



# Bylaws of the Oregon Chapter of the American Planning Association

## SECTION 1 - CHAPTER NAME, BOUNDARY AND DEFINITIONS

The name of the Chapter shall be the Oregon Chapter of the American Planning Association. It is referred to in these Bylaws as “the Chapter” or “OAPA.”

The area served by the Chapter shall be the State of Oregon.

The following definitions shall apply in these Bylaws:

**APA** – American Planning Association

**Board** - Members of the OAPA Board of Directors as defined in Section 6 below

**Chapter** - OAPA, generally including the Board, Committees, and members

**Committee(s)** – Standing groups of OAPA members as defined in Section 8 below

**OAPA** - Oregon Chapter of the American Planning Association

**Oregon Regions** – The following subareas of the state:

- Central Oregon
- Coast/Coast Range
- Mt. Hood/Columbia Gorge
- Northeastern Oregon
- Portland Metro
- Southeastern Oregon
- Southern Oregon
- Willamette Valley

**President** - President of the OAPA Board of Directors

## SECTION 2 - PURPOSE AND STRATEGIES

The Chapter shall carry out the objectives of the APA and encourage and promote planning that will contribute to the public wellbeing by developing communities and environments that meet the needs of people and of society.

The Chapter shall pursue the strategies for achieving its purpose and mission as described in its Strategic Plan, as may be adopted from time to time by the Chapter's Board.

## SECTION 3 - CHAPTER MEMBERSHIP

Chapter members may be members of only the Oregon Chapter or may also be members of the APA.

### A. Regular Members

1. Regular Members are APA members who:

- i. Have an address of record, as provided by them to the APA, within the State of Oregon, and
  - ii. Pay Chapter dues.
2. Regular Members shall be subject to all Oregon Chapter membership requirements.
3. Regular Members are eligible to serve on the Chapter Board and Chapter committees, including serving as Chair of Chapter Committees.
4. Members of the American Institute of Certified Planners (AICP) must retain membership in the APA and therefore are "Regular Members."

**B. Out-of-State Members**

1. Out-of-State Members are APA members whose address of record is outside the Chapter boundary.
2. Out-of-State Members may also become voting Chapter Members upon payment of any applicable dues and assessments for Chapter membership
3. Out-of-State Members may not hold elected office but they may serve on Chapter Committees, including service as Chair of Chapter Committees.

**C. Chapter Only Members**

1. Chapter Only Members are those who are otherwise eligible for APA membership, but choose not to be, and pay Chapter dues established by the APA and/or the Board.
2. Chapter Only Members may not participate in APA elections or hold APA office; however, such members may vote in Chapter elections, serve on Chapter Committees, and be elected to or hold a Chapter office other than Chapter President Elect, President, Past President, Vice President, or Professional Development Officer.

**D. Student Members**

1. The Chapter adheres to APA policy on student membership.
2. At this time, any full-time student enrolled in an accredited planning program at a college in the United States may become an APA member at no cost to them and therefore may also become a Chapter Member at no cost to them. No dues shall be charged to Student Members while they are enrolled as full-time students in such a program.
3. Student Members enjoy the benefits of Regular Membership, Out-of-State Membership, or Chapter Only Membership as described above, such as participation in elections, as applicable.

**E. Termination and Reinstatement**

1. Regular Chapter membership shall be terminated upon termination of APA membership.
2. Chapter Only membership shall be terminated for failure to pay Chapter only dues.

3. Chapter membership shall be terminated when a member moves his/her address of record out of the Chapter area, unless the member requests to retain a non-resident membership and continues to pay Chapter dues.
4. Chapter membership may be terminated if, after proper investigation and deliberation, the Board finds that the member has violated the APA Code of Ethics and/or, for AICP members, the AICP Code of Ethics and Professional Responsibility.
  - i. Chapter membership may be reinstated if APA membership is reinstated, subject to such conditions as may be established by the Board.

#### **SECTION 4 – FINANCES AND BUDGET**

##### **A. Non-Profit Status.**

1. OAPA is non-profit. Its income shall be used only for Chapter purposes, and no part of any net earnings shall inure to the benefit of any member or individual, except that the Chapter may pay reasonable compensation for services rendered, and to make payments and/or distributions in furtherance of Chapter purposes.

##### **B. Budget.**

1. The budget year shall be from July 1 through June 30.
2. The Treasurer and each Chapter Committee Chair shall prepare and present a draft budget for review during spring board meetings and for adoption by the Board no later than the June board meeting to go into effect on July 1.
3. The budget shall reflect program objectives established in the Chapter's Strategic Plan, which shall be reviewed at least annually and revised as needed when identified through these periodic reviews.
4. The budget may be modified from time to time by a majority vote of the Board.
5. An overview of the budget shall be shared with membership in the next Chapter Annual Report.

