

**VIRGINIA CHAPTER OF
THE AMERICAN
PLANNING
ASSOCIATION**



BY-LAWS

November 17, 2007

VAPA Bylaws
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Virginia Chapter
American Planning Association

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September 21, 2007

Approved by the Membership
November 17, 2007

Amended 12/4/95
Amended 5/20/96
Amended 3/28/00
Amended 3/27/01

ARTICLE I Chapter Name

A. Generally

1. The name of the organization is the "Virginia Chapter of the American Planning Association"; hereinafter called "VAPA" or the "Chapter"

ARTICLE II Mission and Purposes

A. Generally

1. The mission of VAPA is to promote planning as the foundation for effectively addressing the physical, economic, and social changes taking place in Virginia. The Chapter is committed to promote awareness about planning's many benefits, through effective leadership in order to enhance our practice throughout the Commonwealth.
2. The purposes of the Chapter in supporting the American Planning Association include:
 - a. The purposes of the American Planning Association (APA or Association) as contained in the APA Bylaws;
 - b. To advance the art and science of planning in Virginia in pursuit of the common goal of improving the quality of life for all Virginians;
 - c. To encourage the exchange of planning information and experience among Virginia planners;
 - d. To consider and make recommendations to the Association on matters of Association policy;
 - e. To encourage and guide the younger members of the profession to the end that the purposes of the

Chapter are furthered;

- f. To increase public awareness of the benefits of planning as a tool for enhancing the effectiveness of the decision making process in the Commonwealth.
3. In the conduct of its activities, VAPA shall demonstrate neither preference nor discrimination on the basis of gender, marital status, religious or ethical belief or its absence, color, race, ethnic or national origins, health status, disability, age, sexual orientation, pregnancy, political opinion, association involvement, family status, or identity of partner or relative.

B. Organizational Status

- 1. VAPA is organized exclusively for charitable, educational, and scientific purposes. In accordance with these Bylaws, the VAPA will only undertake those activities permitted by (1) an organization exempt from Federal income tax under Sections 501(c)(3) of the Internal Revenue Code, or (2) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended or revised.

ARTICLE III MEMBERSHIP

A. Regular Members

- 1. Association members shall be a "Regular Member" of the Chapter if their address of record, as provided by the Association, lies within Virginia. Regular members are subject to all requirements of the Chapter including payment of Chapter dues. The membership of Regular members shall automatically begin or end when a member notifies the Association of a change in his/her address of record into or out of Virginia.

B. Chapter-Only Member

- 1. Non-members of the Association may become members of VAPA, upon completion of an application, and the payment of applicable dues or fees. Chapter-only members may be elected or appointed to any Chapter office or committee.

C. Non-Resident Members

- 1. Any member of the Association who has his/her address of record outside of Virginia may become a Non-Resident Member of the Chapter upon payment of dues. Non-Resident Members are not eligible to vote or to hold office in the Chapter.

ARTICLE IV BOARD OF DIRECTORS

A. Composition

1. The Board of Directors shall consist of the positions of President, Vice President of Chapter Affairs, Vice President of External Affairs, Vice President of Legislative & Policy Affairs, Vice President of Sections, Secretary, Treasurer, Past President, Membership Director, the Chapter's Student Representative(s), the Chapter's AICP Professional Development Officer, and the Chairs of the Chapter's Planning Directors Committee and Ethnic and Cultural Diversity Committee. Any Chapter member who is on the National Association Board may also serve as an ex-officio non-voting member of the Board, upon their written request to serve in such capacity.
2. Regular members or Chapter-Only members may serve on the Board of Directors. However, no Chapter-Only member may serve as a member of the Executive Committee.
3. The Board of Directors, by two-thirds vote of the members present and voting, may elect to fill any Board vacancy that occurs between Chapter elections. Those so elected shall hold office for the balance of the unexpired term of the person replaced, and may run again for that office.

