

Planning and the Black Community Division Bylaws Existing Bylaws

Recommended Updates -December 2019

Summary of Major Proposed Changes

- **Procedures 1.5.2:** The bylaws state that when 12 people or more are at a meeting, the meeting should be governed by Robert's Rule of Order.
 - **Proposed Change:** Where 12 or more people are present at the beginning of the meeting, the meeting shall be governed by Robert's Rules of order.
- **Decision Making 3.0:** The bylaws state that decisions must be made by a majority vote.
 - Proposed Change: Add, " A majority vote is 50%, plus of the members present.
- **Elections 4.1.3:** The bylaws list the chair as an elected position and list the chair elect as serving a two-year term.
 - **Proposed Change to Elections 4.1.3:** With Chair, Chair-Elect, Vice Chair, Secretary-Treasurer, Student Representative, and Past Chair, there shall be: Two-year terms for all of the above.

Note: Updates were made to other items affected by this change

Other proposed changes are grammatical or added for clarity. A full list of changes can be seen in the following pages.

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1.0 GENERAL

1.1 Name

The name is the Planning and the Black Community Division (hereafter the Division) of the American Planning Association (hereafter APA or the Association).

The Division has been authorized by and is subject to the Bylaws of the APA.

1.2 Purpose

The Division shall foster an interest in, contribute knowledge to, and promote cooperation for black communities by:

1.2.1 Creating a network of planners to contribute to the promotion of interests, concerns, practitioner skills, and the competence of its members in a common area of interest or identity, where learning, research, advocacy and interaction serve to advance the security of planners and the role of planning in building communities.

1.2.2 Disseminating materials and information about current practice and theory to members of the Division and affiliate organizations;

1.2.3 Assisting and educating the Association about influencing legislation; planning policy; and membership welfare, which may include but is not limited to workplace fairness, equitable programs and benefits, and opposing discrimination – that affects planners, administrators, public officials, students and other interested individuals to address issues of significance to the black community;

1.2.4 Facilitating connections with Divisions, Chapters, other professionals and allied organizations that are concerned with social equity; and

1.2.5 Promoting professional communication among members of the Division through a variety of member services, including but not limited to newsletter, conference sessions, workshops, webinars and other publications.

1.2.6 Build strategic alliances that encourage collaboration and resource sharing. Such partnerships would assist communities struggling with a lack of collaboration and grassroots planning due to reduced community participation and would decrease the breakdown in short- and long-term planning linkages.

1.3 Mission

1.3.1 The mission of the Division is to provide a forum and platform for planners, administrators, public officials, students, and other interested individuals to address issues of significance to the black community.

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1.4 Nonprofit Status

Divisions are recognized as subordinate entities under the nonprofit 501(c)(3) status of the American Planning Association.

1.5 Procedures

1.5.1 Procedures shall be informal for meetings with fewer than 12 people.

1.5.2 For meetings where 12 or more people are present when the meeting is called to order, procedure shall be governed by basic parliamentary procedures as a guide (or Robert's Rules of Order).

1.5.3 It is encouraged, that wherever reasonably possible, decisions shall be reached by consensus.

2.0 MEMBERSHIP

2.1 Eligibility

Any Association member may join upon payment of the Division's dues. All Division members must belong to the Association.

2.2 Affiliates

Non-Association members may become Division Affiliates upon payment of Division Affiliate dues.

2.2.1 Division-only affiliates shall not represent themselves as members of the Association.

2.2.2 Division Affiliates is a term used to differentiate between APA and non-APA members.

2.3 Termination

Division membership or affiliation will be terminated upon failure to pay Division dues.

3.0 DECISION-MAKING

3.1 The Executive Committee shall make decisions by a majority of votes, except where specified otherwise in these bylaws. A majority vote shall be considered, 50% plus 1 of the members present.

3.2 The Executive Committee shall determine the means of disseminating information about decisions requiring a vote by Division membership to ensure accessibility and transparency.

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4.0 OFFICERS

The elected Officers of the Division are: Chair-Elect, Vice-Chair, Secretary-Treasurer, and Student Representative. The terms of office, except for the Chair-Elect, shall be two years. The Chair-Elect shall serve in this capacity for one year.

