

BYLAWS OF THE PENNSYLVANIA CHAPTER OF THE AMERICAN PLANNING ASSOCIATION

- 1.0 General
- 2.0 Definitions
- 3.0 Members
- 4.0 Meetings
- 5.0 Quorums & Voting
- 6.0 Officers
- 7.0 Board of Directors
- 8.0 Executive Committee
- 9.0 Committees
- 10.0 Elections
- 11.0 Student Representative
- 12.0 Finances
- 13.0 Trusts & Foundations
- 14.0 Sections
- 15.0 Divisions
- 16.0 Amendments

1.0 GENERAL

1.1 General: Name. The name of this Chapter is the Pennsylvania Chapter of the American Planning Association, which is referred to in these bylaws as, "the Chapter."

1.2 General: Chapter Area. The area served by the Chapter is the Commonwealth of Pennsylvania.

1.3 General: The American Planning Association. The national organization of which this Chapter is a part is The American Planning Association, which is referred to in these Bylaws as "the Association" or "APA."

1.4 General: Purposes. The purposes of the Chapter are as follows:

- (1) To raise the awareness of the essential function of planning in the Commonwealth of Pennsylvania;
- (2) To inform and educate professional planners and planning commissioners/planning officials regarding planning practices and issues in the Commonwealth;
- (3) To facilitate the individual participation of professional planners and planning commissioners/planning officials in the affairs of the Chapter;
- (4) To encourage and stimulate public interest in state, regional, county, city, borough, and township planning;
- (5) To encourage the observance of sound planning practices;
- (6) To promote cooperation among official planning agencies or commissions, other organizations, professional planners, planning commissioners/planning officials and other citizens interested in planning matters in the Commonwealth;
- (7) To encourage the exchange of information, advice and assistance among its members;
- (8) To serve as a repository of research and educational materials to be made available to members;
- (9) To advise the Association Board of Directors on the development and implementation of Association policy;
- (10) To further the affairs of the Association in the Commonwealth of Pennsylvania; and

(11) To exercise such other powers and do such other acts as may be appropriate to the advancement of sound planning practices in the Commonwealth of Pennsylvania.

1.5 General: Parliamentary Procedure. At meetings of the membership, of the Board of Directors, and of the Executive Committee, parliamentary procedures shall be governed by Robert's Rules of Order (the pertinent edition of which may be designated by the President).

2.0 DEFINITIONS

2.1 Definitions: National Office. The term "National Office" refers to the office designated by the APA to service membership matters.

2.2 Definitions: Executive Director. Unless otherwise qualified, the term "Executive Director," when used in these Bylaws, refers to the duly appointed Executive Director of the APA.

2.3 Definitions: Chapter Administrator. The term Chapter Administrator refers to the Agency that provides administrative support, and meeting, event, communication and website coordination for the Chapter. This is a contracted position.

2.4 Definitions: Address of Record. A member's "address of record" shall be the address furnished to the Chapter by the APA. It is the member's responsibility to notify the APA of any change of address. In the event that a member is only a member of the Pennsylvania Chapter of the APA, the address of record shall be provided to the Chapter's administrative unit and it is the members' responsibility to notify the Chapter office of any change of address.

2.5 Definitions: Publication of the Chapter. A "publication of the Chapter" shall mean any publication that is distributed to a member at no extra charge.

2.6 Definitions: Official Position of the Chapter. An "official position" of the Chapter shall be an opinion expressed in writing or in testimony that conveys and represents the view of the majority of Chapter members in accordance with section 5.2.

2.7 Definitions: Advisory Member. The Advisory member shall be the immediate Past-President. In the case that the Immediate Past-President does not intend to continue serving then the President will appoint an active member to serve as the Advisory Member.

2.8 Definitions: Professional Planner. A "professional planner" is anyone who earns a majority of his/her living practicing planning, or anyone who is retired from the same. Questions as to whether a person is a professional planner shall be settled by the Executive Director.

2.9 Definitions: Planning Commissioner/Planning Official. A "planning commissioner/planning official" is any appointed or elected official who is involved in planning decisions for the betterment of a state, region, county, city, borough, or township; and who has an interest in furthering the purposes of the Chapter, but is not a professional planner.

2.10 Definitions: Mail. The term "mail" shall mean postal or electronic correspondence.

3.0 MEMBERS

3.1 Members: Eligibility. There shall be three bases for membership in the Chapter, as explained below; all members admitted under any of the three bases shall be voting members of the Chapter:

(1) All members of APA whose address of record is within the Chapter's geographic area shall be Chapter members. APA members whose address of record is outside the Chapter area may also become voting Chapter members upon payment of any applicable dues and assessments; these Chapter members may not hold office nor represent the Chapter in APA affairs, but may serve on Chapter committees.

(2) Any other person who has an interest in furthering the purposes of the Chapter may be a member of the Chapter.

Such Chapter members shall not receive APA membership services and shall not participate in any APA action or elections or hold any office in APA. However, such members may be elected to or hold a Chapter office other than Chapter President or Professional Development Officer.

(3) Any organization with an interest in furthering the purposes of the Chapter may be a member of the Chapter, provided that such organization files with the Chapter the address to be used as the address of record and the name of a person at that address who shall be entitled to vote on behalf of that organization. Such Chapter members shall not receive APA membership services and shall not participate in any action of the APA.

