

BYLAWS

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proposed changes
September, 2009**

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*The Kentucky Chapter of the
American Planning Association*

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1.0 GENERAL

- 1.1 General: Name. The name of the Chapter is the ~~the American Planning Association – Kentucky~~ Chapter (hereinafter “~~APA-KY~~” or the “Chapter”).
- 1.2 General: Chapter Area. The area serviced by the Chapter is the State of Kentucky.
- 1.3 General: Purposes. The purposes of the Chapter are to facilitate the individual participation of members of the American Planning Association in the affairs of the Association, to further the purposes of the Association in the Chapter area, to provide a statewide network of support for planners, and to promote high quality planning in the State of Kentucky.
- 1.4 General: The American Planning Association. The National Organization, of which this Chapter is part, is the American Planning Association which is referred to in these Bylaws as the “Association” or “APA”.
- 1.5 General: Board of Directors. The “Board of Directors” refers to the National APA Board of Directors.
- 1.6 General: National Office. The term “National Office” refers to the Office of the APA designated by APA to service chapter and membership matters.
- 1.7 General: Executive Director. Unless otherwise qualified, the term “Executive Director”, when used in these Bylaws, refers to the duly appointed Executive Director of the APA.
- 1.8 General: Address of Record. A member’s “address of record” shall be the address furnished to the Chapter by the National Office. It is the member’s responsibility to notify the National Office of any change of address.
- 1.9 General: Publication of the Chapter. A “publication of the Chapter” shall mean any written information, not including election materials, that is mailed to all Chapter members at their address of record, without special charge.
- 1.10 General: Parliamentary Procedure. At meetings of the membership 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).
- 1.11 General: Presidential Decisions. Presidential decisions may be overruled by a 2/3 vote of the Executive Committee.

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2.0 MEMBERS

- 2.1 Members: Chapter Members. All members of APA whose address of record is within the Chapter area shall automatically be Chapter members. APA members whose address of record is outside the Chapter area may also become Chapter members upon payment of any applicable dues and assessments. Persons who are not members of APA are not eligible for Chapter membership, but may be eligible for affiliate membership.
- 2.2 Members: Affiliate Members. Any interested person residing in the State of Kentucky working in the State of Kentucky, or maintaining membership in APA but without an address of record in the State of Kentucky, may become an Affiliate Member of ~~APA-KY~~. Affiliate members shall have all the rights of Chapter Members except holding the positions of President, Vice President, and Professional Development Chairperson.
- 2.3 Members: Termination and Reinstatement. Chapter or Affiliate membership shall be terminated if any of the following occur: (1) A member leaves the State of Kentucky; (2) Membership in APA is terminated and Affiliate membership in the Kentucky Chapter is not requested; or (3) An Affiliate member's dues are not paid within 90 days of the due date. Membership may be reinstated through APA, according to the rules and regulations of the National Organization. Affiliate membership may be reinstated upon payment of affiliate dues, including the 90 day lapse period.
- 2.4 Members: Chapter Annual Dues\Assessments. The Executive Committee shall determine if Chapter dues or one time assessments are necessary. The Executive Committee shall determine the amounts of such dues\assessments and shall seek approval of such dues/ assessments by a majority of the membership via a mail ballot. The membership shall be notified of the results of the mail ballot via the Chapter's newsletter and/or other communication that is mailed to each member at least one month before such dues/assessment are due. Chapter dues, if applicable, shall be payable with the payment of national dues or Affiliate dues.
- 2.5 Members: Affiliate Dues. The Executive Committee shall determine the amount of Affiliate Dues and the method of billing and accounting for those dues. Affiliate Dues will be approximately equal to the Chapter Rebate portion of the APA dues plus any chapter dues and administrative cost attributable directly to Affiliate Members.

