



Michigan Association of Planning
A Chapter of the American Planning Association

Draft Amendments
November 2010

BYLAWS

ARTICLE I: Name, Bylaws, Chapter, Area

- Section 1.1 Name. The name of the organization shall be the Michigan Association of Planning, a Chapter of the American Planning Association
- Section 1.2 Bylaws. This document shall be known as the Bylaws of the Michigan Association of Planning, a Chapter of the American Planning Association.
- Section 1.3 Chapter. The national organization of which the chapter is part is the American Planning Association, which is referred to in these bylaws as the "APA". The American Institute of Certified Planners, a component of APA, is referred to in these bylaws as "AICP".
- Section 1.4 Area. There shall be no limitation on the places of residency or the states of domicile of the membership of the Association, other than for APA Chapter Membership as set forth herein. The geographic area served by the Association for the purposes of APA Chapter Membership is the entire state of Michigan and the Province of Ontario, Canada. The geographic area for APA purposes may be proposed by APA to be changed from time to time, but will be changed only upon notice to all APA members in the area affected, and upon affirmative vote of the APA Chapter Membership of the Association.

ARTICLE II: PURPOSE

- Section 2.1 The purpose of the Association shall be to provide a means of exchanging information on the principles and practices of community planning, to stimulate interest in, and understanding of community planning and its objectives through education processes and to further the interests and purposes of community planning throughout the State. This purpose includes but is not limited to the following:
1. To advance the art and science of planning;
 2. To encourage the exchange of information and experience;
 3. To provide education opportunities for citizens.
 4. To consider, to confer on, and to make recommendations to the APA and AICP on matters of national association policy;

5. To facilitate participation of members in the affairs of the Association and in the affairs of APA.

ARTICLE III: MEMBERSHIP AND DUES

- Section 3.1 There shall be ~~five (5) distinct~~ classes of members in the Association such as: Regular, APA Chapter, Contributing, Sustaining, Corporate, and Life, and other membership categories as deemed appropriate by the Board of Directors. Dues amounts will be set at the discretion of the Board of Directors.
- Section 3.2 Regular (Chapter Only) Membership: Any individual, group of governmental officials, or citizen planning associations which are interested in community planning, may apply for regular membership in the Association. A regular member shall be entitled to one (1) vote.
- Section 3.3 APA Chapter Membership: Any member of APA whose address of record is within the state of Michigan and province of Ontario who pay chapter dues, shall automatically become an APA Chapter Member of the Association. An APA member whose address of record is outside the state of Michigan or province of Ontario may become an APA Chapter Member of the Association upon payment of applicable dues and assessments. Persons who are not members of APA are not eligible for APA Chapter Membership. Only APA members are eligible to vote on APA actions and elections, to hold office in APA, to hold the Association position of Professional Development Officer, and to hold the Association office of President. An APA Chapter Member is entitled to one (1) vote.
- Section 3.4 Contributing Membership: Any person, firm, association, or corporation interested in planning shall be eligible for a contributing membership in the Association. Each such contributing member is entitled to appoint one (1) person who shall be entitled to one (1) vote.
- Section 3.5 Sustaining Membership: Any person, firm, association, corporation, or foundation desiring to encourage community planning through a significant financial contribution, shall be eligible for a sustaining membership in the Association. Each such sustaining member is entitled to appoint one (1) person who shall be entitled to one (1) vote.
- Section 3.6 Life Membership: Persons who have rendered unusual and conspicuous service in the furtherance of the objectives of the Association shall be eligible for life memberships. Special consideration will be given to members who have attained the age of 65 years. It shall be the responsibility of the Board of Directors to select recipients of life memberships. Life members shall be entitled to one (1) vote in the Association's Annual Meeting.
- Section 3.7 Corporate Membership: Any person, firm, association, corporation, foundation, state agency or other entity desiring to encourage community planning through a significant

financial contribution shall be eligible for a corporate membership with the Association. Each member included in a corporate membership is entitled to one (1) vote.

Section 3.8 A Certificate of Appreciation and 20, 30, 40 and 50 years pins shall be presented at the Annual Conference to those members who have attained 20, 30, 40 and 50 or more years of membership. Interruptions in membership are acceptable.