The Board of Directors shall establish categories of membership compatible with these three bases for membership and with the Bylaws and other guidelines of the Association.

3.2 Members: Termination and Reinstatement. Chapter membership will be terminated upon failure to pay Chapter dues or assessments. Terminated members will be reinstated upon payment of dues or assessments, effective on the date of such payment.

4.0 MEETINGS

4.1 Meetings: Annual Meeting. There shall be an annual meeting of the Chapter membership. The meeting shall be held at a location within the Chapter area; a geographic rotation of the annual meeting among the Sections shall be encouraged to the extent practical. The Chapter Board of Directors shall determine the specific location, date, and time of each annual meeting.

4.2 Meetings: Notice of Annual Meeting. The Chapter Administrator shall notify the membership of the place, date, and time of the annual meeting in a publication of the Chapter, or by another communication, that is mailed to each member at least one month before the meeting.

4.3 Meetings: Special Meetings. A special meeting of the members may be called by the President, by the Executive Committee, by the Board of Directors, or by a petition signed by at least five percent of the members of the Chapter. The place, date, and time shall be set by the President, by the Executive Committee, or by the Board of Directors provided that the location shall be within the Chapter area. Notice of a special meeting shall be given to members as in Section 4.2 and shall include a statement of the purpose of the special meeting.

5.0 QUORUMS AND VOTING

5.1 Quorums and Voting: Quorum Requirements.

- (1) At annual and special meetings and in mail ballots, except in mail ballots for election of officers, a quorum shall be ten percent of the Chapter membership.
- (2) At meetings of the Board of Directors, eight directors shall constitute a quorum for the transaction of business.
- (3) At meetings of the Executive Committee, three committee members shall constitute a quorum for the transaction of business.
- (4) A quorum of the Board of Directors or Executive Committee may be realized by attendance of directors or committee members in person or by telephone conference call.

5.2 Quorums and Voting: Official Position. The adoption by the Chapter of an official position on any issue shall be done by any of the following methods:

- (1) By a simple majority of those members of the Chapter casting votes in a mail ballot or by secure electronic or telephonic transmission; or
- (2) By a simple majority vote of those present at a plenary session of the annual meeting, provided that ten percent of the membership is present and that advance mail notice is provided; or
- (3) By a simple majority of the Board of Directors in attendance, provided a quorum is present.

5.3 Quorums and Voting: Executive Committee. Any action of the Executive Committee shall be by a simple majority of the Committee in attendance, provided a quorum is present.

5.4 Quorums and Voting: Right to Petition. A mail vote on any official position shall be taken upon receipt of a petition requesting such and signed by at least twenty members of the Chapter.

6.0 OFFICERS

6.1 Officers: Election and Terms. The officers of the Chapter shall be a President, Vice-President/, a Secretary, and a Treasurer. All officers must be individual voting members of the Chapter and in good standing with his/her membership. The terms of office shall be two years. Officers shall be limited to serving two consecutive terms (four years) in the same office.

6.2 Officers: President. The President shall:

- (1) Preside at meetings of the Executive Committee, of the Board of Directors, and of the membership;
- (2) Promote and implement the Chapter Development Plan;
- (3) Provide leadership on the development of Chapter policies in coordination with the Executive Committee and the Board of Directors;
- (4) Have power to create, appoint, and discharge all Chapter committees unless otherwise provided in these Bylaws;
- (5) Represent the Chapter on the APA Chapter Presidents Council;
- (6) Transmit to APA a list of all Chapter Officers (including their addresses and telephone numbers) within thirty days of their election;
- (7) Submit to proposed Bylaws or amendments as required by the Bylaws of APA; and
- (8) Call meetings and perform other duties required by these Bylaws, or customary to the office.**

6.3 Officers: Vice-President. The Vice-President shall:

- (1) Assist the President in the guidance and coordination of committee activities;
- (2) Lead the bi-annual effort to review the Chapter's Development Plan;
- (3) Under the supervision of the President, prepare the Chapter's annual report, work program and budget for approval by the Executive Committee;
- (4) Lead the Bylaws review;
- (5) Carry out any other duties assigned by the President or Executive Committee. In the absence of, or in the event of incapacity of the President, the Vice President shall assume the duties of the President for the time period for which the President is incapable of carrying out the duties of the office.
- (6) Perform such other duties required by these Bylaws or customary to the office.

The Vice-President's duties and time in office is intended to prepare them for the position of President after the current president fulfills their term limit.

6.4 Officers: Secretary. The Secretary shall oversee and direct the Chapter Administrator to:

- (1) Maintain an accurate list of the members of the Chapter;
- (2) Notify members, Executive Committee members, and Board of Directors members of meetings, prepare and report minutes of Chapter, Executive Committee, and Board of Directors meetings;
- (3) Transmit to APA a copy of each publication of the Chapter; and
- (4) Perform such other duties required by these Bylaws or customary to the office.

