



American Planning Association
Massachusetts Chapter

Making Great Communities Happen

American Planning Association—Massachusetts Chapter (APA-MA)

CHAPTER BYLAWS

Adopted, 1987; Revised, 1993, 1998;
Amended, 1999, 2005, 2008, 2017

ARTICLE I. NAME

The name of this organization shall be the *American Planning Association—Massachusetts Chapter (APA-MA)*, hereinafter referred to and known as the "Chapter" or "APA-MA". The geographical area served by this organization shall be the State of Massachusetts. The parent organization is the American Planning Association (APA).

ARTICLE II. ORGANIZATIONAL MISSION

MISSION STATEMENT

The American Planning Association—Massachusetts Chapter's mission is to enhance planning in Massachusetts through education, advocacy, outreach, communication, and provision of services and resources to members and the larger planning community.

A. Chapter Goals:

- Member Development – to increase planning expertise through efficient use of Chapter resources.
- Professional Impact – to increase impact of planning in public and private decision making.
- Organizational Impact – to energize and enhance the organization.

B. Chapter Program Objectives

1. To increase planning expertise in Massachusetts through member development;
2. To increase the impact of planning in public and private decision-making;
3. To enhance the Chapter's strength as an organization and its influence on planning issues;

4. To foster ethical outcomes for those affected by the interventions that planners recommend;
5. To promote programs and processes that involve a diversity of stakeholders; and
6. To promote viable alternatives to sprawl in varied community settings.

ARTICLE III. CHAPTER MEMBERSHIP

Chapter Membership is open to those who subscribe to the Mission and to the Bylaws of APA-MA.

APA members in good standing, whose address of record is in the Chapter geographical area, shall be Chapter members.

APA members who neither work nor reside in the Chapter area may become Chapter members upon payment of Chapter dues.

Chapter membership shall be granted to individuals who are not national APA members upon payment of appropriate dues.

Associate membership shall be granted at a reduced rate to individuals who are members of Planning Boards and Planning Commissions.

ARTICLE IV. BOARD OF DIRECTORS

Members of the Board of Directors shall execute the mission of the Chapter and shall initiate and monitor Chapter activities, and shall approve Chapter policies and positions.

- A. The Board of Directors shall include both Voting and Non-Voting members as listed below:

Voting Members

Elected Positions

1. President
2. Vice-President for Chapter Affairs
3. Professional Development Officer
4. Legislation and Policy Officer
5. Secretary
6. Treasurer
7. Cape Cod & Islands Regional Representative
8. Greater Boston Regional Representative
9. Northeast Regional Representative
10. Southeast Regional Representative
11. Central Regional Representative

12. Western Regional Representative

Non-Elected Positions

13. Planning Official/Development Official (PODO/Citizen Planners Training Collaborative Coordinator)
14. Massachusetts Association of Planning Directors Representative
15. Immediate Past President
16. Young Planners Group Representative

Non-Voting Board Members

1. Student Representatives
2. Newsletter Editor[s]
3. Standing Committee Chairs or designee
4. Massachusetts Association of Consulting Planners Representative
5. Executive Committee Appointments

B. Term of Office:

1. Each term of office shall be for a period of two (2) years. Beginning with the 2019 election cycle, terms will begin January 1 of the year following the election.
2. There is a limit of two consecutive terms for the position of President.

C. Duties:

- a) The President shall be Chief Executive Officer and the spokesperson for the Chapter, working with the APA and the Board of Directors on behalf of the Chapter, shall represent the Chapter on the APA Chapter Presidents' Council, shall preside at the regular and special meetings of the Chapter and shall call and chair meetings of the Executive Committee and of the Board of Directors. The President may create, appoint, and discharge committees [and/or positions] and designate chairs of such committees. The President shall be an ex-officio member of all committees and may delegate membership of a committee[s] to a board member. The President, with the consent of the Board, may create non-voting Board positions on the Board of Directors, and may also appoint people to those positions. The President shall appoint a student from one of the planning schools in Massachusetts accredited by AICP and ACSP, to a non-voting Board seat.
- b) The Vice-President for Chapter Affairs shall preside over meetings of the Chapter, the Executive Committee or Board of Directors in the absence of the President, and may perform other duties as delegated by the President. One intention of this position is to give someone experience to become the incoming president. If at any time the President steps down, the Vice-President shall fulfill the responsibilities of the President.