4.1 Transition Of Chair-Elect, Chair And Immediate Past Chair

The Chair-Elect shall serve a one-year term, which commences January 1 in odd-numbered years. The Chair-Elect shall take office as Chair January 1 in even-numbered years, at which time the Chair shall become the Immediate Past-Chair for a term of one year.

4.2 Elections

4.2.1 Elections will be held every two years. Complete election slate every two years. Newly elected officers will assume office on January 1.

4.2.2 No Division member may serve more than two terms as Chair of any single Division.

4.2.3 With Chair, Chair-Elect, Vice Chair, Secretary-Treasurer, Student Representative, and Past Chair, there shall be:

- i.* Two-year terms for all of the above.
- ii.* Chair may serve up to two terms, consecutively or non-consecutively.

4.2.4 No officer shall serve more than two consecutive terms in the same position.

4.2.5 The Division Chair will appoint a Nominating Committee consisting of at least two Division members to issue a call for nominations from the Division membership and conduct an election. The Nominating Committee members may not include members running for office.

4.2.6 The Nominating Committee will present an election schedule which includes a call for nominations, submission of candidate material, and balloting window for the Executive Committee's approval.

4.2.7 The Nominating Committee shall allow at least two weeks for nominations to be submitted.

4.2.8 All officers must be current APA and Division members. A Division Affiliate member is permitted by the Bylaws of the Division to hold an elected office other than Chair or Vice Chair.

4.2.9 Election results are based on a plurality of the valid ballots received.

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4.2.10 In the case of a tie, the Nominating Committee Chair shall determine the winner by random drawing.

4.3 Chair

The Chair shall:

- 4.3.1 Act as the presiding officer of the Division;
- 4.3.2 Preside over all Division meetings;
- 4.3.3 Prepare or oversee preparation of an Annual Performance Plan, Work Plan, and Budget for approval by the Executive Committee;
- 4.3.4 Serve on the Divisions Council of the Association;
- 4.3.5 Appoint committees and others necessary to carry out the annual work program; and
- 4.3.6 Make other delegations and decisions necessary to carry out the Mission and Purpose of the Division; and
- 4.3.7 Be responsible for Division compliance with requirements in the APA corporate by-laws, current Division Performance Criteria and Division Council Policies and Procedures.

4.4 Chair-Elect

The Chair-Elect shall:

- 4.4.1 Assist the Chair as directed including, but not limited to, manage committee activities, assist with special projects, assist with the creation of the Annual Performance Plan and Work Plan and planning efforts associated with the annual business meeting or the APA Annual Conference; and
- 4.4.2 In the absence or resignation of the Chair, the Chair-Elect shall assume the duties of the Chair, and other duties as assigned by the chair. The Chair-Elect shall assume the duties of Chair until the term of the vacated Chair is complete, whereupon the Chair-Elect will complete his or her elected leadership term.

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4.5 Vice Chair

The Vice-Chair shall:

4.5.1 Assist the Chair or Chair-Elect as directed including, but not limited to, manage committee activities, assist with special projects, assist with the creation of the Annual Performance Plan and Work Plan and planning efforts associated with the annual business meeting or the APA Annual Conference; policy and professional development work for the division; and

4.5.2 In the absence or resignation of the Chair-Elect, the Vice Chair shall assume the duties of the Chair-Elect, and other duties as assigned by the Chair. The Vice Chair shall assume the duties of Chair-Elect until the term of the vacated Chair-Elect is complete, whereupon the Vice Chair will complete his or her elected leadership term.

4.6 Secretary-Treasurer

The Secretary-Treasurer shall:

4.6.1 Prepare minutes of the Division's annual business meeting and all Executive Committee meetings.

4.6.2 Submit proposed Bylaw amendments to the membership.

4.6.3 Fulfill all recordkeeping and reporting requirements as stipulated by APA National.

4.6.4 Be responsible for on-going communication to members or other leadership as designated by the Chair.

4.6.5 Manage Division funds in accordance with the Division budget.

4.6.6 Assist the Chair in preparing the Budget to be approved by the Executive Committee and submitted with the Annual Performance Plan and Work Plan.

4.6.7 Prepare an annual financial report to be presented to the Executive Committee as well as the Division's members at the annual meeting.

