 Community Planning Assistance Team (CPAT) Committee: The CPAT Committee shall
36 implement a program to identify small communities without financial resources to
37 address significant planning issue(s), and provide planning assistance on a "pro bono"
38 basis. The Committee shall strive to provide assistance to at least one community per
39 year.
40
- 41 5.2.11 Tribal Planning Committee: The Tribal Planning Committee shall work to address
42 statewide tribal planning issues.
43
44

45 **6.0 ELECTIONS**

46

- 47 6.1 Elections: Method of Balloting. Election of Chapter Officers shall be by ballot of the
48 membership. For an election to be valid, 5% of the membership must vote.
49
- 50 6.2 Elections: Nominations. The Nominating Committee (described in 5.1) shall ensure, to
51 the extent possible, that all major geographic areas of the State and demographic

1 characteristics of the membership are represented by the slate of nominees. In addition
2 to individual and Section solicitations, the Committee shall publish an article in the
3 Chapter newsletter asking for interested members/nominees.
4

5 6.3 Elections: Consolidation with National elections. Chapter and Sections elections shall
6 be consolidated with National elections on a timetable established by National and
7 following procedures established by National. Until such time as this occurs, the
8 provisions in Sections 6.4, 6.5, 6.6 and 6.7 shall apply.
9

10 6.4 Elections: Timetable. By March 31, the Committee shall convene, start contacting
11 potential candidates, and submit an article to the Chapter newsletter soliciting interested
12 candidates. By May 31, the Committee shall inform the President of its recommended
13 slate of candidates and, if approved, shall ask each candidate to provide a profile and
14 recent photograph for the ballot. By June 30, the ballots shall be prepared and
15 distributed to all Chapter members via regular mail or electronic ballot. The deadline for
16 receiving all votes in the Chapter office shall be no sooner than three (3) weeks after the
17 ballot is distributed. By September 10, the ballots will be tallied and election results
18 announced in the Chapter newsletter or electronic means.
19

20 6.5 Elections: Tally of Ballots. The Nominating Committee or a group comprised of the
21 Committee Chair and two others as approved by the President shall convene in person,
22 via phone or electronically to tally the ballots received before the announced deadline.
23 The ballots along with the tally shall be forwarded for certification to the Chapter
24 Secretary and a second Board member as appointed by the President or two other
25 Board members as appointed by the President, if the Secretary is one of the candidates.
26 In case of a tie, the Board shall appoint one of the candidates to fill the office. The ballots
27 shall be retained at the Chapter office for a period of 30 days (before recycling) following
28 announcement of the winners per Section 6.3 in case any member petitions the Board
29 for a recount.
30

31 6.6 Elections: Announcement of Results. The results of the election shall be reported to the
32 President and the Nominating Committee Chair by those certifying the election.
33 Following this, the Chair shall inform all candidates by telephone (“in person” – not by
34 leaving a message). The Chair shall then write the announcement of the election results
35 and notify the membership. The results shall be officially entered in the minutes of the
36 next Board Meeting following announcement of the election results.
37

38 6.7 Section 3.2 of the Bylaws provides additional detail on Officer Elections and Terms.
39

40 **7.0 STUDENT REPRESENTATIVES AND EX OFFICIO MEMBERS**

41
42 7.1 Student Representative: Nomination and Election. Student representatives to the Board
43 will be selected by the APA Planning Student Organizations associated with Washington
44 universities and colleges accredited by the PAB Student representatives will serve one-
45 year terms.
46

47 7.2 Student Representative: Duties. The Student Representatives shall serve on the Board
48 and shall advise the Board and the Chapter on the conduct of services to students and
49 the evolving character of planning education. Student Representatives may participate in
50 Board discussions, but do not have a voting role in Board decisions.
51

1 7.3 Ex Officio Members: Ex Officio members provide a link between the Board and other
2 existing groups, special interests, or organizations. Ex Officio members of the Board
3 may participate in Board discussions, but do not have a voting role in Board decisions.
4 Ex Officio members of the Board may vary from year to year at the discretion of the
5 Board.
6

7 **8.0 SECTIONS/DISTRICTS**

8

9 8.1 Sections/Districts: General. Sections of the Chapter represent geographic subdivisions
10 of the Chapter area.
11

12 8.2 Sections: President. The principal elected officer of the Section shall be titled Section
13 President and shall serve on the Chapter Board.
14