B. Board Members Duties and Responsibilities

1. The Board of Directors shall be responsible for the overall administration and operation of the Chapter. To this end, the Board shall have the authority to conduct any activity not inconsistent with the intent of these Bylaws and the Bylaws of the Association. Duties of the Board shall include:
 - a. Reviewing and adopting the Chapter's annual budget and any amendments thereto. The Board's review of the budget shall include a reaffirmation of Chapter dues or proposals for increases, and shall include the approval of any major financial agreements such as the Chapter's agreement for the services of a Chapter Administrator;
 - b. Provide oversight on the Chapter's financial affairs including the review of quarterly financial reports and the filing of the Chapter's annual tax return.
 - c. Reporting to the membership in the Chapter's newsletter and at Chapter meetings, on all major business which it has conducted;
 - d. An annual review and reaffirmation (with possible modification) of the Chapter's Strategic Plan;

- e. Reviewing and commenting on Association programs and budgets;
 - f. Adopting and disseminating Board and Chapter Policies;
 - g. Adopting necessary procedures to ensure efficient administration of Chapter affairs;
 - h. Approving board committee and newsletter editor appointments;
 - i. Removal of any Board member guilty of malfeasance, misfeasance, or nonfeasance. No member of the Board shall be removed by less than a two-thirds vote of those members present and voting;
 - j. Performing any duties required by these Bylaws or established in the statement of Board member duties as described in #2 below.
 - k. The right to veto, by majority vote, any action taken by the Executive Committee, provided such vote is taken at the next regular or special meeting of the Board.
2. The Board shall be responsible for preparing and maintaining statements that describe the duties and responsibilities of each individual member of the Board. These statements shall be reviewed and reaffirmed by the Board at least annually. Copies of these duties and responsibilities shall be kept on file with the Chapter Administrator and Chapter Secretary.
 3. Each member of the Board shall be responsible for preparing an annual report that outlines her/his Board related activities for the preceding year. These reports shall be presented to the full Board at the Board meeting preceding the Annual Meeting of the Chapter.
 4. Board members shall attend Board meetings and along with Section Director(s) shall follow guidelines established by the Board in the addendum "Board Duties and Responsibilities".

C. Terms of Office

1. The terms of office of all elected members of the Board shall begin July 1 and shall end when their successors have been elected and installed. Except for the Student Representative and the Chairs of the Planning Director's Committee and the Ethnic and Cultural Diversity Committee, the members of the Board shall be elected for terms of two years. The terms of the Chairs of any Committees shall be as determined by the Committees. There are no term limits for the elected members

of the Board.

D. Executive Committee

1. The Executive Committee of the Board shall be comprised of the President, Vice President of Chapter Affairs, Vice President of External Affairs, Vice President of Legislative & Policy Affairs, Vice President of Sections, Secretary, Treasurer, Past President and the AICP Professional Development Officer.

E. Duties of the Executive Committee

1. The Executive Committee shall be inclusive of the following duties:
 - a. To adopt and disseminate Chapter Policy when the timely adoption of such policy is in the best interest of the Chapter and when the Board cannot meet or obtain a quorum at a meeting;
 - b. To assist the President by providing counsel on Association issues and policy;
 - c. To take action to remove a sitting Board member or Section Director(s) for malfeasance, misfeasance, nonfeasance or lack of performance according to these established By-laws, duties, or responsibilities; and,
 - d. To assist the President in the selection of a Chapter Administrator or any other paid staff.

F. Student Representatives

1. The Board shall determine the manner of appointment of the Student Representative to the Board. A first year graduate student and another undergraduate student with at least two years remaining shall be selected annually to serve a staggered two-year term on a rotating basis, from Virginia's accredited planning programs.
2. The appointed Student Representatives shall be voting members of the Board, and shall advise the Board and Chapter on the conduct of student services, student needs that VAPA could address, and the evolving character of planning education.

ARTICLE V FINANCES

A. Chapter Budget

1. The Chapter's Fiscal Year shall begin on October 1st and end on September 30th of each year.

2. The Treasurer, in cooperation with the President, shall have the responsibility of preparing a line item annual budget for the Chapter. The budget shall set forth all anticipated revenue and expenditure categories. All proposed revenue sources shall be included by estimated amount and category, and all proposed expenditures shall be detailed by amount, category, and general service to be provided.
3. The Chapter budget shall be reviewed, modified as necessary, and adopted by the Board prior to September 30th of each year.
4. The Board shall annually publish the adopted budget in the Chapter's newsletter, website, or another publication of general Chapter circulation.