4.7 Student Representative

The Student Representative shall:

4.7.1 Serve as a liaison between the division's student members and executive committee.

4.7.2 Lead efforts to recruit student members to join the division.

4.7.3 Lead efforts to engage students in leadership or membership activities of the division.

4.7.4 Represent the division in activities and committees where student representation is needed.

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4.7.5 Promote student involvement and engagement in the division.

4.8 Immediate Past Chair

The Immediate Past Chair shall:

4.8.1 The Immediate Past Chair succeeds to this position upon completion of his/her two-year term as Chair and serves in this position for two years. The Immediate Past Chair shall undertake such duties as may be assigned by the Chair.

4.9 Vacancies

In the absence or resignation of the Chair, the Vice-Chair or Chair-Elect shall assume the duties of the Chair, and other duties as assigned by the Chair. The Chair-Elect shall assume the duties of Chair until the term of the vacated Chair is complete, whereupon the Chair-Elect will complete his or her elected leadership term.

4.9.1 All other vacancies will be filled for the unexpired term by a vote of the Executive Committee within three months.

4.10 Termination of Division Officers

In the event that a Division officer is unable to perform his/her duties and/or is not functioning within the guidelines their elected position outlined by the APA and Division Bylaws and the Division Performance Criteria and Policies, the subject Division officer may be asked to resign or be terminated from his/her position by the majority vote of the Executive Committee.

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5.0 EXECUTIVE COMMITTEE

5.1 Composition

The Officers, as defined in Section 4.0, and additional leadership team members elected or appointed at the discretion of the Officers, shall comprise the Executive Committee. Additional members may be added as necessary to facilitate division administration and programs by a majority decision of the officers of the Division.

5.2 Duties Of the Executive Committee

5.2.1 Manage the affairs for the Division.

5.2.2 Prepare and approve the annual performance plan, work plan and budget, using templates specified by the Divisions Council Executive Committee.

5.2.3 Authorize expenditures consistent with the budget and subject to consent by the Chair.

5.2.4 Administer the division's by-right educational session at the National Planning Conference, and other sessions as warranted.

5.2.5 Consult, electronically or in person, to coordinate the activities of the Division as needed.

5.3 Meetings

5.3.1 Meetings of the Executive Committee be they through a traditional meeting gathering, a teleconference, or some other type of electronic communications, shall be called by the Chair, or by a majority of the Committee members.

5.3.2 A majority of Executive Committee shall constitute a quorum. A majority will be considered 50%, plus 1.

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6.0 COMMITTEES AND REGIONAL AMBASSADORS

The Executive Committee may form (and dissolve) committees, drawn from Division membership to carry out the activities of the Division. The Chair shall appoint a Committee Chair for each Committee. Committee [Section] Chairs may, at the discretion of the Executive Committee, serve as advisory members of the Executive Committee. Committee [Section] Chairs may be appointed to or removed from said position at the discretion of the Division Chair. Typical standing committees include: Communications, Membership, Fundraising, Fellowship, Nominations, Technical Assistance, etc.

Regional ambassadors are appointed volunteers in key geographic areas where division membership is high or where interest has been identified. Typical regional ambassadors for the Division include individuals drawn from various areas of the country including the Northeast; Midwest; South and West. Membership surveys and roster evaluations will be used to determine which geographic areas should have regional ambassadors on annual basis. The Executive Committee may appoint (and remove) Regional Ambassadors, drawn from Division membership to carry out the activities of the

Division. Regional Ambassadors may, at the discretion of the Executive Committee, serve as advisory members of the Executive Committee. Regional Ambassadors may be appointed to or removed from said position at the discretion of the Division Chair. Regional ambassadors will be responsible for assisting with division membership outreach, professional development programming and/or building networks with allied organizations, institutions or foundations. Regional ambassadors are required to hold at least two membership outreach and/or professional development programming events each year.

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7.0 FINANCES

7.1 Dues

Dues shall be consistent with the APA division dues schedule for all categories. Dues are collected by national APA and are rebated by the Association's national office. annual report of activities to the Executive Committee.