Section 3.~~89~~ Partial Membership: The Board of Directors may establish proportional rates for individuals or groups who join the Association after the midpoint of the fiscal year.

Section 3.~~910~~ Address of Record: a member's "address of record" shall be the address furnished to the Association by APA or furnished to the Association on the membership application, renewal form, or written change of address, whichever is the most recent. It is each APA Chapter Member's responsibility to notify APA of a change in address. All other membership categories are responsible for notifying the Association of any change of address.

Section 3.~~4011~~ Termination and Reinstatements:

(a) Membership in the Association shall be terminated if any of the following occur:

1. Membership in APA is terminated and regular membership is not requested;
2. An APA Chapter Member moves outside the state of Michigan or the province of Ontario and regular membership is not requested; or
3. The regular, contributing, or sustaining member fails to pay their membership dues in full within 90 days after the due date.

(b) Membership may be reinstated on the following basis:

1. APA Chapter Membership may be reinstated through APA, according to the rules and regulations of APA.
2. Regular, contributing, or sustaining members may be reinstated upon payment of the current year's dues in full.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 There shall be a Board of Directors of the Association consisting of nine (9) active members elected by the membership. At least one of the nine (9) members of the board must be a nonprofessional planner. At least one of the nine (9) members of the board must be AICP certified. In the event a vacancy occurs in the nonprofessional or AICP position, the Board of Directors shall fill the vacancy in accordance with this section and section 4.3 of these bylaws.

The Professional Development Officer shall serve on the Board of Directors ex-officio without the power of voting. The immediate Past President may serve without the power of voting if the Past President's term has expired; the Past President shall vote if serving as the President during an official 3 year term of service. The Professional Development Officer shall be appointed by the President with the consent of the Board.

~~For the period beginning October 1, 2000 through October 1, 2001, a time limited~~

~~amendment to the Association's Articles of Incorporation shall govern the appointment of a transition Board of Directors and shall supercede the provisions of these bylaws regarding election of Directors during that limited time period.~~

Not more than one agency or association, and not more than two Directors from one city, village, township, or county, shall be represented on the Board of Directors at any one time.

Candidates for the Board of Directors annual election shall be those provided by the Nominating Committee and those nominated by the membership, whose names shall be submitted in written form to the Chairman of the Nominating Committee at least ninety (90) days prior to the Annual Meeting as provided in Section 4.2. The ~~three (3)~~ candidates receiving the highest numbers of votes cast shall be considered elected to open Director positions. Only members in good standing in the Association shall be entitled to vote.

Directors shall be elected for not more than two (2) consecutive three (3) year terms. However, it is not the intent of this restrictive term of office to prevent any Director from serving again after one year has elapsed since the expiration of his term of office.

Section 4.2

~~Election of Directors shall~~ Election of Chapter Directors shall be by ballot of the membership. No quorum requirement shall be applicable. ~~proceed by mailing of proxy ballots to the entire membership.~~ Candidates shall be those provided by the Nominating Committee and those nominated by the membership.

a. At least one hundred-twenty (120) days prior to each Annual Meeting, the President of the Association shall appoint a Committee of not less than three (3) members. It shall be the duty of this committee to nominate at least (1) member for each vacancy on the Board of Directors, and to file a written report with President at least sixty (60) days prior to the Annual Meeting.

b. Other nominations may be made in writing over the signature of thirteen (13) bona fide members on nomination blanks that shall be obtained from the Executive Director.

c. All nominations shall be filed with the Executive Director at least sixty (60) days prior to the Annual Meeting.

d. No names may be inserted in the ballot at any time except as provided in paragraphs (a) and (b) of this sub-section.

e. The Board of Directors shall cause a ballot to be prepared which clearly list the nominees and indicate whether they are now holding or have held a position on the Board of Directors of the Association.