#### **SECTION 5 - MEETINGS AND CONFERENCES**

- A. The Chapter shall hold an annual business meeting in Oregon. The time and place of the annual business meeting shall be advertised through the Chapter website, newsletters and/or other communication channels that are transmitted to each member at least a month in advance of the meeting date.
- B. Additional meetings and conferences may be held during the year as the Board deems necessary.
- C. Unless otherwise agreed to by a majority of the members present at the outset, *Roberts Rules of Order* shall be used at the annual business meeting.
- D. Special meetings may be called by the President, by a majority of the Board, or by petitions signed by at least 10% of the members of the Chapter.
  1. The place, date, and time of such special meetings shall be set by the President or by the Board.

2. Notice of a special meeting shall be transmitted to members in the same manner as in Section 5.A and shall include a statement of the purpose(s) of the special meeting.

E. The President or their designee shall prepare the agenda for Board meetings.

## **SECTION 6 - EXECUTIVE BOARD**

A. The affairs of the Chapter shall be managed by the Board. Except as otherwise provided in the Bylaws, the Board shall have all powers of a board of directors under governing law.

B. Composition of the Board. The Board shall be comprised of elected members, committee Chairs, and ex-officio members (non-voting). The Board shall be constituted as follows:

1. Voting Members:

i. Elected Officers

- a. President Elect/Past President
- b. Vice President
- c. Secretary
- d. Treasurer

ii. Elected at-large members

iii. Chairs of the following Standing Committees:

- a. Legislative and Policy Affairs
- b. Professional Development
- c. Education and Outreach
- d. Emerging Planners Group
- e. Membership
- f. Communications

2. Ex-Officio Members (non-voting):

i. Planning Commissioners:

- a. One City Planning Commissioner
- b. One County Planning Commissioner

ii. University Representatives

- a. One student member selected from each of the accredited planning schools
- b. One faculty member selected from each of the accredited planning schools

C. Elected Board Members. The Chapter shall elect a President Elect, Vice-President, Secretary, Treasurer, and four at-large members to the Board.

1. Upon completion of a one-year term, the President Elect shall assume the position of President for a term of two years and the office of Past President for one year.
2. A President may run for re-election, adding an additional two-year term as president before resuming the office of Past President for one year.

3. Elections for the President Elect shall be held such that they assume office during the last year of the sitting President's term and therefore assume the position of President as the sitting President assumes the office of Past President.

#### D. The Chapter Officers Duties

1. The President shall:
  - i. Call meetings of the Chapter and Board
  - ii. Preside over Board meetings
  - iii. Appoint and discharge all Chapter Committees, with the advice and consent of the Board
  - iv. Be a non-voting ex-officio member of all Chapter Committees
  - v. Prepare an annual report to APA
  - vi. Serve on the APA Chapter President's Council
  - vii. Sign contracts with the advice and consent of the Board
  - viii. Perform other duties customary to the office
2. The Vice-President shall
  - i. Act in the absence or incapacity of the President
  - ii. Serve on the Chapter Elections/Nominations Committee
  - iii. Carry out other duties as assigned by the President
  - iv. Should the President resign, the Vice-President shall assume the office for the remainder of the term
3. The Secretary shall:
  - i. Keep minutes of Board and Chapter meetings and be responsible for their timely transmission to the Board
  - ii. Serve on the Chapter Elections/Nominations Committee, prepare ballots, and notify members of their elections to offices and appointments to committees
  - iii. Perform other duties customary to the office
4. The Treasurer shall work with the Chapter Administrator to:
  - i. Maintain the Chapter's general funds and accounts, which shall always be open for Board inspection
  - ii. Provide the Board with quarterly financial statements of income, expenditures, and the status of Chapter accounts
  - iii. Prepare an annual financial statement of the Chapter's budget, including deficits or carryover
  - iv. Submit Chapter dues rate changes to APA
  - v. Provide for an audit approximately every four years or as directed by the President
  - vi. Perform other duties as customary to the office
5. The President Elect shall:
  - i. Support the President in overseeing Chapter functions and coordinating with standing Committee Chairs to provide continuous service to Chapter members
6. The Past President shall:
  - i. Serve as a mentor to the President
  - ii. Perform such duties as assigned by the President or Board