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3.0 CHAPTER MEETINGS

- 3.1 Chapter Meetings: General. There shall be at least one meeting of the Chapter membership in each calendar year. At least one meeting shall be held at a location within the State of Kentucky. Additional meetings may be held outside of the State. The Chapter Executive Committee shall determine the specific location, date, and time of each meeting.
- 3.2 Chapter Meeting: Notice. The Executive Committee shall notify the membership of the place, date, and the time of the Meetings of the Chapter in a publication of the Chapter, or by another communication, that is mailed to each member at least one month before the meeting.
- 3.3 Chapter Meeting: Special Meetings. A Special Meeting of the members may be called by the President, by the Executive Committee, or by a petition signed by at least ten (10) percent of the members of the Chapter. The place, date, and time shall be set by the President, or by the Executive Committee, provided that the location shall be within the Chapter Area. Notice of a Special Meeting shall be given to members as in Section 3.2, except that notice shall be given at least two weeks before the meeting, and shall include a statement of the purpose of the Special Meeting.
- 3.4 Chapter Meetings: Quorum Requirements. Chapter decisions may be made by the majority of a ten (10) percent voting quorum of the membership, provided that other applicable bylaw provisions are also met.

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OFFICERS

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- 4.1 Officers: President. The President shall preside at the meeting of the Executive Committee and of the membership. The President shall provide leadership in the development of Chapter policies in coordination with the Executive Committee. The President shall prepare an annual budget for approval by the Executive Committee. The President shall have the power to create, appoint and shall discharge all Chapter committees unless otherwise provided in these Bylaws. The President shall be an APA member and represent the Chapter on the APA Chapter Presidents Council. The President shall call meetings and perform other duties required by these Bylaws and customary to the office, and any additional duties that may be assigned by the Executive Committee.
- 4.2 Officers: Vice-President. The Vice-President shall assist the President in the guidance and coordination of the committee activities. The Vice-President shall carry out any other duties assigned by the President. In the absence of, or in the event of incapacity of the President, the Vice-President shall assume the duties of the President. The Vice-President shall perform such duties required by these Bylaws and customary to the office. The Vice-President shall be an APA member.
- 4.3 Officers: Secretary. The Secretary shall; (a) maintain an accurate list of the members of the Chapter; (b) notify members and Executive Committee members of meetings, prepare and report minutes of Chapter and Executive Committee meetings; (c) transmit to the National Office a list of all Chapter officers (including their addresses and telephone numbers) within 30 days of their election; (d) notify the National Office of the results of all Chapter voting, and, in so doing, specify the quorum and the number voting for each candidate or “aye” and “nay” on each issue; (e) transmit to the National Office at least one copy of each publication of the Chapter; (f) transmit to the National Office proposed Bylaws or Amendments as required by the Bylaws of the APA; and (g) perform other duties required by these Bylaws and customary to the office.

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- 4.4 Officers: Treasurer. The Treasurer shall: (a) receive and disburse Chapter funds; (b) collect Chapter dues, Affiliate dues, and assessments not collected by the National Office; (C) assist the President in preparing an annual budge for review by the Executive Committee; (D) maintain accounts which shall be open to inspection by officers and subject to audit; (e) prepare for each meeting of the membership and the Executive Committee a financial report to include a current balance sheet and income statement reflecting the present fiscal balance of Chapter operations; (f) prepare financial statements for the audit at the end of the fiscal year; and (g) perform such other duties as required by these Bylaws and customary to the office.
- 4.5 Officers: Professional Development Chairperson. The Professional Development Chairperson shall: (a) be an APA and AICP member; (b) be responsible for the functions and activities of the Professional Development Committee; and (c) serve as President in the absence of both the President and Vice-President.

EXECUTIVE COMMITTEE

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- 5.1 Executive Committee: Composition. The Executive Committee shall consist of the following voting members: Officers, the Immediate Past President, and at-large Representatives. Committee Chairpersons, who are not voting members of the Executive Committee, shall be non-voting members entitled to complete participation in Executive Committee activities except voting. A Student Representative and/or Planning Commissioner Representative may serve on the Executive Committee as provided in Section 5.5 and 5.6 below. All Executive Committee members must be members of APA-KY.
- 5.2 Executive Committee: Duties. The Executive Committee shall: (a) manage the affairs of the Chapter; (b) report to the membership upon all business which it has considered or acted upon between Chapter meetings; (c) put into effect the votes of the Chapter; (d) authorize expenditures consistent with the budget; and (e) perform such other functions as necessary.
- 5.3 Executive Committee: Meetings and Quorums. Meetings of the Executive Committee shall be called by the President or by a majority of the voting Committee members. There shall be at least six Executive Committee meetings for each year. Five voting members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee.
- 5.4 Meeting by Communications Equipment. Members of the Executive Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting under this Section shall constitute presence in person at a meeting for all purposes.
- 5.5 Executive Committee: Acting Without Meeting. An action may be taken by the Executive Committee without a meeting if a written consent, setting forth the action to be taken, is signed by a majority of the voting members of the Committee. Action may also be taken by the Executive Committee without a meeting if verbal consent or e-mail consent from a verifiable e-mail address is given to the President from each and every voting member of the Committee.
- 5.6 Executive Committee: Student Representative. The Chapter Executive Committee may appoint a Student Representative to a voting or non-voting position on the Executive Committee. If the Executive Committee determines that there is sufficient enough interest in this position, the Committee shall also determine the appropriate manner of nomination for, term of, and election