~~f.—At least twenty (20) days before each Annual Meeting, a ballot~~ containing the names of all candidates shall be provided to each chapter member. ~~above shall be mailed to each member at the last address of record. Each ballot shall be accompanied by an envelop, bearing no identification, though it may bear printed instructions as to use, and a second envelope bearing the address to which the ballot is to be returned and~~

~~the name of the voting member.~~

~~It shall be the duty of each member to mark the ballot received, according to instructions in the ballot, seal it in the unidentifying envelope, which in turn shall be sealed in the addressed envelope, and deposit the same in the United States Mail, postage prepaid, in such time that it will be received~~

g. ~~Ballots must be returned to the executive director of the association by voting members at its destination~~ not less than eight (8) days prior to the Annual Meeting ~~by means established by the executive director including but not limited to electronic/internet or land mail ballot process.~~

h. The Executive Director shall receive the votes and check the chapter member names ~~as they appear on the outside wrapper~~ against the membership list and maintain a record of those voting. Votes, which cannot be so checked, shall not be counted. ~~From the votes of qualified members, the Executive Director shall remove the outside envelope. The inside envelope shall be initialed by~~ The the ballots shall be delivered by the Executive Director ~~and delivered, unopened,~~ to the Committee of Tellers along with the lists of names of persons voting.

i. The President of the Association shall appoint a Committee of Tellers, whose duty it shall be to receive the ballots from the Executive Director, tally the ballots, provide them to the designated officer for voting, which action shall be taken by that officer, and report the results to the membership at the Annual Meeting. Records of the voting shall be incorporated in the minutes of the Annual Meeting and retained as a permanent record. The list of names of persons voting shall also be retained as a permanent record. The ballots and tally sheet shall be sealed in a package and destroyed in sixty (60) days unless ordered opened by the Board of Directors in the presence of a quorum of said Board.

j. Following the counting of the ballots and within 48 hours thereof, the Board of Directors shall select from its membership a President, Vice-President, and Secretary-Treasurer, each of whom shall hold office for one year or until their successors are selected and take office.

Section 4.3 A vacancy shall occur in any office in the event that the person holding that office resigns, ceases to remain an active member, or if the officer misses two (2) consecutive regular meetings of the board in any fiscal year, unless such absences shall be excused by the Board and the reasons, therefore, entered into the minutes of the Board. Vacancies among the directorships shall be filled by the Board for the balance of the year until the next Annual Meeting, at which time an election shall be held.

Section 4.4 The President shall be a member of APA. The president shall provide leadership on the development of Association policies in coordination with the Board. The President shall preside at all meetings of the Association and the Board, and shall appoint all committees. The President shall represent the Chapter on the APA Chapter President's Council. The Association shall pay the cost of this representation, and shall pay the cost of the President's APA dues.

Section 4.5 The Vice President shall assume the duties and authority of the President in his absence

or incapacity. The Vice President shall be a member of APA. The Association shall pay the Vice-Presidents APA dues.

Section 4.6 The Secretary-Treasurer shall keep the minutes and records, conduct correspondence, receive and disburse funds, and perform such other duties as may be assigned by the Board of Directors. He shall make a report at each Annual Meeting and at such other times as may be required by the Board.

Section 4.7 The Board of Directors shall be authorized to act and transact business on behalf of the Association in furtherance of its purposes between its Annual Meetings. The Board of Directors shall operate in accordance with rules of procedure, which it shall establish.

Section 4.8 The Board of Directors shall prepare an annual budget and operate on such fiscal year as it shall determine appropriate. -

ARTICLE V: MEETINGS

Section 5.1 There shall be an Annual Business Meeting of the Association and such other meetings as may be deemed necessary by the Board of Directors. The time and place of all meetings shall be determined by the Board.

Section 5.2 Regular meetings of the Board of Directors shall be held at least once in three months. Special meetings may be called by the President or by three members of the Board. The time and place of Board meetings shall be determined by the President, or by three members of the Board so petitioning. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.3 A quorum for a meeting of the Association shall consist of twenty (20) members in good standing. A quorum for meetings of the Board shall consist of five (5) Directors.

Section 5.4 Parliamentary procedures at all meetings of the Association and the Board shall be in accordance with Robert's' Rules of Order.

ARTICLE VI: GENERAL PROVISIONS

Section 6.1 No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 6.2 Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on

a. by an Association exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

b. by an Association, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Law.