6.5 Officers: Treasurer. The Treasurer shall oversee and direct the Chapter Administrator to:

- (1) Receive and disburse Chapter funds;
- (2) Prepare an annual budget for review by the Board of Directors;
- (3) Maintain accounts, which shall be open to inspection by officers and subject to audit;
- (4) Prepare for each meeting of the membership, of the Executive Committee, and of the Board of Directors a financial report to include a current balance sheet and an income statement reflecting current budget and a year-to-date report of Chapter operations;
- (5) Present an annual financial statement of each year;
- (6) Be covered by a security bond to insure against loss, such bond to be paid for by the Chapter;
- (7) Notify the Association of the rate of annual Chapter dues;
- (8) Collect Chapter dues and assessments not collected by the National Office; and
- (9) Perform such other duties as required by these Bylaws or customary to the office.

7.0 BOARD OF DIRECTORS

7.1 Board of Directors: Composition. The Board of Directors shall consist of the elected officers, the advisory member, the Student Representative selected in accordance with Section 11.1, the Chair of the Professional Development Committee selected in accordance with Section 9.2, the Chair of the Planning Commissioners/Planning

Officials Development Committee selected in accordance with Section 9.3, the Chair of the Legislative Committee in accordance with Section 9.4, the Chair of the Communications and Membership Committee, the Chair of the Student Engagement Committee, the Chair of the Healthy Communities in PA Committee in accordance with Section 9.5, Professional Planner Representative (or Alternate) from each Section and a Planning Commissioner/Planning Official Representative (or Alternate) from each Section selected in accordance with Section 14.5. All Professional Planner members of the Board of Directors must be individual members of the Chapter and in good standing. Planning Commissioner/Planning Officials must be Chapter members in good standing. Planning Commissioner/Planning Officials are not required to hold an individual Chapter membership.

7.2 Board of Directors: Duties. The Board of Directors shall:

- (1) Make major policy decisions;
- (2) Approve an annual program;
- (3) Approve the annual budget;
- (4) Approve the annual financial statement;
- (5) Approve the formation of Sections;
- (6) Be responsible for all Chapter property;
- (7) Report to the membership upon all business which it has considered or acted upon between Chapter meetings; and
- (8) Perform such other functions as are delegated herein or by the members of the Chapter.

7.3 Board of Directors: Meetings. Meetings of the Board of Directors shall be called by the President or by a majority of the Board members. There shall be, in each year, at least two meetings of the Board of Directors.

7.4 Board of Directors: Acting without Meeting. In cases of special urgency as relates to the duties of the Board of Directors, an action may be taken by the Board of Directors without a meeting if all members are notified in writing and a telephone and/or mail survey is made by the Chapter President or his designee. There must be an effort to contact all Board of Directors' members. At the next meeting, the votes of the Board shall be recorded in the minutes.

7.5 Board of Directors: Non-Performance of Members. Any member of the Board of Directors may be removed from office for non-performance upon a motion adopted by a two-thirds vote of the Board of Directors. Such a motion must be submitted to the Board of Directors and must include the grounds for non-performance; these may include non-attendance at Board meetings, failure to execute adopted programs, incurring legal liability for the Chapter based on dilatory performance of duties, termination of membership or other criteria that may be added to this subsection. At least two consecutive Board of Directors 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 member so charged, with the Board of Directors then sustaining or denying the motion. The member being considered for removal must be notified in writing between the first and second meetings, with the notice indicating the grounds for removal and the date of the next meeting, when his/her response will be heard.

7.6 Board of Directors: Vacancies or Incapacity. Except as provided in Section 6.3, when a Board of Directors position becomes vacant between elections, or when a Board of Directors member is unable to perform his or her duties, the Board of Directors may appoint a qualified active member of the Chapter to fill the position until the next election or until said Board of Directors member is again able to perform his or her duties.

7.7 Board of Directors: Terms of Office. The terms of all members of the Board of Directors shall be two years, except that the term of the Student Representative shall be one year from time of appointment. The Section representatives shall take office in accordance with Section 14.5, and other members of the Board of Directors shall take office on January 1 of each even-numbered year.

8.0 EXECUTIVE COMMITTEE

8.1 Executive Committee: Composition. The Executive Committee of the Board of Directors shall consist of the officers of the Chapter and the advisory member of Pennsylvania Chapter of APA, plus one member of the Board of Directors from each Section not otherwise represented. The Executive Committee members, other than the officers and the advisory member, shall be selected by the Board of Directors.

8.2 Executive Committee: Duties. The Executive Committee shall:

- (1) Manage the affairs of the Chapter on an ongoing basis, consistent with the Board of Directors' policies;
- (2) Put into effect the votes of the Chapter and the Board of Directors;

- (3) Authorize and approve all contracts and expenditures consistent with the budget, except where such authorizations and approvals are provided for otherwise herein;
- (4) At any time it deems necessary, cause an audit to be made of the accounts of the Chapter, with any such audit being made available to the Board of Directors;
- (5) Report to the membership and to the Board of Directors upon all business which it has considered or acted upon between Chapter meetings or Board of Directors meetings;
- (6) Establish an office and employ staff as necessary and consistent with the budget;
- (7) Perform such other functions as are delegated herein by the Board of Directors, or by the members of the Chapter, or by the Association Bylaws; and
- (8) Make policy recommendation to the Board of Directors.

