

BYLAWS

MINNESOTA CHAPTER OF THE AMERICAN PLANNING ASSOCIATION

1.0 INTRODUCTION

- 1.1 The name of the Chapter is the MINNESOTA CHAPTER OF THE AMERICAN PLANNING ASSOCIATION, to be abbreviated, when necessary, as "APA MN." It is also referred to in these Bylaws as "the Chapter."
- 1.2 The National Organization of which this Chapter is an integral part is the American Planning Association. It is referred to in these Bylaws as "National" or "APA."
- 1.3 The area served by the Chapter is the State of Minnesota.
- 1.4 The purposes of the Chapter are to advance equitable and sustainable planning practices across the state; to support professional planners and engage and collaborate with those who live and work in our communities; and to provide opportunities for education, networking, and a deeper understanding of the planning profession.
- 1.5 The term "National Office" refers to the Office of APA designated by the APA to service Chapter and membership matters.
- 1.6 A member's "address of record" is the address furnished by the member. It is the member's responsibility to notify the National Office or Chapter of any change of address.

2.0 MEMBERSHIP AND DUES

- 2.1 Planners can become members of the Chapter by paying their national and chapter membership dues. An APA member whose address of record is outside the Chapter area may also become a Chapter member upon notification to the APA and payment of appropriate dues. An individual who is not a member of APA may also become a Chapter member upon notification to the Chapter and payment of applicable dues and assessments; residence in the State of Minnesota is not required.
- 2.2 Lack of dues payment will result in termination of membership.
- 2.3 Districts of the Chapter may be formed upon petitions signed by two-thirds of the members whose addresses of record are within the geographic areas of the proposed Districts and upon approval of the Chapter Board. The territory of a District must be a reasonably coherent unit. The Chapter President may appoint an ad-hoc DISTRICT APPORTIONMENT COMMITTEE to review boundaries as to insure representation from all portions of the State.
- 2.4 The amount and collection structure of dues to be paid to the Chapter shall be determined by the Chapter Board, subject to approval by the Chapter membership. For Chapter approval, the Chapter Board shall utilize an email ballot to all Chapter members. Approval shall be determined by a majority of those responding.

3.0 MEETINGS

- 3.1 The annual state conference shall serve as the annual meeting of the Chapter membership, unless another time and location is determined by the Chapter Board. At the annual meeting, the President shall provide a report outlining activities, accomplishments, and Chapter status since the previous annual meeting. The Chapter membership shall receive written notice of the annual meeting emailed at least 30

days prior to the meeting.

- 3.2 Special meetings of the Chapter shall be called only if voted by the Chapter Board or if requested by petition signed by at least 5% of the Chapter membership. Notice and an agenda for special meetings must be sent to the membership at least 30 days prior to the special meeting.
- 3.3 The Chapter Board shall meet at least five times a year (typically every other month) and shall be called by the President or a majority of the Chapter Board.
- 3.4 A quorum of the Chapter Board is more than 50% of the filled voting positions. A quorum of the Executive Committee is more than 50% of the filled Executive positions.
- 3.5 The Executive Committee or Chapter Board shall be able to act without meeting if an action is consented to through online voting by each of their respective members.
- 3.6 At meetings of the membership and of the Chapter Board or Executive Committee, parliamentary procedure shall be governed by Robert's Rules of Order (the pertinent edition of which may be designated by the President).

4.0 OFFICERS

- 4.1 The Officers of the Chapter shall be the President, the Vice President, the Secretary, and the Treasurer. Duties of each are as follows:
 - 4.1.1 President. The President shall: (a) preside at meetings of the Executive Committee and Chapter Board and of the membership; (b) provide leadership on the development of Chapter policies in coordination with the Chapter Board and the APA; (c) oversee the preparation of the annual budget for approval by the Chapter Board; (d) create and/or disband all Chapter committees and appoint and discharge committee chairs unless otherwise provided in these Bylaws; (e) represent the Chapter on the APA Chapter President's Council; (f) call meetings and perform other duties required by these Bylaws or customary to the office; (g) oversee/manage Chapter staff, including but not limited to the Executive Director; and (h) be a member of APA and the Chapter.
 - 4.1.2 Vice-President. The Vice-President shall: (a) assist the President in the guidance and coordination of committee activities; (b) carry out any other duties assigned by the President; (c) assume the duties of the President if necessary; (d) oversee the preparation and administration of the Chapter's Strategic Plan; and (e) perform other duties required by the Bylaws or customary to the office; and (f) be a member of APA and the Chapter.
 - 4.1.3 Secretary. The Secretary shall be responsible for (a) preparing and reporting minutes of Chapter Board and Executive Committee meetings; (b) ensuring that all members have access to the agendas and meeting minutes on the website; (c) performing other duties required by these Bylaws or customary to the office; and (d) the Secretary shall be a member of APA and the Chapter.
 - 4.1.4 Treasurer. The Treasurer shall: (a) receive and disburse Chapter funds; (b) collect Chapter dues and assessments not collectible by the National office; (c) Prepare an annual budget for approval by the Board; (d) maintain financial bank and tax records which shall be open to inspection by officers and subject to audit, or review the work of a professional accountant to complete these activities; (e) prepare quarterly and annual financial reports for review by the Executive Committee; (f) perform other duties required by these Bylaws, or customary to the office; (g) oversee Chapter staff payroll; and (h) be a member of APA and the Chapter.
- 4.2 Officers shall be elected in even-numbered years for two-year terms in accordance with provisions of

Paragraph 11.0 of these Bylaws.

