



Michigan Association of Planning
A Chapter of the American Planning Association

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 distinct categories of members in the Association. The Board of Directors may establish categories of membership compatible with the Bylaws and other guidelines of the Association. Individuals may belong to multiple membership categories but each person is entitled to only one vote. Dues amounts will be set at the discretion of the Board of Directors.

1. **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.
2. **Chapter Only Individual Member.** Any person who has an interest in furthering the purposes of the Chapter may be a member of the Chapter. Such Chapter members shall not receive national membership services and shall not participate in any National APA action or elections or hold any office in National APA. However, such members may be elected to or hold a Chapter office other than Chapter President or Professional Development Officer. Addresses of record are filed with the Chapter.
3. **Chapter Only Group Member.** Any group, organization, government agency, firm/corporation, non-profit, neighborhood association or similar with an interest in furthering the purposes of the Chapter may be a member of the Chapter. Each member of the group is entitled to one vote. Such Chapter members shall not receive national membership services and shall not participate in any action of National APA.
4. **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 3.2 **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 3.3 **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 3.4 Termination and Reinstatements:

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

1. Membership in APA is terminated and Chapter Only membership is not requested;
2. An APA Chapter Member moves outside the state of Michigan or the province of Ontario and Chapter Only membership is not requested; or
3. The Chapter Only 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. Chapter Only members may be reinstated upon payment of the current year's dues in full.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 Composition

1. There shall be a Board of Directors of the Association consisting of nine (9) active members elected by the membership; two (2) Ex-Officio members appointed by the board; and two (2) Student Representatives appointed by the board. The Board shall consist of the Officers, Directors, and Ex-Officio Board members.
2. No agency, association, city, village, township, county or region shall have more than one (1) representative serving on the board at the same time.

Section 4.2 Board Member Terms

1. 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 **their** term of office.
2. In the event a vacancy occurs, the Board of Directors shall fill the vacancy in accordance with this section and section 4.6 of these bylaws.

Section 4.3 Chapter Officers

1. The Officers of the Chapter Board shall include the President, Vice President, Secretary/Treasurer, Past President, and Professional Development Officer.

2. All Chapter Officers shall be Regular Members in good standing of the APA and/or the Chapter
3. Any Board member with at least two years of experience on the MAP Board and who is eligible to serve at least three more years on the Board shall be eligible to be nominated to the office of Secretary Treasurer or to the office of Professional Development Officer. All terms of office for the officers are one year, with the exception of the PDO, which is a three year term.
4. The intended route of succession is to ascend from Secretary Treasurer to Vice President to President. The PDO is a non-ascension position.
5. Members interested in being nominated to the office of Secretary Treasurer shall one month prior to the annual meeting submit to the President a letter of interest describing why they are interested in being nominated to the office of Secretary Treasurer. Two weeks prior to the annual MAP Conference, the President shall transmit a list of members interested in being elected as Secretary Treasurer, along with position papers, to the current Secretary Treasurer, Vice President, Past President and Professional Development Officer. These officers along with the President shall put forth a nomination for the office of Secretary Treasurer. Nominations will also be accepted from any Board member at the election of officers. The Secretary Treasurer will be appointed by the president with the concurrence of the Executive Committee at the first meeting following elections.
6. Members interested in being nominated to the office of Professional Development Officer shall one month prior to the annual meeting submit a letter of interest describing why they are interested in being nominated to the office of Professional Development Officer. Two weeks prior to the annual MAP Conference, the President shall transmit a list of members interested in being elected as Professional Development Officer, along with position papers to the current Secretary Treasurer, Vice President, Past President and Professional Development Officer. These officers along with the President shall put forth a nomination for the office of Professional Development Officer. Nominations will also be accepted from any Board member at the election of officers. The Professional Development Officer will be appointed for a three year term by the president with the concurrence of the Executive Committee at the first meeting following elections. The Professional Development Officer shall be an AICP certified planner, and shall maintain said certification throughout their term of office.
7. 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 Past President during an official 3 year term of service.
8. When an officer of the board is not able or willing to follow the line of succession the board by majority vote shall elect from among its members a replacement officer.

Section 4.4 Appointed Non-Voting Members

1. All members holding non-voting, appointed positions shall be required to a member, or a student member of the American Planning Association or a Chapter Only member of the Michigan Chapter APA.
2. The President shall be responsible for appointing all non-Voting Board members within one month of taking office, or at the first meeting following the elections. The appointment shall be ratified by a majority vote of the Board.
3. The following appointed non-voting positions may be represented on the board.
 - a. Two (2) Student Representatives studying planning or a related field from a Michigan university rotating consecutively among the schools, appointed to one (1) one-year non-voting terms. The Student Representatives to the Chapter shall be enrolled as a student at a Michigan university and shall also be a student member of the Chapter.
 - b. One (1) Public Official Representative shall be an elected official, or an appointed planning or zoning official, currently serving a municipality. The term shall be a two-year term with the option of 2 reappointments, not to exceed a total of 6 years. The public official representative shall:
 - i. Advise the Board on the interests, concerns, and desirable Chapter services of appointed and elected public officials
 - ii. Promote an understanding of the planning profession and membership in the Chapter among public officials
 - c. One (1) Planning Faculty Representative shall be a faculty member of a Michigan University with a school of urban and regional planning, or similar discipline. The planning faculty representative shall:
 - i. Advise the Board on the interests, concerns, and desirable Chapter services of planning programs and faculty within Michigan institutions of higher learning.
 - ii. Promote the organization to these institutions. The term shall be a two- year term and will rotate consecutively among Michigan universities.