B. Fees and Dues

1. The Board shall establish the level of Chapter dues of Regular members by two-thirds vote of the members present and voting. Board motions to increase the Chapter dues of Regular members may be made at any time.
2. The Board shall have the authority to establish the dues rate for Chapter-Only members. The amount of Chapter-only dues shall be set annually with the adoption of the budget. Any such dues increase shall be effective upon establishment or renewal of a Chapter-Only membership.

C. Annual Financial Report/Audit

1. The Treasurer and the Chapter Administrator shall prepare a Financial Report/Audit Report to be presented to the Board within ninety (90) days after the close of the fiscal year. The Financial Report/Audit Report shall be conducted in accordance with procedures adopted by the Board and shall verify paid receipts, disbursements, and other accounts of the Chapter. The Treasurer and the Chapter Administrator shall also prepare a Chapter balance sheet for the fiscal year covered by the report. After review, the Board shall accept the report and shall direct suggested procedural changes to be made as necessary.
2. A professionally prepared audit or financial report shall be prepared by a Certified Public Accountant (CPA) undertaken under the direction of the Chapter Administrator and the Treasurer in even numbered fiscal years. This professional requirement may be waived by a majority vote of the Board if deemed not necessary.

ARTICLE VI SECTIONS

A. Generally

1. VAPA Sections are geographic areas of the state where members of the Chapter have common interests due to geographic proximity and the commonality of local or regional issues. The establishment and operation of Sections is hereby authorized, as specified below, for the purpose of promoting networking, education, and professional development at a Section level, as well as to encourage students, entry-level planners, and other planning related professionals to become familiar with VAPA through participation in a Section.

B. Establishment of Sections

1. Upon petition to the Board, a Section may be established or modified by a two-thirds vote of the Board present and voting.
2. Any petition for the establishment or modification of a Section shall be accomplished by a statement giving (a) the proposed Section name, and (b) the objectives of the Section. The petition shall be valid if it is signed by at least thirty (30) regular or Chapter-Only members of the Chapter residing or employed within the Section.

C. Section Bylaws/Operating Procedures

1. Sections may adopt Bylaws to govern Section affairs. Section Bylaws shall not conflict with Chapter Bylaws or the Articles of Incorporation and Bylaws of the Association. A copy of Section Bylaws or Bylaw Amendments, as adopted by Section members, shall be sent to the Secretary of the Chapter for placement in the Chapter's permanent files.
2. Each Section shall follow the financial policies established by the Board.

D. Section Directors

1. The principal officer(s) of the Section shall be the Section Director or Co-Section Directors. Sections shall elect their Section Director(s) as part of the Board election process every two years. Should a Section Director position become vacant, the Chapter President may select an acting Section Director, who will serve out the term.

E. Abolition of Sections

1. Upon two-thirds vote of the Board present and voting, a Section may be abolished. Upon the abolishment of a Section, the Board shall decide whether the geographic area

covered by the abolished Section will be without Section Representation, or whether another Section should be expanded to include the area. No existing Section shall be expanded without a petition signed by at least thirty (30) Section members, and a two-thirds vote of the Board, present and voting.

ARTICLE VII COMMITTEES

A. Generally

1. The President shall have the authority to appoint, subject to the approval of the Board, such committees and chairpersons as may be needed to further the purposes of the Chapter. All existing and proposed committees shall be considered on an annual basis within ninety (90) days of the time the newly elected Board assumes office. At this time, committees shall be confirmed or abolished and chairpersons confirmed or replaced.

ARTICLE VIII ELECTIONS

A. Appointment of Nominating and Teller Committees

1. The President may appoint a Nominating Committee with the concurrence of the Board to be chaired by the Past President. The Nominating Committee shall have the responsibility of nominating at least one qualified person for each position on the Board, and shall be responsible for promoting and encouraging Chapter members to seek election to the Board of Directors.
2. A Teller Committee may be nominated by the President and approved by the Board. It shall consist of the Past President and the Chapter Administrator.