8.3 Executive Committee: Meetings. Meetings of the Executive Committee shall be called by the President or by a majority of the Committee members. There shall be, in each year, at least four meetings of the Executive Committee.

8.4 Executive Committee: Acting without Meeting. In cases of special urgency as relates to the duties of the Executive Committee, an action may be taken by the Executive Committee without a meeting if a telephone or mail survey is made by the Chapter President. The Chapter President shall endeavor to contact all Executive Committee members, regardless of the outcome of the vote. In order for the action to be taken, at least a quorum of the members must be contacted. At the next meeting, the votes of the Committee shall be recorded in the minutes.

8.5 Executive Committee: Terms of Office. The terms of all Executive Committee members shall be two years. Members of the Executive Committee shall take office on January 1 of each even-numbered year.

9.0 COMMITTEES

9.1 Committees: Nominating Committee. The Nominating Committee shall consist of the Immediate Past President (IPP) and a member from each of at least five Sections. If the IPP cannot serve, a non-board member will be appointed by the current president. The Advisory Member shall vote only in the case of a tie. At least one, but less than half, of the members of the Nominating Committee from the Sections shall be members of the Board of Directors. There shall be an effort for the Nominating Committee to include both planning commissioners/planning officials and professional planners. The Nominating Committee shall be appointed by the President with the advice and consent of the Executive Committee at least ninety days prior to the mailing of ballots to the membership. The duty of the Committee shall be to receive and submit for publication a slate of candidates for the offices of Chapter President, Vice President, Secretary and Treasurer.

9.2 Committees: Professional Development Committee. There shall be a Professional Development Committee consisting of (1) a representative of each Section selected by the Section Council and (2) any additional members that the Chapter President wishes to appoint. A majority of the members of the Committee must be members of the American Institute of Certified Planners. The President shall appoint a Chair, who shall serve as a member of the Chapter Board of Directors and serve as the Professional Development Officer in relation to APA. The Chair shall serve a two-year term, with unlimited renewals. The mission of the Committee is to plan, produce, and assist others – especially Sections – in producing professional development events and opportunities throughout the Commonwealth. Specific Individual members of the Committee are expected to participate in the majority of the Committee's activities, which include quarterly meetings, and Section representatives are expected to facilitate the flow of relevant information between the Committee and their designated Section. The duties of the Committee shall include:

- (1) Facilitate continuing education opportunities for Professional Planners;
- (2) Support the networking of planning professionals;
- (3) Encourage AICP membership;
- (4) Assist those preparing to take the AICP Exam;
- (5) Advise prospective members as to the qualifications, purposes, and programs of AICP;
- (6) Serve as the Chapter's advocate for the AICP Code of Ethics and Professional Conduct;
- (7) Support AICP planners in achieving compliance with the CM program through advertising, sponsoring, promoting, and conducting CM training;
- (8) Coordinate Chapter input into the accreditation review of Pennsylvania's planning programs;
- (9) Lead the preparation of one FAICP application per cycle at the direction of the Board;
- (10) Assist in the preparation of the Chapter's annual professional development program and budget;

- (11) Report back to each Section on updates through a Section designated representative; and
- (12) Serve a two-year term, with unlimited renewals. Members may be reappointed by their Section Council, with no limit on reappointment.

9.3 Committees: Planning Commissioners/Planning Officials Development Committee. There shall be a Planning Commissioners/Planning Officials Development Committee. A "planning commissioner/planning official" is any appointed or elected official involved in planning decisions for the betterment of a community, region, state, or country, who has an interest in furthering the purpose of the Association, but who is not a Professional Planner. The Committee shall consist of: (1) a representative of each Section, selected by the Section Council; and (2) any additional members that the Chapter President wishes to appoint. All members of the Committee must be members of the Chapter, individually or as a planning commissioner/planning official of his/her municipality, which is a member of the Chapter. The President shall appoint a Chair, who shall serve as the Chapter Planning Commissioners/Planning Officials Development Officer and a member of the Chapter Board of Directors; the Chair must be a member of APA, as well as the Chapter. The Chair shall serve a two-year term, with unlimited renewals. The duties of the Committee shall include:

- (1) Increase training opportunities for Planning Commissioners/Planning Officials in the Chapter;
- (2) Create ways of making the Chapter more inviting to Planning Commissioners/Planning Officials;
- (3) Recruit Planning Commissioners/Planning Officials as new members of the Chapter;
- (4) Represent Planning Commissioners/Planning Officials' interests in APA and the Chapter;
- (5) Involve Planning Commissioners/Planning Officials in Chapter programs and decision making;
- (6) Involve Planning Commissioners/Planning Officials in the promotion and advocacy of planning;
- (7) Advocate the vital role of planning commissions in providing up-to-date, responsive and responsible community planning;
- (8) Serve as a resource on planning commissioner/planning official matters or concerns;
- (9) Prepare and implement a Planning Commissioners/Planning Officials development program and budget;
- (10) Report back to each Section on updates through a Section designated representative; and
- (11) Serve a two-year term, with unlimited renewals. Members may be reappointed by their Section Council, with no limit on reappointment.