Section 4.5

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 entered into the minutes of the Board. Vacancies among the directorships shall be filled by the Board for the balance of the term.

- Section 4.6 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 board committees. The President or his or her designee shall represent the Chapter on the APA Chapter President's Council.
- Section 4.7 The Vice President shall assume the duties and authority of the President in his/her absence or incapacity.
- Section 4.8 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/she shall chair the audit committee. He/she shall make a report at each Annual Meeting and at such other times as may be requested by the Board of Directors.
- Section 4.9 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 4.10 The Board of Directors shall prepare an annual budget and operate on such fiscal year as it shall determine appropriate.

ARTICLE V: COMMITTEES

- Section 5.1 The organization shall have an Executive Committee, Nominating Committee and Audit Committee.
- Section 5.2 The Executive Committee shall consist of the Chapter's officers and the Professional Development Officer.
- Section 5.3 The Nominating Committee will be appointed annually at the first meeting following the annual conference, be chaired by the immediate past president, and will fulfill its duties as described in Article VI, Section 6.1
- Section 5.4 The Audit Committee will be appointed every third fiscal year beginning with 2011-2012. The Secretary-Treasurer will chair the committee.
- Section 5.5 The Board of Directors may establish additional committees and task forces and set their duration and membership as it sees fit. Unless otherwise specified, the President appoints committee members.

ARTICLE VI: NOMINATIONS AND ELECTIONS

- Section 6.1 Nomination Process
1. The President shall appoint a Nominating Committee annually at the first meeting following the annual conference. The committee will be composed of at least three (3) Board Members, and will be chaired by the immediate Past President.

2. Nominating Committee shall take into consideration the desirability of nominating candidates for office who will be representative of the entire jurisdiction of the Chapter, and shall attempt to balance those candidates geographically and demographically, and to provide representation to all parts of the state and to all interest groups, as well as support the Chapter's commitment to diversity and inclusion.
3. At least four months prior to the election, the Nominating Committee shall issue a call for nominations to all members of the Chapter announcing the upcoming election and the positions that are open, and will actively recruit candidates as needed.
4. Any Chapter member eligible to hold office interested in serving on the Board in the available positions shall submit a letter of interest and a resume/position statement to the nominating committee. The nominating Committee will include the interested person (s) and their letter of interest in a report of eligible candidates for final selection of nominees.
5. The Nominating Committee shall submit a report of its final selection of nominees to the Chapter Board with at least 1 eligible nominee for each available position.

Section 6.2 Election and Tabulation

1. The chapter shall conduct elections in accordance with the election schedule of APA, the national organization.
2. Election of Chapter Directors may be by electronic ballot of the membership. No quorum requirement shall be applicable.
3. Tabulation of the election shall be verified by the Executive Director and/or Secretary/Treasurer based on reports provided by APA.
4. Those candidates receiving the greatest number of votes for each position shall be elected. In the case of a tie vote, members of the retiring Board shall vote to break the tie.

ARTICLE VII: MEETINGS

Section 7.1 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 7.2 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 7.3 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 7.4 Parliamentary procedures at all meetings of the Association and the Board shall be in accordance with Robert's Rules of Order.

ARTICLE VIII: GENERAL PROVISIONS

Section 8.1 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 8.2 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 8.3 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 8.4 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 8.2 of these Bylaws.

Section 8.5 The Board of Directors 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 8.6 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 8.7 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 8.2.
- Section 8.8 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 8.2.
- Section 8.9 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 8.10 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 8.11 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 8.12 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 IX: AMENDMENTS

- Section 9.1 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 X (Reserved)

ARTICLE XI: BOARD INDEMNITY

Section 11.1 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; Sec 4.2,A], Sec 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.

Amended March 2011 (Article III, Section 3.1, clarify membership levels; 3.2 add Chapter Only; new section 3.7, add corporate membership level; 3.8, clarify and expand longevity acknowledgements; Article IV, Section 4.1, remove transition board language; 4.2, remove proxy ballot language; simplify ballot distribution method language; Article V, Section 5.2, allow for board to conduct meetings using various media; Article VII, Section 7.1 allow for electronic means to notify about by law changes.

Amended April 14, 2016 Clarify membership levels (Article III, Membership and Dues); clarify board composition; allow for the appointment of two (2) one year director reappointments to re-establish staggered terms; establish board committees (Article IV, Board of Director; establish board committees (Article V); align chapter elections with American Planning Association (APA) election cycles and protocols so that our Chapter election can be managed by APA; Nominations and Election (Article VI)

Amended **DATE** Article IV to name the Professional Development Officer as a voting member of the 9 member Board of Directors; add university and official non-voting members.