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of the Student Representative. Only chapter members who are full-time students shall be eligible to serve in this position.

- 5.7 Executive Committee: Commissioner Representation. The Chapter Executive Committee may appoint a Planning Commissioner Representative to a voting or non-voting position on the Executive Committee. If the Executive Committee determines that there is sufficient interest in this position, the Committee shall also determine the appropriate manner of nomination for, term of, and election of the Commissioner Representative. Only Chapter members who are currently serving as a duly appointed planning commissioner shall be eligible to serve in this position.

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- 5.8 Executive Committee: Performance of Duties. Executive Committee members may be relieved of their duties upon the findings by a majority of the Executive Committee that the officer has (a) misused Chapter funds; (b) ignored or not properly carried out the minimum duties of the position; (c) missed three consecutive meetings of the Executive Committee or (d) missed a majority of general meetings, special meetings and/or Executive Committee meetings during a six month period.

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6.0 COMMITTEES

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- 6.1 Committees: Chairperson. Generally, the President shall appoint Committee Chairpersons for committees which the President and the Executive Committee deem appropriate. Upon the advice and direction of the Executive Committee, the Committee Chairperson shall clarify the committee's objectives, organize the committee's activities and secure sufficient member support to achieve the objectives of the committee. Chairpersons not performing their duties effectively, may be relieved of responsibilities at the discretion of the President.

- 6.2 Committees: Standing and Others. The President shall determine the number and nature of the committees required for effective functioning of the Chapter. The committees stated in these bylaws constitute a starting point in structuring the Chapter activities. They are generally considered the most critical in an ongoing sense and usually a voting member of the Executive Committee should serve on each of these committees. Provided that at least the audit, nominating, teller, and professional development functions are clearly delegated, the President may establish any committee structure he/she chooses.

- 6.3 Committees: Administrative Committee. The Administrative Committee shall perform nominating and teller functions regarding any Chapter elections. It shall advise the Executive Committee members on the continuity and consistency of chapter records, including the performance of an annual audit and other periodic reviews. The Committee shall perform other duties and achieve other objectives as outlined by the President or the Executive Committee.

7.0 ELECTIONS

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- 7.1 Elections: Nominations. The Administrative Committee shall develop a list of nominees for any positions up for election. The list shall include more than one nominee for each position, unless the Executive Committee approves otherwise.

At least 45 days prior to the mailing of ballots or 30 days prior to the deadline for nominations by petition, the Administrative Committee shall inform the membership by mail, of the list of nominees to be submitted by the Administrative Committee, the process for submitting additional nominees by petition, an deadline for additional nominations.

Nominations may be made by petition as follows: Any member of affiliate may submit his/her name as a candidate for any Executive Committee position for which he/she is qualified

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according to the Bylaws. Such submissions may be required to be submitted to the Administrative Committee at least thirty (30) days prior to the mailing of the ballots to the membership and shall be accompanied by a petition (letter of support will suffice) signed by fifteen (15) additional APA-KY Chapter members indicating their support of said member as a candidate for said office.

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The Administrative Committee shall verify the authenticity of said petition and shall add such names to the list of nominees. Said list, including a brief resume of each nominee and position statements of at least the Presidential candidates shall then be distributed, with the ballot according to the schedule described in Section 7.2.