9.4 Committees: Legislative Committee. The Legislative Committee consists of a Chair, a Vice-Chair and various individual and organizational members (there is no set minimum or maximum.) The Chair and Vice-Chair must be an active member of APA-PA Chapter and no more than 50% of the Committee can be non-members. The Committee usually meets six (6) times a year, either in person or by conference call. The President shall appoint the Chair who shall serve as a member of the Chapter Board of Directors and must be a member of the Chapter. The Chair shall serve a two-year term, with unlimited renewals. The duties of the Committee shall include:

- (1) Monitoring, reviewing and providing draft comments and recommended Chapter positions on pending state and federal legislative proposals with the assistance of a legislative tracking consultant, if available;
- (2) Preparing special reports and recommendations as a prelude to future legislative initiatives (such as the MPC and Required Training task forces);
- (3) Representing the Chapter at pertinent hearings or committee meetings related to legislative proposals of interest to the Chapter;
- (4) Representing the Chapter at APA activities (such as review of proposed policy papers at the Annual Conference Delegate Assembly and participation at the annual Policy Conference in Washington, DC);
- (5) Reporting to the Chapter membership through a session at the Chapter's annual conference, periodic articles in the Chapter newsletter;
- (6) Coordinating with other organizations and individuals on legislative matters and issues;
- (7) Undertaking other activities at the direction of the Chapter Board; and
- (8) Serve a two-year term, with unlimited renewals.

9.5 Committees: Student Engagement Committee. The Student Engagement Committee consists of a Chair, a Vice-Chair and various individual and organizational members (there is no set minimum or maximum.) The President, with the approval of the Executive Committee, shall recommend an active member of the Chapter to Chair the student engagement committee. The Chair shall serve as a member of the Chapter Board of Directors. The Chair shall serve a two-year term, with unlimited renewals. Committee members serve a two-year term, with unlimited renewal and shall be comprised of (1) a representative of each Section selected by the Section Council, (2) the Chapter Administrator or staff thereof and (3) any additional members that the Executive Committee wishes to appoint. The Committee usually meets four (4) times a year, either in person or by conference call. The mission of this committee is to provide support for students aspiring to enter the Planning profession and provide information on Planning as a profession and component of core civic curriculum to all students.

The duties of the Committee shall include:

- (1) Serving as a clearinghouse for student employment, internship, scholarship, mentoring, and related opportunities,
- (2) Organize in-person and online opportunities for students to engage with the Planning profession;

- (3) Coordinate with APA regarding student opportunities; and
- (4) Support the Chapter Board and Sections in advancing the Committee's mission and duties.

9.7 Committees: Communications and Membership Committee. The Communications & Membership Committee consists of a Chair, a Vice-Chair and various individual and organizational members comprised of (1) a representative of each Section selected by the Section Council, (2) the Chapter Administrator or staff thereof, and (3) any additional members that the Executive Committee wishes to appoint. Co-chairs shall serve two-year terms with unlimited renewals. The mission of the Committee is to expand knowledge of the APA-PA Chapter and its mission, to help build a positive reputation for the APA-PA Chapter, and to increase and strengthen the overall membership of the Chapter. Individual members are expected to participate in the majority of the Committee's activities, which include quarterly meetings. Section representatives are expected to facilitate the flow of relevant information between the Committee and their designated Section, to make contact with new members to extend a welcome and impart relevant information, and to make contact with those who have discontinued membership to identify reasons for leaving.

The duties of the Committee shall include:

- (1) *Promote standards for consistency across Chapter communications*
- (2) *Aid in the production of content and copy writing across modes of outreach, the identification of target audiences for communications, and tailored messages for those audiences*
- (3) *Research general and demographic trends across the membership of the organization*
- (4) *Conduct opinion surveys to assess interests and needs of membership*
- (5) *Respond to inquiries from the media and other organizations*
- (6) *Monitor press and social media coverage of APA-PA and its programs*
- (7) *Create and disseminate news releases and other relevant materials as needed*
- (8) *Conduct activities designed to increase the membership of the Chapter and meet the needs of existing members*
- (9) *Provide a personal contact for new members through section representatives to the Committee.*
- (10) *Conduct exit interviews to determine reasons for discontinuation of membership*
- (11) *Work with the APA-PA Board and other Committees as needed to accomplish the above*

9.8 Committees: Healthy Communities in PA Committee. The Healthy Communities in PA Committee, also called the Healthy Communities in PA Task Force, consists of a Chair, a Vice-Chair and various individual and organizational members (there is no set minimum or maximum.) The Committee usually meets six (6) times a year, either in person or by conference call. The President shall appoint the Chair, who shall serve as a member of the Chapter Board of Directors. The Chair and Vice-Chair should alternate between a planning and public health member or advocate. There is not a Chapter membership requirement to encourage participation from the public health field. The Chair shall serve a two-year term, with unlimited renewals.

