



American Planning Association
Private Practice Division

Making Great Communities Happen

1.0 General

1.1 Name

The name is the Private Practice 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 private practice planning 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 planning consulting practice and theory to members of the Division;
- 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 private planning consultants;
- 1.2.4** Facilitating connections with Divisions, Chapters, and other professionals and professional organizations that are concerned with private practice planning; 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.

1.3 Mission: The mission of the Division is to meet the career and functional needs of individual private practice planners. This includes but is not necessarily limited to:

- 1.3.1** Addressing standards for private practice professionals
- 1.3.2** Providing an information exchange
- 1.3.3** Examining issues related to consultant selection, contracts, etc.
- 1.3.4** Contributing to the education of future private practice professionals

1.3.5 Examining issues related to organizational change, acquisitions, mergers, marketing, merchandising, ethics, contract and other consultant matters

1.3.6 Other issues which contribute knowledge to and promote cooperation among private sector planners and the larger planning community.

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 with 12 or more people, 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 Non-Association members may become Division Affiliates upon payment of Division Affiliate dues.

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

2.4 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.

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

4.0 Officers and Elections

The officers are Chair, Vice-Chair, the Secretary-Treasurer, and the Immediate Past Chair, and others as required. Elected officers shall include at least the Chair, Vice Chair and the Secretary-Treasurer. A Student Representative or other leadership team members may be appointed or elected at the discretion of the Officers.

4.1 Elections

4.1.1 Elections will be held every other year in August of odd-numbered years. Newly elected officers will assume office on January 1.

4.1.2 No Division member may serve more than two terms as Chair.

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

4.1.4 The Division Chair will appoint a Nominating Committee consisting of at least three Division members to issue a call for nominations from the

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Division membership and conduct an election. Nominating committee members may not include members running for office.

- 4.1.5 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.
- 4.1.6 The Nominating Committee shall allow at least two weeks for nominations to be submitted.
- 4.1.7 All officers must be current APA and Division members. All officer candidates must have current Division membership for at least one year prior to the opening date of the election period. Division Affiliates are not eligible to hold elected office. Election results are based on a plurality of the valid ballots received.
- 4.1.8 In the case of a tie, the Nominating Committee Chair shall determine the winner by random drawing.

4.2 Chair

The Chair shall:

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

4.3 Vice-Chair

The Vice-Chair shall:

- 4.3.1 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
- 4.3.2 In the absence or resignation of the Chair, the Vice-Chair shall assume the duties of the Chair, and other duties as assigned by the chair. The Vice Chair shall assume the duties of Chair until the term of the vacated Chair is complete.

4.4 Secretary-Treasurer

4.5 The Secretary-Treasurer shall:

- 4.5.1 Prepare minutes of the Division's annual business meeting and all Executive Committee meetings;
- 4.5.2 Submit proposed Bylaw amendments to the membership;
- 4.5.3 Fulfill all recordkeeping and reporting requirements as stipulated by APA National;
- 4.5.4 Be responsible for on-going communication to members *[if desired, other leadership may be responsible for this task, as designated by the Chair]*
- 4.5.5 Manage Division funds in accordance with the Division budget;

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- 4.5.6 Assist the Chair in preparing the Budget to be approved by the Executive Committee and submitted with the Annual Performance Plan and Work Plan;
- 4.5.7 Prepare an annual financial report to be presented to the Executive Committee as well as the Division's members at the annual meeting.

4.6 Immediate Past Chair

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.

4.7 Student Representative

The Student Representative may be appointed by the Chair after consultation with the officers and 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 Represent the division in activities and committees where student representation is needed
- 4.7.4 Promote student involvement and engagement in the division

4.8 Vacancies

- 4.8.1 In the absence or resignation of the Chair, the Vice-Chair shall assume the duties of the Chair, and other duties as assigned by the chair. The Vice Chair shall assume the duties of Chair until the term of the vacated Chair is complete.
- 4.8.2 All other vacancies will be filled for the unexpired term by a vote of the Executive Committee within three months.

4.9 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.

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. 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.

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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 or by a majority of all Executive Committee members if the decision is not made in a meeting (e.g. via email).

6.0 Committees

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 Chairs may, at the discretion of the Executive Committee, serve as advisory members of the Executive Committee. Committee Chairs may be appointed to or removed from said position at the discretion of the Division Chair. Typical standing committees for the division include communications/outreach, education, membership, mentoring, and nominations.

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.

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.

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.

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. 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 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.

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, 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

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by the Division Chair and Treasurer in conformance with Divisions Council Travel Policy.

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

Any Division shall be free to amend or replace its bylaws at any time using the following procedure:

13.1 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 shall 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.

Bylaws approved by Division Members: April 2015