- c) Professional Development Officer (PDO) shall chair the Professional Development Committee, shall serve as the Chapter's Professional Development Officer (PDO) in coordination with National APA PDO matters, and shall head up the chapter's efforts to support AICP Certification Maintenance. The PDO shall be AICP certified. They shall encourage and assist qualified planners to become members of the American Institute of Certified Planners, shall review Chapter college and university programs as part of the Planning Accreditation Board process, shall foster development of Planning Student Organizations at all universities in the Chapter area, shall publicize and encourage participation in the Certification Maintenance Program and shall provide information, arrange seminars and otherwise further professional development of planners in the Chapter area.
 - d) Legislation and Policy Officer shall chair the Legislative Committee, shall act as liaison with the APA on legislative issues, shall coordinate Chapter legislative programs with affiliated organizations, shall report to members on planning legislation in the State, and shall present the position of the Chapter on pending legislation before the State Legislature.
 - e) The Secretary shall be responsible for maintaining membership and Chapter records, giving notices of meetings and taking minutes of meetings, and shall report to the APA office on Chapter actions and Bylaws.
 - f) The Treasurer shall be responsible for custody of Chapter dues and other monies, shall manage the accounts of the Chapter, and shall make an annual report on Chapter finances at the Annual Meeting.
 - g) The Regional Representatives shall serve and voice their constituents' needs, shall organize programs in their regions (as defined in Map 1), shall assist in the implementation of (APA-MA) Board programs and policies and shall assist Chapter committees.
- D. The Executive Committee of the Chapter shall include President, Immediate Past President, Vice-President for Chapter Affairs, Professional Development Officer, Legislation and Policy Officer, Secretary, Treasurer, and a Chapter Coordinator if applicable, for the purpose of exercising the powers and duties of the Board between Board meetings and while the Board is not in session, and to implement the policy decisions of the Board. The Executive Committee shall set the agenda for Board meetings.
- E. A Board of Directors vacancy shall be filled by a vote of the Board. The term of a Board member who fills a vacancy shall end at the original term of the position.
- F. A resignation of a member of the Board shall be made by written notice and delivered by US Mail or Electronic Mail to the President of the Chapter. Immediately upon receipt of a resignation, the President shall initiate replacement procedures. In the

event of the President's resignation, the written notice shall be made to the Executive Committee. The Vice President shall act as President for the remaining term.

- G. Members of the Board may not be absent from either three (3) consecutive regularly scheduled Board meetings or from 25% of the regularly scheduled Board meetings.
- H. Membership on the Board of Directors may be terminated for cause or for failure to perform the prescribed duties of such office on the Board including absence as described in Article IV, Section F, unless waived by the Board. Any such member shall receive a written notice of the charges and the proposed actions. Such member shall have the opportunity to respond verbally or in writing. A vote of two-thirds of the members present at a regular meeting of the Board is required for termination. Notification of such a vote shall appear in the notice of the meetings.

ARTICLE V. COMMITTEES AND APPOINTMENTS

Committees may be formed by appointment of the President or may be formed upon petition of ten Chapter members and approved by the Board of Directors and shall work toward fulfillment of the mission of the Chapter. Committee Chairs are non-voting board members.

- A. Standing Committees have permanent on-going tasks and are determined by goals of the Chapter. These may include, but are not limited to, the Executive Committee, Economic Development Committee, Transportation Committee, Legislative Committee, and Sustainable Development Committee.
- B. Ad Hoc Committees are established by the President and are determined by temporary needs of the Chapter. These may include, but are not limited to, the Nominating Committee and the Awards Committee.
- C. Active Standing Committees shall report once a year to the Board of Directors for the Annual Report.
- D. Standing Committees are dissolved by request from the Committee to the Board of Directors or by notification to the Committee from the Board of Directors.