The duties of the Committee shall include:

- (1) Holding regular conference calls or meetings on healthy communities' topics that bring together public health and planning professionals;
- (2) Reporting to the Chapter membership through a session at the Chapter's annual conference, as well as periodic articles in the Chapter newsletter;
- (3) Working with the Chapter Administrator to update healthy communities' resources on the Chapter website;
- (4) Representing the Chapter at APA activities (such as review of proposed healthy community policy papers at the Annual Conference Delegate Assembly and participation at the annual Policy Conference in Washington, DC if there are healthy communities related topics);
- (5) Coordinating with other organizations and individuals on healthy community design matters and issues;
- (6) Undertaking other activities at the direction of the Chapter Board; and

(7) Serve a two-year term, with unlimited renewals. **9.9 Committees: Ad Hoc Committees.** *The Executive Committee shall create and discharge such ad hoc committees as it may from time-to-time deem necessary for the operations of the Chapter.*

9.10 Committees: Other Standing Committees: The President shall appoint such other standing committees as are deemed necessary for carrying out the objectives of the Chapter. The duties of each standing committee shall be set

forth by the Executive Committee. Said committees shall be deemed to be continued upon election of a new President unless they are discharged within ninety days after said election. These committees shall be as follows:

(1) **Awards Committee:** The Awards Committee shall conduct an annual awards program for the Chapter. The goals of the awards program are to recognize outstanding planning work and planning leaders in Pennsylvania, provide education and inspiration for outstanding planning, and raise awareness of the value of planning. The Committee shall consist of a Chair, appointed periodically by the President, and other persons, all of whom shall be members of the Chapter. The Committee shall meet as needed to conduct its business. The duties of the Committee shall include: (1) identifying categories and particular awards with guidelines for eligibility and criteria for award; (2) conducting an annual process for application and selection; and (3) conducting an annual awards ceremony.

(2) **Great Places in PA Committee.** The Great Places in PA Committee shall oversee the Great Places in PA Program. The goal of the Committee is to recognize nominated places that exhibit high quality character, cultural interest, community involvement, walkability, and connectivity. Great Places also demonstrate the rewarding results that occur through community partnerships, planning, and dedication. The Committee shall consist of a Chair, appointed periodically by the President, a representative of each Section selected by the Section Council, and three at-large representatives who are not required to be Chapter members. The Committee shall meet as needed to conduct its business. The duties of the Committee shall include: (1) identifying categories and category criteria, (2) conducting an annual process for application and selection; and (3) presenting the certificates to the designated Great Places.

10.0 ELECTIONS

10.1 Elections: Method of Balloting. Election of the President, Vice-President, Secretary, and Treasurer shall be by ballot of the voting membership as defined in Section 3.1. Members may vote for any person, qualified by these Bylaws to hold office in the Chapter, whether or not he/she was nominated by the Nominating Committee or by petition.

10.2 Elections: Nominations. The Nominating Committee shall file with the Executive Committee its report of nominations to fill the positions of President, Vice-President, Secretary, and Treasurer by the date set by APA each odd-numbered year. It is desirable that there be at least two candidates for each position; it is also desirable that the candidates represent geographic diversity, employment diversity (e.g., public, consultant, and academic), and a mix of both Professional Planners and Planning Commissioners/Planning Officials. Each candidate shall be an individual member of the Chapter in good standing. Within forty-five days after receipt of the Nominating Committee report, the Executive Committee shall validate the status of all nominees and submit nominated candidates to the American Planning Association for inclusion in their election materials. A petition of nomination for one or more positions signed by at least twenty-five Chapter members may be submitted to the Nominating Committee not later than the date set by APA of each odd-numbered year. The names submitted on a petition of nomination shall be included on the official ballot, provided each candidate is an individual member of the Chapter in good standing.

10.3 Elections: Timetable. The Chapter election cycle and dates will follow that of the American Planning Association's Bylaws.

10.4 Elections: Tally of Ballots. The President, Vice-President, Secretary, and Treasurer shall be elected by the affirmative written ballots of a plurality of the members voting. In case of a tie, the Board of Directors shall elect one of the tied candidates. The results of the election shall be given to the membership in the next regularly scheduled publication of the Chapter following the election.

11.0 STUDENT REPRESENTATIVE

11.1 Student Representative: Nomination and Election. The Chapter Board of Directors shall appoint one full-time Student Representative, from a panel nominated by colleges and universities with Planning-related curricula. This appointed representative has the ability to sit on the Board as a voting member. A second student member (who is affiliated with a program related to planning) may be appointed as a non-voting representative. The term of office shall be one year from the date of appointment in accordance with Section 7.7. If either Student Representative ceases to be a full-time student, the Chapter Board of Directors shall designate a full-time student to complete the term of office.

11.2 Student Representative: Duties. The Student Representative shall serve on the Board of Directors and shall advise the Board and the Chapter on the conduct of services to students and the evolving character of the planning profession.

12.0 FINANCES

12.1 Finances: Budget. Each Chair of a standing committee, Section, or Division may provide the Board of Directors with a budget request no later than November 1st each year. The President, with the assistance of the Treasurer, shall direct the Chapter Administrator to prepare a budget by the autumn annual meeting that sets forth objectives for which funds of the Chapter may be expended and the amount authorized to be expended for each such objective; these objectives shall include an allocation to each Section to cover costs of basic operations not provided by the Chapter. A memorandum describing how costs have been allocated to each Section shall be provided to each Section Chair and Treasurer by close of the year.

Each chair of a standing committee, Section, or Division may provide the Board of Directors with budget amendments based on the allocation provided at the annual meeting by no later than November 15th. The Board of Directors shall review, modify as desired, and adopt the budget at a meeting no later than December 31.