- Section 6.3 Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as any exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of proper jurisdiction of the county in which the principal offices of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- Section 6.4 The Association may, upon the recommendation of the Board of Directors, by resolution, affiliate with any other organization which has as its purpose the education of persons in the art and science of comprehensive community planning, if it appears to be in the best interest of the Association and its members and if such affiliation may be accomplished in conformance with Section 6.2 of these Bylaws.
- Section 6.5 The Board of Directors ~~shall~~may engage the services of an Executive Director for such period and under such terms as they shall determine. The duties of the Executive Director shall be as established by the Board of Directors through a written agreement or contract.
- Section 6.6 The Board of Directors may borrow such money and issue such promissory notes to further Association programs and purposes as are prudent and lawful.
- Section 6.7 The Association may accept gifts/or contributions for advancements of its programs and purposes. Such funds or materials shall be used in accord with policies and procedures adopted by the Board of Directors except as may be limited by Section 6.2.
- Section 6.8 The Board of Directors may sponsor or co-sponsor such programs or activities with another organization, business, or person as it feels may benefit the Association except as limited by Section 6.2.
- Section 6.9 This Board of Directors shall have the power to purchase accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest, and retain funds, for advancing the purposes of the Association. The title to all property, funds, and other assets of this Association shall at all times be vested in the Board of Directors of this Association in trust for the joint use of the membership, but no member shall have any severable proprietary right, title or interest therein.
- Section 6.10 The Board of Directors shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the Association's purposes, and for protecting the lawful rights and interests of its member in connection therewith.

Section 6.11 The Board of Directors and members of the Association may perform technical and educational assistance on issues of public policy on behalf of the Association. They shall not actively lobby.

Section 6.12 Consistent with the purpose of the Association, the board of directors may at its discretion establish organizational units such as councils, committees, departments, divisions, and sections; furthermore, the board shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualifications for membership, unless otherwise stated in these bylaws.

ARTICLE VII: AMENDMENTS

Section 7.1 These Bylaws may be amended by a majority affirmative vote of active members by letter ballot of the entire membership, or may be amended by affirmative vote of a majority of the entire Board of Directors following general notice of proposed changes to the membership. Such notice shall indicate the date, time, and place of the meeting of the Board on such issue and where written comments may be submitted and by what date. The notice may be printed in the Association magazine/newsletter; or provided by individual mail notice; or provided electronically; as the Board shall determine in each case. The membership shall be notified of any adopted change in the Bylaws in the Association magazine/newsletter/electronic mailing -and in a timely manner.

ARTICLE VIII (Blank)

ARTICLE IX: BOARD INDEMNITY

Section 10.1 The corporation assumes all liability to any person other than the Corporation, its members for all acts or omissions of a volunteer director as defined under Public Act 162 of 1982, as amended, occurring on or after the date of adoption hereof, or such earlier date as is permitted by law.

If, after the adoption of this Article by the members or directors of the Corporation, the Michigan Non-Profit Corporation Act is hereafter amended to further eliminate or limit the liability of a director, then a director of the Corporation (in addition to the circumstances in which a director is not personally liable as set forth in the preceding paragraph) shall not be liable to the Corporation, its members to the fullest extent permitted by the Michigan Non-Profit Corporation Act, as so amended.

Any repeal or modification of the Article by the members, or directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time such repeal or modification.

Adopted October 6, 1945
Amended April 26, 1957
Amended May 11, 1966
Amended May 15, 1970
Amended April 29, 1971
Amended September 28, 1979

Amended October 1, 1981
Amended October 8, 1982
Amended February 2, 1983
Amended May 18, 1984
Amended November 4, 1989 (Board Indemnity)
Amended January 10, 1990 (Dues Increase)
Amended May 26, 1992 (Dues Increase)
Amended June 1, 1994 (Article IV, Election of Directors; Section 4.2,A], Section 4.2, [B])
Amended September 8, 1995 (Article III, Dues; Sections 3.1, 3.2, 3.3, 3.4.)
Amended June 2, 2000 (Merger with MAPA)
Amended April 22, 2005 (Article I, Name, from the Michigan Society of Planning to the Michigan Association of Planning.