- E. Board Duties. Under the leadership of the President, the Board shall:
1. Initiate, review, adopt, and revise, as necessary, the Chapter Strategic Plan
  2. Review and adopt the annual business plan and budget
  3. Set the annual Chapter dues and any special dues or assessments it deems necessary to carry out the Chapter Strategic Plan
  4. Review and take action on all nominations for Chapter awards and Chapter nominations for APA awards
  5. Upon request from the AICP Ethics Officer or other party with appropriate authority, assist in investigations of alleged violations of the APA Code of Ethics or the AICP Code of Ethics and Professional Responsibility
  6. Advise and consent to all contracts and agreements binding the Chapter
  7. Advise and consent to Committee Chair appointments or discharges
  8. Adopt and disseminate Chapter policies and positions
  9. Attend and participate in Chapter Board meetings, and take a leadership role in the activities of the Chapter
  10. Remove Chapter officers from office and committee members from that committee for malfeasance, misfeasance, nonfeasance, or incapacity
  11. Perform such other functions as are delegated herein, by the President, or the Board.
- F. Board Meetings.
1. QUORUM. The action of a majority of the voting members of the Board, duly assembled at any meeting, is valid as a corporate act if there is a quorum (at least 50 percent of voting members) present before the vote is taken.
  2. PROCEDURES. Board members may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Board members participating may simultaneously hear each other and be provided written materials prior to the meeting. As required, special accommodations shall be made to ensure all members can participate.

## **SECTION 7 - CHAPTER ELECTIONS, TERMS OF OFFICE, AND VACANCIES**

- A. TERMS OF OFFICE. Officers and at-large Board members shall begin their terms of office on January 1. The President Elect shall be elected in even years and shall hold office for the year immediately prior to serving as President. The President shall hold office for two years. The Past President shall hold office for one year following service as President. The Vice President, Secretary, and Treasurer shall be elected in odd years, for overlapping two-year terms with the President. At-large Board members shall be elected for overlapping two-year terms, two in odd years and two in even years. No officer, standing committee Chair, or at-large Board member may serve more than two full consecutive terms in the same office.
- B. ELIGIBILITY TO RUN FOR AND HOLD CHAPTER OFFICES. Candidates for all positions on the Board must be Chapter members in good standing at the time of their nomination and eligible to hold office as defined in Section 3 – Chapter Membership, and must have their primary place of residence in Oregon. Chapter

officers and members of the Board must continue to maintain Chapter membership in good standing throughout the term of their office.

- C. VOTING ELIGIBILITY. All Chapter members in good standing shall be eligible to vote for Chapter officers and at-large Board members.
- D. NOMINATION PROCEDURES. The Chapter participates in APA's consolidated elections process and timeline. Within this structure and timeline:
1. The President shall convene a nominating committee consisting of the Vice President (who shall act as Chair) and Secretary. Chapter members who are not on the Board may also serve on the nominating committee.
  2. The nominating committee shall notify Chapter membership through the Chapter website, newsletters, and/or other communication channels that are transmitted to each member that any eligible Chapter member may be nominated for a Board position and that self-nominations are accepted. The nominating committee may also contact potential candidates. The committee shall strive to encourage nominees that reflect the geographic and demographic diversity of the Chapter membership.
  3. The nominating committee shall submit to the President and Board a list of eligible nominees for each Board position up for election. The Board shall ratify the list to ensure that efforts have been made to nominate at least two candidates for each position, and to seek:
    - i. Diversity of gender, race, ethnicity, age, and other demographics among the candidates;
    - ii. Candidates from a variety of public, private, and not-for-profit planning organizations;
    - iii. Broad geographic representation across Oregon Regions, with consideration for the relative number of planners in each region.
- E. ELECTION.
1. The Chapter's election cycle and dates shall follow the Bylaws of APA.
  2. The Secretary shall notify elected candidates within 10 working days of receiving the election results from the APA.
  3. Results of the election shall be announced through the Chapter website, newsletters, and/or other communication channels that are transmitted to each Chapter member prior to the end of the election year.
  4. The first meeting with the newly-elected Board members shall be the January Board meeting.
- F. VACANCIES. The Board may fill at-large Board and Chapter officer vacancies that occur between elections. Persons so elected or appointed by the Board shall hold the office until the next regularly scheduled Chapter election. At that time, the members shall vote for a candidate to fill the unexpired term. Persons temporarily elected or appointed by the Board may be nominated to fill unexpired terms. In the event the Vice-President becomes unable or unwilling to assume the position of President, the President Elect or Past President shall serve as President until the

President Elect assumes the Presidency, or the Past President is replaced by a new President Elect at the next regularly scheduled Chapter election.

## **SECTION 8 – PLANNING COMMISSIONERS AND STANDING COMMITTEES**

The President, with the advice and consent of the Board, shall appoint planning commissioner representatives, committees and committee Chairs as necessary to carry out Chapter purposes. Except as provided in Section 7, these planning commissioner representatives, committees and their respective Chairs shall continue after expiration of the President's term unless they are otherwise discharged by the President with the advice and consent of the Board.