The budget may be modified from time-to-time by a majority vote of the Board of Directors. The original budget and any subsequent modifications shall, after adoption, be published in the next edition of any Chapter publication or other mailing.

12.2 Finances: Annual Dues. The Board of Directors of the APA shall establish from time-to-time a uniform rebate which shall be remitted to the Chapter on a per capita membership basis. The Chapter, by a mail ballot of its APA membership, may establish Chapter dues or assessments or a Chapter dues or assessments ceiling for APA members beyond the basic rebate based upon a program and budget for the Chapter. The dues rate shall be reported by the Chapter Treasurer to the National Office. Dues of APA members shall be collected by the APA.

The Board of Directors of the Chapter may establish Chapter dues or assessments for non-APA members that vary with the various categories of non-APA membership. Dues of non-APA members shall be collected by the Chapter Treasurer, or by the APA upon payment of administrative fees.

12.3 Finances: Fiscal Year. The Chapter fiscal year shall run from January 1 to December 31.

12.4 Finances: Investments of Chapter Funds. The Treasurer shall have the authority, with the consent of the Executive Committee, to deposit Chapter funds, in excess of amounts normally needed for month-to-month transactions, in Federally-insured savings accounts or savings certificates. The Treasurer shall report all such deposits and terms to the Executive Committee.

13.0 TRUSTS AND FOUNDATIONS

13.1 Trusts and Foundations: Pitkin Trust. The Francis A. Pitkin Educational Fund was established in March 1965 to promote and support education in the art and science of local, regional, state, and national planning. Expenditures for this purpose are to be made from time-to-time as contributions are available. The Pitkin Trust was dissolved, and the funds placed in the operating account of the Chapter in 2003; the funds are tracked separately. Disbursements of the funds from the Pitkin Fund shall be decided by the Executive Committee of the PA Chapter of the APA. Reports of the condition of this fund shall be made in the annual report each year.

13.2 Trusts and Foundations: Spaulding Trust. The Leslie and Greta Spaulding Education Fund was established to provide scholarships and internships for students studying for degrees in City and Regional Planning. Expenditures for this purpose are to be made from time-to-time as contributions are available. The officers of the Spaulding Education Fund shall be the President and Secretary of Pennsylvania Chapter of APA, as well as a representative from the Northwest Section Council. Reports of the condition of this fund shall be made in the annual report each year.

14.0 SECTIONS

14.1 Sections: Purpose, Area, and Membership. Sections of the Chapter may be formed to provide Chapter members with programs and services which cannot be delivered effectively at the Chapter level, such as announcing and holding program meetings, disseminating news of Section interest only, and taking positions on issues of relevance only to the Section. The territory of a Section shall be a reasonably coherent unit and each Section shall have a geographically descriptive name. All Chapter members whose addresses of record are within the territory of a Section shall be members of that Section. Chapter members may elect to belong to a neighboring section.

Chapter members whose addresses of record are outside the Section area may also become voting Section members upon payment of any applicable dues and assessments; these Section members may not hold Section office or represent the Section on the Chapter Board of Directors but may serve on Section committees.

14.2 Sections: Formation. Upon the adoption of these Bylaws, there shall be six (6) Sections, encompassing groups of counties as listed below:

- (1) Southeast Pennsylvania Section - Bucks, Chester, Delaware, Montgomery, Philadelphia
- (2) Lehigh Valley/Berks Section - Berks, Lehigh, Northampton
- (3) Northeast Pennsylvania Section - Bradford, Carbon, Lackawanna, Luzerne, Monroe, Pike, Schuylkill, Sullivan, Susquehanna, Tioga, Wayne, Wyoming
- (4) Central Pennsylvania Section - Adams, Centre, Columbia, Clinton, Cumberland, Dauphin, Franklin, Juniata, Lancaster, Lebanon, Lycoming, Mifflin, Montour, Northumberland, Perry, Snyder, Union, York
- (5) Southwest Pennsylvania Section - Allegheny, Armstrong, Beaver, Bedford, Blair, Butler, Cambria, Fayette, Fulton, Greene, Huntingdon, Indiana, Somerset, Washington, Westmoreland
- (6) Northwest Pennsylvania Section - Cameron, Clarion, Clearfield, Crawford, Elk, Erie, Forest, Jefferson, Lawrence, McKean, Mercer, Potter, Venango, Warren

Additional Sections of the Chapter may be formed upon: (1) submission to the Chapter Board of Directors of a petition signed by two-thirds of the Chapter members whose addresses of record are within the geographic area of the proposed Section; and (2) approval by the Chapter Board of Directors. In deciding whether to approve formation of a Section, the Board of Directors shall consider the reason for forming the Section, the potential membership of the Section, the potential for adequate leadership of the Section, and other factors which will affect the viability of the Section.

Section boundaries may be changed by:

- (1) Submission to the Section Councils of both affected Sections of a petition signed by two-thirds of the Chapter members whose addresses of record are within the geographic area to change Sections;
- (2) An affirmative vote by a simple majority of those members of the receiving Section casting votes in a mail ballot; and,
- (3) Submission of notification of the above actions to the Chapter Board of Directors.