7.2 Elections: Terms of Office and Balloting Timetable. The President, Vice-President, Secretary, Treasurer, Professional Development Chairperson and at-large representatives shall serve two year terms of office. Officers shall be elected in even numbered years and at-large representatives and the Professional Development Chairperson shall be elected in odd numbering years. Elections of Chapter Officers and at-large representatives shall be conducted by mail ballot, which ballots shall contain the names of all the nominees. Ballots should be mailed to the membership at their address of record no later than the 15th of November and shall be returned no later than the first of December. Those members elected shall officially assume office on the first day of January.

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7.3 Elections: Filing of Vacancies. If the President vacates his position during this term of office, the Vice-President shall assume that office and the Executive Committee shall fill the vacancy thus created for the Vice-President for the remainder of that term of office. If a vacancy occurs for any other office than that of the President, The Executive Committee may fill that vacancy for the remainder of that term of office by appointment or by election by the full membership.

7.4 Elections: Tally of Ballots The Administrative Committee appointed by the President, as per Section 6.3 of these Bylaws, shall tally the ballots, shall verify their authenticity, and shall announce the results to the Executive Committee. This responsibility shall be carried out by a subcommittee which contains no individuals who have been voted upon in the current election. The membership shall be notified of said results via the next APA-KY publication.

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7.5 Election: Special Provisions. Whenever a bylaw change causes a change in the position or terms of Executive Committee members, or a vacancy occurs at a timely point in the election process, the Executive Committee may choose the appropriate means to change positions or to fill vacancies, provided that they do not violate the intent and ultimate directions to there bylaws.

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If there is only one candidate for each position up for election after the membership has been given the opportunity for additional nominations by petition, then those nominated shall be deemed elected by acclamation.

8.0 ADMINISTRATION

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8.1 Administration: Budget Preparation and Submission. With the assistance of the Treasurer, the President shall prepare an annual budget and submit said budget to the Executive Committee not later than the first day of December prior to the fiscal year for which the Budget is being prepared. The Executive Committee shall act on the Budget no later than the last day of December and said budge shall be come effective on the first day of January of the Fiscal year for which the budget has been prepared. The budget shall identify all estimated revenues and anticipated expenditures. Any proposed amendments to the Budget must be submitted by the President to, and approved by, the Executive Committee. The fiscal year of the Chapter shall be January 1 to December 31.

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- 8.2 Administration: Annual Audit. At the end of each fiscal year, the Administrative Committee shall audit the preceding year's financial transactions. It shall report its findings to the Executive Committee at its next meeting and to the membership at the next general meeting.
- 8.3 Administration: Disbursements. All disbursements by the Chapter shall be by check and will require the signature of the Treasurer or another Executive Committee member as approved by the Executive Committee. All disbursements must be associated with an approved Chapter budget or by a specific authorization of the Executive Committee.
- 8.4 Administration: Transition. At the first Executive Committee meeting after January 1, all previous officers shall submit a written annual report to the new incoming Executive Committee. The report shall include a review of important business transactions, unfinished business, financial matters, and membership status for the preceding year.

The transfer of all Chapter records from one administration to another shall occur within 30 days of the installation of the new administration. Such records shall include the minutes of all previous meetings, official correspondence for the past year, the audit and records of all receipts and expenditures for the previous four fiscal years, all annual reports and budget summaries, and any additional information important for an orderly transition of chapter affairs.

- 8.5 Administration: Positions on Public Issues. Only the President or his/her designee may take action on National or Chapter Affairs, take position on public issues or resolutions, or make statements for publication as an official expression of Chapter opinion. Unless the requirements of a timely decision preclude it, such actions shall require approval of the Executive Committee.

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9.0 INDEMNIFICATION

- 9.1 Indemnification: General. The Chapter may indemnify in part or in whole any Executive Committee member or former member of the Chapter against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal in which he is made a party by reason of being or having been an officer of the Chapter, except in relation to matters to which the officers shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Chapter. For the purposes of this section, "expenses" shall include but not be limited to attorney's fees.
- 9.2 Indemnification: Conditions. Indemnification shall be at the discretion of the Chapter. The Chapter may only indemnify the officer or former officer if the following conditions are met: (a) funds are available in the treasury of the Chapter; (b) the officer or former officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Chapter; (c) with respect to any criminal action or proceeding, the officer did not have reasonable cause to believe that his conduct was unlawful; and (d) the action, suit or proceeding is not one charging improper personal benefits to said officer or former officer.
- 9.3 Indemnification: Decision-Making. Any indemnification shall be made at the discretion of the Chapter, but only if the Executive Committee shall approve said indemnification, and shall find that all conditions in Section 9.2 have been met. For these purposes, no member of the Executive Committee who is part of this action shall be eligible to vote or shall be included in the quorum. If it impossible to obtain a quorum of voting members of

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the Executive Committee who are not parties to such action, suit or proceedings, then the question of whether indemnification shall be allowed shall be determined by polling the membership of the Chapter by a method determined by the Executive Committee.