5.0 DIRECTORS

- 5.1 Eight District Directors shall be elected representing six different districts (geographic areas) of the state. The districts shall be defined by the Board. Directors shall be elected by the members from their respective districts and should live or work in the district they are representing at the time of the election. District Directors must be members of APA and the Chapter.
- 5.2 Directors shall be elected in odd-numbered years for two-year terms in accordance with provisions of paragraph 11.0 of these Bylaws.
- 5.3 One Student Director with voting privileges shall be elected by student members for a one-year term. Election for Student Director position will take place annually through the Chapter in accordance with paragraph 11.0 of the bylaws. Three Student Representatives shall be appointed by the Board each year to a one-year term to represent student members of the Chapter. One student representative shall be from each of the following schools: University of Minnesota Humphrey School, University of Mankato, and University of St. Cloud. Student Representatives do not have voting privileges and are ex-officio members. Both the Student Director and the Student Representatives shall be currently enrolled in a program of planning or planning-related studies. Student Representatives shall work directly with the Student Director and Faculty Liaison in bringing matters to the Board.

6.0 EX-OFFICIO BOARD MEMBERS

- 6.1 Ex-Officio non-voting members of the Chapter Board shall include the chairpersons of all committees, the Professional Development Officer(s) (PDO), the Faculty Liaison, Student Representatives, and the Past President.
- 6.2 The chairpersons of all Chapter committees shall be appointed by the President with the concurrence of the Chapter Board. The term of committee chairs and all other appointed Ex-Officio members expires with the expiration of the term of the appointing President. There is no limit on the number of terms a committee chair or Ex-Officio member may serve, but they must be reappointed by the President for each additional term. Committee chairpersons must be members of APA and the Chapter.
- 6.3 The Faculty Liaison shall be appointed by the President with the concurrence of the Chapter Board and shall be responsible for facilitating dialogue and Chapter participation with all planning-related programs in the state. The Faculty Liaison shall assist with the administration of the student scholarship program, serve as the mentor for the Student Representatives, and provide assistance as needed to coordinate academic and professional interests. The Faculty Liaison must be a member of APA and the Chapter.
- 6.4 A Community Planner shall be appointed by the President with the concurrence of the Chapter Board during the first year of the term of the Executive Committee to represent community planners. The Community Planner shall work with planning commissions and nonprofessional planners to provide training and support opportunities. The Community Planner must be a member of APA and the Chapter.
- 6.5 The Professional Development Officer(s) shall be appointed by the President with the concurrence of the Chapter Board. The PDO(s) shall be responsible for advising current and prospective members of the American Institute of Certified Planners (AICP) and coordinating the Chapter's professional development activities in the areas of planning education. At least one PDO shall participate in the planning of the annual state conference.

7.0 CHAPTER BOARD

- 7.1 The Chapter Board shall consist of the Officers, Directors, and Ex-Officio Board members.
- 7.2 The Chapter Board shall have the following duties:
 - 7.2.1 Develop Chapter policies and coordinate with APA.
 - 7.2.2 Establish and manage the business affairs, programs, and membership activities of the Chapter.
 - 7.2.3 Establish and maintain formal communication with APA and Chapter membership for purposes of information, comment, and assistance.
 - 7.2.4 Prepare, adopt, and present an annual statement of goals and objectives for the Chapter.
 - 7.2.5 Adopt and present an annual budget statement to the Chapter membership.
 - 7.2.6 Encourage and promote interest in planning and Chapter activities in Minnesota.
 - 7.2.7 Remove Chapter Board members for non-attendance (under criteria established and administered by the Chapter Board).
 - 7.2.8 With the concurrence of the Chapter Board, the President shall fill by appointment vacancies on the Executive Committee and Chapter Board. Vacancies on the Executive Committee and for Directors shall be filled under an open-appointments process giving Chapter members the opportunity to propose nominations. Notice of vacancy(ies) on the Executive Committee and for Directors shall be made known to the Chapter membership or respective district at least 21 days prior to the appointment(s). In the event the office of President is vacated, the Vice President shall serve as President for the remainder of the term. If the Student Director position is vacated, the President will appoint one of the Student Representatives to serve the remainder of the term.
 - 7.2.9 Perform other functions delegated by these Bylaws or by the Chapter membership.
 - 7.2.10 Put into effect the votes of the Chapter membership.
 - 7.2.11 Prepare and approve contractual agreements with other associations and organizations.