CHAPTER APPOINTMENTS

The Board of Directors may appoint, or recommend for appointment, official Chapter delegates to other organizations. Such appointments may include, but are not limited to the Boston Landmarks Commission, and the Regional Transportation Advisory Committee.

A majority vote of the Board of Directors in attendance at a Board meeting called to consider such appointment shall be required. Appointees shall be Chapter members in good standing, shall represent the Board's position on policy issues, and shall report to the Board on a yearly basis.

ARTICLE VI. AFFILIATED ORGANIZATIONS

The Chapter may affiliate with other organizations. The intent of the affiliation shall be to further achieve the mission of the Chapter and the APA generally and seek the benefits of collaborative ventures and the efficiency of providing similar services to APA-MA and affiliated organization members. An example of an affiliated organization is the Massachusetts Association of Planning Directors (MAPD).

- A. An existing organization may be accepted for affiliation with the Chapter by submission of a petition to the Board of Directors, signed by at least one half of the members of the organization wishing to affiliate. The petition shall indicate that at least two-thirds of the members of the organization are, or agree to become members of the APA and/or the APA-MA Chapter.
- B. An affiliated organization or Division may be formed by at least fifty members of the Chapter by submission of a signed petition to the Board of Directors, stating the purposes of the proposed organization. The Chapter Board of Directors may approve a petition for this new organization's or new Division's affiliation if it determines that the purposes of the proposed organization/Division are consistent with the Chapter. If the Chapter Board of Directors does not approve the petition, the Division or affiliated group does not have any standing with the Chapter.
- C. Affiliated organizations or Divisions may elect officers, adopt bylaws, conduct programs, issue publications and provide services for their members provided they are not in conflict with APA or Chapter bylaws or policies. Either the head or a representative member of the affiliated organization shall be a non-voting member of the Board of Directors.
- D. The Chapter may provide financial, administrative, program and legislative support for the activities of an affiliated organization commensurate with the membership, program and needs of each such organization. Affiliated organizations may assess dues and may collect payments for meetings, publications, and other direct services.
 1. Should the affiliated organization desire funding from the Chapter, it shall submit a request for funds in accordance with the Chapter Budget cycle to the Board of Directors. This request must include:
 - Services or items to be provided with funds;
 - Estimate of costs of such services or items;
 - Current financial and membership records (balance statement, an income and expense statement, and a membership list.)
 2. Chapter Board of Directors shall consider the funding request(s) of affiliated organizations during its annual budgeting process.
- E. The Board of Directors may waive certain requirements of affiliated organizations or Division by a two-thirds majority vote of the Board.

ARTICLE VII. FINANCES

The Chapter is a non-profit entity and its income shall be used solely to achieve its mission and its goals.

- A. Chapter dues are received from the APA national office. These dues are determined by the Chapter and shall be evaluated from time to time and may be revised by a majority vote of the Board of Directors.
- B. Chapter-only dues are also determined by the Chapter and shall be evaluated from time to time and may be revised by a majority vote of the Board of Directors.
- C. All monies earned through Chapter dues shall be deposited into the general fund of the Chapter treasury.
- D. The Chapter may create additional accounts as needed to maintain clear records for various events and co-sponsorships.

Chapter funds, or a percentage thereof, raised through Chapter events, or specifically identified dues and/or fees, fundraising or donations and similar, may be deposited into a separate Chapter account known as the 'Special Projects Fund'.