- 9.4 Indemnification: Payment of Expenses. Expenses incurred with respect to any action, suit or proceeding may be advanced by the Chapter prior to the final disposition if the Executive Committee determines that all other conditions for indemnification have been met.

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9.5 10.0 SECTIONS

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- 10.1 Sections: Joint Sections With Neighboring Chapters. There may be created a joint section if agreed upon by the Executive Committees of both the Kentucky Chapter and the other APA chapter involved and if petitions specifying the territory proposed to be included in the section are submitted to both Executive Committees. Said petitions shall be signed by at least one-third of the APA-KY members whose addresses of record are within the territory so proposed.

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- 10.2 Sections: Bylaws. Initial Bylaws for any sections associated with the Kentucky Chapter of APA must be approved by the Executive Committee of the Kentucky Chapter and by a majority of the APA-KY members residing in the Section's territory before they take effect. Amendments to the Section's bylaws must be approved by the APA-KY Executive Committee before they may be enacted by the Section. Section bylaws shall supersede Kentucky Chapter Bylaws only to the extent stated and approved by the Executive Committee of the Kentucky Chapter.

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- 10.3 Sections: Membership. Individuals who wish to belong to the Kentucky Chapter as Affiliate Members and do not wish to belong to the Section in which they live or work, may do so at their own choosing, provided they meet the other criteria for affiliate membership in the Kentucky Chapter.

AMENDMENTS

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- 11.1 Amendments: Creation. Bylaw amendments may be proposed by the Executive Committee or by a petition signed by ten (10) percent of the Chapter membership.
- 11.2 Amendments: Notification and Adoption. The membership may amend these Bylaws by a majority of the ten (10) percent quorum of the total membership if by mail ballot. Bylaw amendments may also be effected by a majority of the ten (10) percent quorum of the total membership at Regular or Special Meetings of the membership, provided these 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.
- 11.3 Amendments: Refinement. When amendments are published and to be voted upon at a regular or special meeting, the proposed amendments may be refined at the meeting only by deletion and minor refinement of the specific published portions, with votes upon each portion of the refined amendments. New sections, major rewording of sections, or similar potentially significant changes to the published versions of proposed bylaws may only be approved after republishing and distributing the new changes to the entire membership.
- 11.4 Amendments: Enactment. The Executive Committee shall enact all Amendments as quickly as reasonably possible. They may authorize temporary action as they deem necessary to guide the Kentucky Chapter into the provisions of their bylaws, provided only that they do not violate the intention or ultimate direction of the new and remaining bylaws.

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AMENDMENTS

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Section 8.1- This section was amended by vote of the general membership on May 9, 1996 at the Spring 1996 APA-KY conference at Shakertown to change the Chapter's fiscal year from October 1- September 30 to the calendar year. This change was made to allow for the expense and revenue accounting from fall conferences, typically held in September, to be complete and included in one fiscal year.

Pending Amendments – Fall 2009

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Various Sections

Various sections were amended to reflect the official name change from KAPA to APA-KY .

Section 3.2 Chapter meeting notifications shall be given by the Executive Committee instead of the Publications Committee

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Section 4.3 Duties of the Secretary were clarified regarding the transmittal of Chapter information to the National Office instead of the "Executive Director" of APA.

Section 5.4 This section was amended to allow Executive Committee meetings to be held via electronic communications such as conference calls.

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Section 5.5 This section was amended to allow for electronic voting by Executive Committee Members to take actions without meetings.

Section 7.2 Clarification of **Elections: Terms of Office and Balloting Timetable.** Officers shall be elected in even numbered years and at-large representatives and the Professional Development Chairperson shall be elected in odd numbering years

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