8.0 EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall consist of the Chapter's Officers.
- 8.2 Where it is determined a meeting of the Chapter Board is not possible, the President may call a meeting of the Executive Committee, which can perform any Chapter Board duties described in the Bylaws.

9.0 OTHER COMMITTEES

- 9.1 There shall be a PROFESSIONAL DEVELOPMENT COMMITTEE, consisting of three or more Chapter members who are members of the American Institute of Certified Planners (AICP). At a minimum, one of the members shall be a Professional Development Officer (PDO). The Committee shall have the following responsibilities:
 - 9.1.1 Advise prospective AICP members as to the qualifications, purposes and programs of the Institute, the Institute's code for professional responsibility, the guidelines for social responsibility for the planner and rules of reference to Institute membership.

- 9.1.2 Advise AICP members concerning opportunities and/or requirements for continuing education and professional development.
- 9.1.3 Coordinate the Chapter's professional development activities in areas of planning education, including the development of recommendations concerning planning programs offered by colleges and universities in the Chapter area
- 9.1.4 Coordinate with APA's AICP Commission and its committees.
- 9.1.5 Other duties delegated by these Bylaws or the Chapter Board.
- 9.2 There shall be a LEGISLATIVE AND LAW COMMITTEE consisting of members of the Chapter. This committee shall be responsible for following legislative actions and case law, apprising Chapter members of items that impact them or affect the planning profession, and coordinating legislative platforms and activities on behalf of the Chapter.
- 9.3 There shall be a DIVERSITY, EQUITY, AND INCLUSION COMMITTEE consisting of members of the Chapter. The committee shall be responsible for developing and executing a Chapter-wide plan to better advance the understanding and practices of diversity and equity, both within and outside the planning community and profession.
- 9.4 There shall be a WOMEN AND PLANNING COMMITTEE consisting of members of the Chapter. The committee shall actively promote and address the issues of women in planning, promote the professional growth of women in the planning field, and act as a resource for planning policy that improves the welfare and status of women as members of a community and as planning professionals.
- 9.5 There shall be an EMERGING PLANNERS GROUP consisting of members of the Chapter. The committee shall be tasked with engaging planners new to the profession and supporting them with opportunities for education, mentoring, and networking.
- 9.6 There shall be a CONFERENCE COMMITTEE on an annual ad-hoc basis. The committee shall be responsible for planning, budgeting, and coordinating the activities associated with hosting the annual, state conference. The committee shall coordinate the conference planning with the PDOs and the Executive Director.
- 9.7 Any other committees that may be required to fulfill the duties or objectives of the Chapter shall be established and appointed by the President with concurrence of the Chapter Board.
- 9.8 If any of the standing committees are unable to be formed, the Executive Committee shall coordinate and assign the responsibility for the duties of the committee to others until the committee can be formed.

10.0 OTHER STAFF

- 10.1 The Board may hire other staff to support the activities and goals of the Chapter. Such staff will serve at the direction of the Executive Committee, in accordance with the Bylaws and any contractual agreements. Such staff include, but are not limited to:
 - 10.1.1 Executive Director. The duties of the Executive Director may include, but are not limited to, day-to-day management, operations, sponsorship solicitation, membership marketing, member services, coordination with APA, and planning of the Chapter's annual state conference. The Executive Director will oversee the Chapter's annual budget in conjunction with the Executive

Committee, as well as the strategic plan.

11.0 ELECTIONS

- 11.1 The President, Vice-President, Secretary, and Treasurer shall be elected by the Chapter membership. The Directors shall be elected by Chapter members from their respective districts and in a manner consistent with APA's procedures for consolidated elections. Balloting shall be done by email ballot.
- 11.2 The nominations and elections procedure shall be administered by the Chapter Board, in conjunction with the timing and procedures set forth at APA.
- 11.3 Elections shall be determined by a plurality of those voting for each elective position.

12.0 AMENDMENTS

- 12.1 Amendments to these Bylaws shall be proposed by the Chapter Board or by a petition to the Chapter Board by at least 5% of the Chapter membership, or by 2/3 vote of the Chapter membership at an annual or special meeting of the Chapter membership, provided that the proposed amendments are published in the agenda of the annual or special meeting.
- 12.2 The Chapter Board shall administer the amendment procedures.
 - 12.2.1 At the Annual meeting or within three months, but no earlier than ten days (whichever is sooner) of a Chapter Board vote, Chapter vote, or receipt of Chapter petition or proposed amendments, the Chapter Board shall send via email ballot to each Chapter member, accompanied by an explanation of the proposed amendment(s).
 - 12.2.2 The Chapter membership shall vote on the proposed amendment(s) within 20 days.
 - 12.2.3 Approval of the amendment proposals is determined by a majority of those responding.

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