Sections may be abolished by:

- (1) Submission to the Chapter Board of Directors of a petition signed by two-thirds of the Chapter members whose addresses of record are within the geographic area of the proposed Section; and
- (2) Assignment by the Chapter Board of Directors of the area to another Section, following consultation with the Sections.

14.3 Sections: Bylaws. 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. Copies of Section Bylaws or Bylaw amendments shall be sent to each member of the Chapter Board of Directors and filed with the Chapter promptly upon their adoption.

14.4 Sections: Organization. Each Section shall be governed by a Section Council. Each Section Council shall have at least five members, including at least two Professional Planners and at least two Planning Commissioners/Planning Officials. Each Section Council shall have at least two officers, a Section Chair and a Secretary-Treasurer. Section Council members and officers shall be elected by the members of their respective Sections. The terms of office of Section Council members and officers shall be two years and shall begin on January 1 of each even-numbered year.

14.5 Sections: Representation on Chapter Board of Directors. Each Section Council shall select, from among its members, the Section's representatives on the Chapter Board of Directors. These shall include a Professional Planner Representative, a Professional Planner Alternate, a Planning Commissioner/Planning Official

Representative, and a Planning Commissioner/Planning Official Alternate. The Section representatives shall be selected for two-year terms on the Chapter Board of Directors and shall begin on January 1 of each even-numbered year.

14.6 Sections: Budget. Each Section shall adopt an annual budget. The annual Chapter budget shall provide an allocation to each Section to cover costs of basic operations not provided by the Chapter; Section dues, in an amount approved by (1) a mail ballot of Section membership and (2) the Chapter Board of Directors, may be established to supplement the Chapter allocation.

14.7 Sections: Staff Assistance. Sections may receive assistance from the Chapter staff as directed by the Executive Committee in carrying out their programs.

14.8 Sections: Chapter Assumption of Section Duties. The Executive Committee shall assume the duties and responsibilities of a Section in the absence or incapacity of Section leadership to hold Section meetings, attend Board meetings on a regular basis, or follow the Section bylaws for elections. If the Executive Committee assumes the duties and responsibilities of a Section, it shall arrange for a special Section election within 90 days.

15.0 DIVISIONS

15.1 Divisions: Statement of Purpose. Divisions of the Chapter provide members with an opportunity to join with others who have common interests in specialized and technical aspects of planning. Following are purposes to be served by Chapter Divisions:

- (1) Provide leadership and training;
- (2) Provide a forum(s) for the exchange of information and technical expertise;
- (3) Take positions on various issues, and advocate position adoption by the Chapter Board and others;
- (4) Educate the public and private sector as well as the general public about the services rendered by the members;
- (5) Develop and sustain a good working relationship with other organizations;
- (6) Participate in the Chapter Annual Conference and/or conduct such other conferences or workshops as deemed appropriate.

15.2 Divisions: Creation. The Chapter Board of Directors may create and dissolve such Chapter Divisions as it deems appropriate. In creation of such Divisions, the Board may consider requests by Chapter members and/or recommendations of outside organizations and agencies.

15.3 Divisions: Bylaws. Chapter Divisions may adopt Bylaws to govern their affairs. Division Bylaws shall not conflict with the Bylaws of the Chapter. Copies of the Division Bylaws shall be sent to each member of the Chapter Board of Directors and the Chapter Administrator promptly upon adoption.

15.4 Divisions: Leadership. Each Chapter Division shall elect a Chair and Secretary/Treasurer to lead the Division and keep appropriate records and accounts. Each Division shall have at least five members. Division members and officers shall be elected by the members of their respective Divisions. The terms of office of Division members and officers shall be two years and shall begin on June 1.

15.5 Divisions: Membership. Chapter Divisions may adopt such membership requirements within their Bylaws as may be appropriate to further the interests of the Divisions. In addition, other members of the Chapter shall be eligible for membership of the Division as an associate member.

15.6 Divisions: Budget and Dues. Each Chapter Division shall adopt an annual budget subject to the review and approval of the Board of Directors and may adopt such dues as necessary for operation of the Division.

15.7 Divisions: Staff and Financial Assistance from Pennsylvania Chapter of APA. Each division may receive staff and/or financial assistance from the Chapter as may be deemed appropriate by the Board of Directors of the Chapter.

16.0 AMENDMENTS

Bylaws amendments may be proposed by the Board of Directors or by a petition signed by five percent of the voting Chapter membership. Furthermore, the Executive Committee shall appoint a Bylaws Review Committee two years after the establishment of the Chapter and again five years after the establishment of the Chapter; each of these Committees shall review the Bylaws in light of the initial operations of the Chapter and submit recommended amendments to the membership for a mail ballot. Subsequent reviews shall be undertaken at a minimum of every five years. A review may be undertaken sooner than five years if called for by the Board of Directors, Executive Committee or a petition signed by five percent of the voting Chapter membership.

The membership may amend these Bylaws by a majority vote, if by mail ballot. Bylaws amendments may also be adopted by a two-thirds vote at annual or special meetings of the membership, provided that the amendments were published in a publication of the Chapter membership at least one month prior to the meeting and that a quorum is present at the time of the vote.

Revised: 12/31/2019