- E. A balanced budget should be prepared by the President and the Treasurer and submitted to the Board of Directors no later than June 1st. A two-thirds majority vote of the Board of Directors is necessary for its ratification. The Chapter's fiscal year shall be from July 1 through June 30.
- F. Any contract, legal agreement, or loans made on behalf of the Chapter shall be approved by a vote of the Board of Directors and executed by the Chapter President and Chapter Treasurer or Chapter Coordinator (except for the purchases of services or goods) which the President may authorize in accordance with the Chapter budget. The Chapter budget includes conferences where the Chapter is acting as fiscal agent that are approved by the Board where the Chapter is receiving and disbursing large amounts of funds. Disbursements over one thousand (\$1,000) not previously budgeted or previously approved by the Chapter Board shall require Board approval.
- G. No financial benefits shall accrue to Chapter officers or members, except as explicitly approved by the Board of Directors in the Chapter Budget for services rendered to the Chapter, such as a Chapter Coordinator, Newsletter editors, and other members providing services to the Board who may also be APA-MA members. Payments may be made for services rendered according to Article VII, F. Reimbursements may be given for expenses incurred on behalf of the Chapter, in accordance with the Chapter budget.
- H. Investment of Chapter funds shall be reviewed by the Board of Directors, as part of its review and adoption of the Chapter Budget.

ARTICLE VIII. MEETINGS

The Chapter shall hold an Annual Meeting, in the Fall of the year. Special meetings may be held at any time. The Board of Directors shall hold regular meetings, at least quarterly.

- A. Quorum for Board of Directors to transact business. Six voting board members in office shall constitute the Quorum needed to conduct business at Board Meetings.
- B. The Annual Meeting shall be held at the time and place designated by the Board of Directors. Geographic rotation of the location of the Annual Meeting shall be a consideration in selecting its location.
- C. The President may call special meetings for the transaction of any designated business of the Chapter and announce a time and place.
- D. The President shall call a special meeting upon written request of a majority of the Board of Directors or 10% of the Chapter members. The time and place will be set by the requesting parties for the transaction of their designated business.
- E. Meetings of the membership, Executive Committee and the Board of Directors may be governed by the latest edition of Robert's Rules of Order.
- F. Minutes of all Board meetings shall be kept and made part of the permanent record of the Chapter.
- G. Notice of annual meeting and Board meetings shall be posted on the Chapter Website and Newsletters to the extent practical.
- H. Voting on Board matters shall generally occur during Board Meetings, either in person or by phone or by other electronic means. Each voting member shall have one vote. For business requiring a vote between Board meetings, the Board may vote by electronic mail.

ARTICLE IX. BOARD ELECTIONS

Elections for the elected members of the Board of Directors shall be held starting in 2019 and every other year thereafter in conjunction with APA National's elections, by a simple majority vote of Chapter members participating in the election. The ballot may indicate two or more candidates for each seat proposed by the Nominating Committee and shall also provide opportunity for write-in candidates.

- A. The Board of Directors shall establish guidelines for the Nominating Committee
- B. At least 60 days prior to the close of Nominations to the APA National Nominating Committee, the President shall appoint a Nominating Committee consisting of not

less than three Chapter members. No later than 10 days prior to close of Nominations to the APA National Nominating Committee, the Committee shall report its recommendations for candidates to fill the seats of the Board of Directors. The Nominating Committee shall work with candidates to submit required materials to APA National. As part of the APA National Consolidated Election, the Nominating Committee will serve as the Tally Committee and work with APA National to conduct the balloting. Candidates may not serve on the Nominating Committee.

- C. Chapter-only members may vote in Chapter elections and may be elected or appointed to any Chapter office or committee except the Chapter President or the Professional Development Officer, who must live or work in Massachusetts.
- D. The candidate receiving a majority of votes cast for each office shall be deemed elected. In the event of a tie vote, the Board of Directors shall elect one of the two candidates who have tied.

ARTICLE X. CHAPTER QUORUM

A Quorum for the transaction of Chapter business, whether in a Chapter meeting or by mail or electronic ballot, shall be 10% of all Chapter members. This does not apply to elections of Board Members and amendments of the bylaws. Each Chapter member shall have the right of one vote.

ARTICLE XI. BYLAWS

The Bylaws shall be adopted or amended by a simple majority vote of the individual Chapter members participating in the mail or electronic ballot, or by a majority vote of Chapter members at an Annual Meeting. The Bylaws or amendments shall be transmitted to the national office of the APA and shall become effective upon approval by the Chapter membership and by the national APA office or 45 days after the transmittal to the national office if no comment is received within that time.

Amended: October 1st, 1999
 November 10, 2005
 September 5, 2008
 October 27, 2017