15 8.3 Sections: Committee Representatives. Each Section/District may name a representative
16 on the Standing Committees with the advice and consent of the Committee Chair or the
17 Chapter President. The Section President/District Representative shall inform the
18 respective Committee Chairs when these appointments are made.
19

20 8.4 Sections: Formation. Geographic Sections of the Chapter may be formed by approval of
21 a majority of the Chapter members whose addresses of record are in the proposed
22 geographic area and upon approval of the Chapter Board. For the purpose of these
23 bylaws, "approval" may be achieved by receipt of an email message, a written letter, a
24 mail-in ballot, and/or a signed petition. The territory of a geographic Section shall be a
25 reasonably coherent unit and its name shall be geographically descriptive. Sections shall
26 adopt Bylaws to govern Section affairs. Section Bylaws shall not conflict with these
27 Bylaws or the Articles of Incorporation and Bylaws of APA. Copies of Section Bylaws or
28 Bylaw Amendments shall be sent to the Chapter Secretary and filed with the Executive
29 Director promptly upon their adoption.
30

31 8.5 Sections Dissolution: The Board may propose to dissolve a geographic Section of the
32 Chapter if the Section is not functioning in such a way as to serve its members. When a
33 geographic Section of the Chapter is proposed to be dissolved, the Chapter shall initiate
34 a ballot voting process (paper ballot or electronic). Approval by a majority of the
35 members voting is required for the dissolution to occur. Those eligible to vote are the
36 Chapter members whose addresses of record are in the designated Section geographic
37 area. If a Section is formally dissolved, the Board will take action to incorporate the
38 members of that geographic area into another existing Section.
39

40 8.6 Districts: Until a Section is formed in an area or after a Section is formally dissolved, the
41 Board shall establish geographic districts. A representative of each District shall be
42 appointed by the Chapter President as a non-voting member of the Board.
43

44 **9.0 AMENDMENTS**

45

46 9.1 Bylaw amendments may be proposed by the Board or by petition signed by five percent
47 (5%) of the Chapter membership (see Bylaw Section 3.7 regarding transmittal to national
48 APA). Bylaws amendments for Section 5.0 (Committees) and Section 7.0 (Student
49 Representatives and Ex Officio Members) may be approved by the Board of Directors.
50 All other Bylaw amendments require approval of the membership.
51

1 9.2 The membership may amend these Bylaws by a majority vote either by regular mail or
2 electronic ballot. A Bylaw amendment may also be adopted by two-thirds (2/3)
3 affirmative vote at an Annual or Special Meeting of the Chapter membership, provided
4 that the amendment is published in a publication of the Chapter at least one (1) month
5 prior to the Meeting, that the notice of the meeting states that among its purposes is the
6 consideration of the proposed amendment, and that a quorum is present at the Meeting
7 at the time of the vote on the amendment.
8

9 9.3 For Bylaw amendments approved by the Board of Directors (Sections 5.0 and 7.0), the
10 approval requires that: (1) the text of the amendment shall be published in a publication
11 of the Chapter at least one (1) month prior to the Board meeting at which the vote will be
12 taken, (2) members shall be invited to provide comments in advance of the Board
13 meeting, and (3) the Board shall review and consider member comments prior to voting.
14 Voting on Bylaw amendments by the Board of Directors shall follow the rules of voting
15 shown in Section 4.0.
16

17 **10.0 CHAPTER DOCUMENTS**

18

19 10.1 Strategic Plan. The Chapter shall update its strategic plan on a minimum 3-year cycle,
20 and maintain a copy on the Chapter website for view by the members. For the Strategic
21 Plan update to be adopted by the Board of Directors, the approval requires that: (1) the
22 draft Strategic Plan shall be published in a publication of the Chapter at least one (1)
23 month prior to the Board meeting at which the vote will be taken, (2) members shall be
24 invited to provide comments in advance of the Board meeting, and (3) the Board shall
25 review and consider member comments prior to voting. Voting on the Strategic Plan
26 update by the Board of Directors shall follow the rules of attendance and voting shown in
27 Section 4.0.
28

29 10.2 Other Board Documents. The Board Secretary shall maintain records of adopted
30 meeting minutes and adopted Board policies and shall update the Board Handbook (see
31 Section 3.7). The Past President shall provide a report of Chapter activities to the
32 membership (see Section 3.5).
33
34