7.2 Non-Dues Receipts

Subject to approval by the Executive Committee, the Division may accept contributions, donations, and grants. The Executive Committee may establish fees for publications and services to be offered to non-members, or as special services to members, as long as these fees are consistent with charges determined by the APA Board, or the Division Work Plan.

7.3 Contracts

The Division shall not enter into contracts or obligate the Division financially or in name if said obligation or contract exceeds \$500 and is not described and proposed in an approved annual work plan and Division budget. All agreements, partnerships with outside organizations or individuals, or previously unidentified expenses shall be submitted to APA prior to any action being taken.

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8.0 PUBLICATIONS, MEDIA, AND BRANDING

8.1 Identification

The Division shall utilize developed APA branding, logos, and imagery for all publications and media produced by or for the Division. Division publications shall be identified with the full name, as, “a Division of the American Planning Association;” and with the uniform logotype of the Association.

8.2 Newsletter And Other Member Communications

8.2.1 The Division is required to produce and disseminate regularly scheduled communications to Division members in conformance with Divisions performance criteria. Regularly scheduled is defined as monthly, quarterly or semi-annually. The purpose of these communications is to provide a benefit to Division members including opportunities to contribute articles and other content, stay current on Division or generalized urban planning industry news, and share information with other Division members.

8.2.2 Newsletters, E-Bulletins and other communications may be distributed in digital format or in hard copy via United States mail at the discretion of the Division.

8.2.3 A digital file of each newsletter shall be filed with National APA.

8.3 Division Website

8.3.1 If the Division uses the APA Division website, the Division shall work with APA to ensure regular and current content is included on the Division’s APA website.

8.3.2 For all division websites, quarterly website updates are recommended.

8.4 Other Media Communications

8.4.1 The Division may also maintain a presence through social media, e-bulletins, or other communications as supported by APA.

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9.0 MEETINGS

9.1 The Division shall hold an annual meeting during the APA National Conference. Notice of the annual meeting shall be distributed to Division membership via regular mail and/or email to the Division membership at least 30 calendar days prior the meeting.

9.2 Special meetings of members may be held at such times and places as may be ordered by: the Chair; or in the case of the Chairperson's absence, death or disability, the Vice Chair (or Chair Elect); or, a majority of the Executive Committee; or, by petition of 10 percent of Division members.

For special meetings, a written notice shall be delivered via regular mail and/or email to the Division membership at least 14 calendar days prior to the meeting.

10.0 EVENT ATTENDANCE AND TRAVEL REIMBURSEMENT POLICY

10.1 The Division Chair, or designated proxy, must attend the annual meeting, held at the National Planning Conference held in the spring. All other Division Officers are encouraged to attend the annual meeting.

10.2 The Division Chair, or designated proxy, must attend APA Leadership Meetings held in the fall.

10.3 Reimbursement of travel and lodging for all required Division officer activities shall be identified in the Division Work Plan and Budget as approved by APA. Levels of reimbursement shall be in stated the Division's budget, as determined by the Division Chair and Treasurer in conformance with Divisions Council Travel Policy.

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11.0 PUBLIC POLICY

No member shall represent the Division on Division policy without obtaining the approval of the Executive Committee. No member shall represent APA without obtaining the approval of the Executive Committee as well as the APA Executive Director.

12.0 RIGHT TO PRIVACY

All Division member anonymity shall be respected with regards to billing and other Division activities. Division members will be provided the opportunity to opt out of inclusion in division membership directories

13.0 AMENDMENTS OR REPLACEMENT

13.1 Any Division shall be free to amend or replace its bylaws at any time using the following procedure: Proposed amendments or replacement bylaws may be proposed by either the Executive Committee or by a petition signed by at least ten Division members.

13.2 A copy of proposed bylaws or amendments shall be filed with the Association's National Office for review before distribution to members for adoption. If no response is received by the Association within 14 days of service, the Division may proceed with its adoption of the proposed amendments or replacement bylaws as drafted.

13.3 The Secretary-Treasurer shall review and submit the proposed amendments or replacement bylaws to the membership for their consideration.

13.4 Bylaws may be amended by a plurality of the valid ballots received. Mail or electronic ballots may be used.

13.5 Once approved, the current bylaws shall be filed with the Association.

Last Amended May 2016