- A. Planning Commissioners. The President, with the advice and consent of the Board, shall appoint two Planning Commissioners, one each from a city and a county, who shall be responsible for building and promoting the relationship of the Chapter with the appointed planning officials throughout the state.
- B. Legislative and Policy Affairs Committee (LPAC). The President, with the advice and consent of the Board, shall appoint an LPAC Chair. The LPAC Chair appoints members to LPAC and keeps a committee roster updated and available to the Board. The members of the committee shall all be current members of the Chapter and generally representative of all Oregon Regions. The committee shall be responsible for developing and implementing the Chapter's legislative and policy action program, subject to review by the Board. The LPAC Chair shall represent the Board and Chapter on legislative and planning policy matters consistent with adopted Board policy. The Policy Subcommittee of LPAC shall be appointed by the LPAC Chair to review state and national policies that affect planning and propose OAPA responses and/or positions to the Board. At its discretion, LPAC can refer issues to the Board for input and direction.
- C. Professional Development Committee (PDC). The President, with the advice and consent of the Board, shall appoint a Professional Development Officer (PDO) and Ethics Officer. The PDO shall be a member of the American Institute of Certified Planners (AICP) and serve as PDC Chair. Committee members shall be members of the Chapter and should be generally representative of all Oregon Regions. The committee shall be responsible for providing AICP membership information and other professional development programs and activities on behalf of the Chapter.
- D. Education and Outreach Committee (EOC). The President, with the advice and consent of the Board, shall appoint an EOC Chair. Committee members shall be members of the Chapter and should be generally representative of all Oregon Regions. The committee shall serve as ambassadors for the planning profession, and shall be responsible for education and outreach about planning to public officials, allied professions, students, educators, interest groups, the media, and the public at-large.



- E. Emerging Planners Group (EPG). The President, with the advice and consent of the Board, shall appoint an EPG Chair. Committee members shall be members of the Chapter and should be generally representative of all Oregon Regions. The committee shall be responsible for providing programs and activities that serve the needs of emerging planners on behalf of the Chapter. "Emerging planners" are those planners who consider themselves to be early-career planning professionals, generally with five or fewer years of experience but open for self-identification.
- F. Membership Committee. The President, with the advice and consent of the Board, shall appoint a Membership Committee Chair. Committee members shall be members of the Chapter and should be generally representative of all Oregon Regions. The committee shall be responsible for working with the Chapter Administrator to track Chapter membership and advise the board on membership needs.
- G. Communications Committee. The President, with the advice and consent of the Board, shall appoint a Communications Committee Chair. Committee members shall be members of the Chapter and should be generally representative of all Oregon Regions. The committee shall be responsible for working with the Chapter Administrator to facilitate and develop content for Chapter communications and their distribution to the membership. Communication platforms include but are not limited to the Chapter website, newsletters, and/or other communication channels that are transmitted to each member.
- H. Other Committees. Additional committees may be formed as needed. The President, with the advice and consent of the Board, may appoint Chairs of these other committees and outline responsibilities to the Chapter as applicable.

## **SECTION 9 - CHAPTER AWARDS**

- A. The Chapter shall develop and maintain an awards program to recognize excellent service by individuals and groups significantly contributing to the advancement of the art and science of planning in the Chapter area. Awards may be made to individuals or groups, to members or non-members of the APA, and to professional planners, non-traditional planners, elected officials, or students.
- B. The Chapter President shall appoint an Awards Committee Chair who shall be responsible for convening an Awards Committee to develop and maintain the awards program. The committee shall describe the specific purposes and characteristics of the awards program, solicit, receive and review nominations, and recommend program policies to the Board.
- C. The Board shall review and approve the general plan for the awards program, as well as nominations for awards.
- D. Members of the Board may be considered eligible for an award, as may the agencies or firms with which they are associated; however, Board members are

responsible to announce any such associations and remove themselves from voting, as appropriate.

E. The awards shall be formally announced at the annual Chapter conference.

### **SECTION 10 - AMENDMENTS**

Bylaw amendments may be proposed by the Board or by petition signed by at least 10% of the Chapter membership. The proposed amendments shall be submitted in writing to the Chapter members in written or electronic medium with a ballot and the recommendations of the Board. The election may occur at the same time as that for electing Chapter officers or by special election provided that Chapter members are provided at least ten working days to vote. Vote results shall be determined by a plurality of members voting.

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*These bylaws were adopted by a vote of the membership in January 1989. Sections of the bylaws were revised by a vote of the membership in March 1993, September 1997, March 1999, March 2001, March 2004, February 2006, December 2008, March 2009, March 2011, March 2014, and September 2019.*