B. Balloting

1. Regular and Chapter-Only members are eligible to vote in the Chapter elections. The Board of Directors will establish the election schedule.
2. A report by the Nominating Committee will be made to the Chapter membership in the Chapter's newsletter, website, or a separate mailing at least sixty (60) days prior to the election. The report shall include the eligible candidates nominated for the upcoming election.
3. The Board of Directors will set a deadline date for petition candidates. The petition must be received by the Chapter Secretary signed by not less than thirty (30) Chapter members eligible to vote, nominating member(s) of the Chapter eligible to hold office by the deadline date. Said names shall also be placed on the ballot.

4. A ballot of all nominations shall be mailed, emailed, or posted on the website to members eligible to vote before March 31, and shall be returned to the Teller Committee Chairperson postmarked by the date established by the Board of Directors.
5. The Board of the Chapter shall be elected by the affirmatively marked ballots of a plurality of the members voting. The results of the ballot shall be ascertained by the Teller Committee and announced at the Annual Meeting and on the website. In case of a tie, the incumbent Board shall determine the winner. Results of all balloting shall be filed with the Secretary and shall specify the quorum and the number voting for each candidate or "aye" or "nay" on each question. The Secretary, upon authorization of the President, shall promptly forward results of elections and balloting to the Association Executive Director, and to the Chapter newsletter editors to inform the membership of the results, for publication in the next regularly scheduled edition of the newsletter.

C. Transfer of Responsibility

1. Prior to July 1st, the incumbent Board shall meet with the Board-elect to facilitate transition of responsibilities. Informal transfer of responsibilities and programs may occur by mutual consent. Official representation of the Chapter and responsibilities of the Offices of President, Vice-Presidents, Secretary, and Treasurer as provided in these Bylaws shall not be abdicated by the incumbent Board until such time as the Board-elect officially takes office as provided in these Bylaws.

ARTICLE IX MEETINGS

A. Generally

1. All meetings of the Board and Chapter shall be governed by rules as established by these Bylaws, or where these Bylaws are silent, Robert's Rules of Order.

B. Board Meetings

1. Meetings of the Board of Directors shall be called by the President, or by a majority of the Board members. There shall be at least four (4) scheduled meetings of the Board each fiscal year. One third of the Board shall be considered a quorum for the transaction of business at any meeting of the Board.
2. In cases of required expediency, a majority of the Executive Committee members may take action on behalf of the Board between official Board meetings.

C. Chapter Meetings

1. The Chapter shall hold an annual meeting at a time and place to be determined by the Board. Notification of the date, time, and place of the annual meeting shall be placed in a general Chapter publication received by all Chapter members, or shall be sent directly to each Chapter member at least one month prior to the meeting.
2. If Association matters are before the membership at any annual meeting, ten (10) percent of the Chapter's Regular members shall constitute a quorum.
3. If Chapter matters are before the membership at any annual meeting, five (5) percent of the Chapter's membership shall constitute a quorum. If five (5) percent of the Chapter's membership is not in attendance at an annual meeting, votes on Chapter matters may not be considered.
4. Notwithstanding the above, no quorums shall be required for the election of officers or any other question offered through mail or electronic ballot.

ARTICLE X AMENDMENTS

A. Generally

1. Upon authorization by the Board, or upon petitions signed by at least fifteen (15) members of the Chapter, any proposed amendment to these Bylaws, shall, after discussion at a Chapter meeting, be submitted by the Secretary, together with a ballot, to members of the Chapter, and for the purposes of adoption, shall require the affirmative vote of a majority of such members casting ballots. A period of thirty (30) days from date of mailing of the ballot shall be allowed for the return of ballots. Two (2) copies of the Bylaws and all amendments shall be submitted by the President to the Association Executive Director promptly, and in no event later than thirty days after adoption.
2. Bylaw amendments may also be adopted by a two-thirds vote of those members present at any annual meeting of the membership, provided that notice of the amendments was published in an electronic and/or hardcopy publication of the Chapter membership at least one (1) month prior to the meeting and that a quorum is present at the time of the vote. Upon the request of any Chapter member, the Chapter Secretary shall make available a copy of all proposed Bylaw amendments.