

The West Virginia Chapter of the American Planning Association By-laws

The West Virginia Chapter of the American Planning Association's (hereinafter "the Chapter") by-laws were most recently amended by the general membership on December 2, 2020.

Chapter Constitution and By-Laws

(Revised: February 7, 1963; October 16, 1964; October 15, 1966; March 1, 1967; October 31, 1967; September 29, 1970; October 12, 1971; September 6, 1973; September 30, 1975; January 26, 1976; September 13, 1976; September 26, 1978; October 22, 1979; May 27, 1980; October 20, 1980; September 27, 1983; May 1, 1984; October 21, 1985; June 17, 1989; September 20, 1994; September 1995; October 16, 2000; December 2, 2020.)

Article I - Name, Chapter Area, and Definitions

Section 1. Name - The name of the Chapter shall be the West Virginia Chapter of the American Planning Association and is referred to in these by-laws as "the Chapter."

Section 2. Chapter Area - The area served by the Chapter is the State of West Virginia.

Section 3. Definitions - The following terms shall have the meanings contained herein as related to these by-laws.

(a) American Planning Association - The national organization of which this Chapter is a part, and which is referred to herein as the "Association" or "APA."

(b) American Institute of Certified Planners - A subsidiary institute of the American Planning Association and which is referred to herein as "AICP." The AICP is an organization that recognizes members of the planning profession who have met the requirements for certification.

(c) Executive Committee - The Executive Committee of the West Virginia Chapter of the American Planning Association shall consist of the following members: a President, a Vice-President, a Secretary/Treasurer, one (1) member employed in local government in West Virginia, and one (1) at-large member.

(d) National Office - The office of APA designated by APA to service Chapter and membership matters.

(e) Executive Director - The duly appointed Executive Director of APA.

(f) Address of Record - For APA members, the address furnished to the Chapter by the National Office. For Chapter-only members it is the address furnished to the Chapter by that member. It is a member's responsibility to notify the National Office and/or the Chapter of any change of address.

(g) Publication of the Chapter. A "publication of the Chapter" shall mean any publication of the Chapter that is mailed to all Chapter members at their current address of record, without special charge, or e-mailed, or made available on the Chapter's website.

Article II - Non-Profit Status and Chapter Objectives

Section 1. The West Virginia Chapter of the American Planning Association falls under the nonprofit corporation status of the American Planning Association. The Chapter's income shall be used only for

Chapter purposes and no part of any net earnings shall benefit any member or other individual other than paid staff. However, the Chapter may pay reasonable compensation for services rendered and may make payments and/or distributions in furtherance of Chapter purposes. Upon dissolution, all assets shall be distributed to the American Planning Association.

Section 2. The Chapter shall have the following objectives:

- (a) Promote sustainable and resilient economic and community development opportunities within the State of West Virginia.
- (b) Disseminate information and provide educational opportunities regarding current planning practices, policies, and new legislative initiatives on the local, state, and federal levels.
- (c) Draft and recommend revisions to relevant planning legislation on the local, state, and federal levels.
- (d) Improve the quality of life and environment in West Virginia.
- (e) Promote APA membership among Chapter members and participation in state and national events and training.
- (f) Promote and provide professional development opportunities for members to enhance their planning skills and experience, including membership into the AICP.

Article III - Membership and Dues

Section 1. Membership Eligibility

- (a) All members of the APA whose address of record is within the chapter area shall automatically be a Chapter member.
- (b) Any person whose address of record is outside the Chapter area may also become a Chapter member upon payment of any applicable dues and assessments.
- (c) Chapter-only membership
 - 1. Persons who are not members of APA may become “Chapter-only” members upon payment of any applicable dues and assessments.
 - 2. Chapter-only members shall enjoy full chapter benefits and privileges, including participation in Chapter conferences, meetings, and voting.
 - 3. Chapter-only members may be elected to the executive committee; however, they must become national members, through the payment of any applicable dues and assessments, within thirty (30) days of becoming a member of the executive committee.
 - 4. However, only APA members are eligible to vote on national organization issues, APA by-laws, and APA officers.
 - 5. Chapter-only members shall not receive benefits of APA membership through the West Virginia Chapter of the American Planning Association.

Section 2. Annual Chapter dues shall be payable by members, upon admission to the Chapter. Chapter dues for various member categories shall from time to time be set by the Executive Committee of the Chapter.

APA members and Chapter-only members can pay for their national and chapter memberships at the same time each year through APA. Membership is effective immediately upon payment of dues.

Any change in the dues structure for members must be approved by a simple majority of the voting members present at a meeting.

Section 3. Termination of Membership

- (a) For APA members, Chapter membership will be terminated upon termination and/or failure to pay dues for APA or Chapter membership.
- (b) Chapter-only membership will be terminated for failure to pay Chapter dues.
- (c) Chapter membership shall be terminated for an AICP Planner if the APA/AICP Ethics Officer finds that there is a violation of the “AICP Code of Ethics and Professional Conduct.”
- (d) APA members who move to another state bear the responsibility to notify the national office for transferal of Chapter Membership.

Article IV - Executive Committee

Section 1. The activities, business, and property of the Chapter shall be managed by an Executive Committee consisting of a President, a Vice-President, a Secretary/Treasurer, one member employed in West Virginia in local government, and one (1) At-large member.

Section 2. The Executive Committee shall: (a) manage the affairs of the Chapter; (b) report to the membership upon all business which is considered or acted upon between Chapter meetings; (c) put into effect the votes of the Chapter; (d) adopt the annual budget or authorize special expenditure of funds when necessary without incurring liabilities exceeding normally expected revenue; and perform such other functions as are delegated herein or by the members of the Chapter.

Section 3. A meeting of the Executive Committee shall be held when called by the President, or in the event of his/her absence or inability to act, by the Vice President, or by request of a majority of the Executive Committee. The Executive Committee shall meet at least quarterly throughout the calendar year. The meetings may be held via telephone or through video conferencing, however a quorum must still be established in order to conduct any Chapter business. Any meeting held remotely shall be conducted in a manner consistent with an in-person Executive Committee meeting.

Section 4. Notice of time, date, and place of all meetings of the Executive Committee shall be communicated to each member of the Executive Committee by the Secretary/Treasurer at least ten days prior to the time fixed for the meetings.

Section 5. A quorum for the transaction of business at any meeting of the Executive Committee is required and shall consist of three members. Quorum can be achieved by means of telephonic or virtual technology.

Section 6. Vacancies in the Executive Committee shall be filled for the unexpired terms. When a vacancy occurs, the remaining members of the Executive Committee shall hold a special election within 60 days. Nominations will be solicited through the official Chapter list-serv. An online election will be conducted, voting shall be open to all members, in good standing, of the Chapter for a period of one-week to determine who will serve the remaining term of the vacated position.

Section 7. Terms of Office

- (a) All members of the Executive Committee shall have two-year terms that run annually from January 1 to December 31. The president is only permitted to hold the office for two consecutive two-year terms. The terms of office shall begin in odd numbered years.
- (b) Each officer (President, Vice President, and Secretary/Treasurer) of the Chapter must be a member of APA when elected and maintain APA membership during the length of his/her term.

Section 8. Parliamentary Procedure. At meetings of the general membership and of the Executive Committee, should be governed by appropriate parliamentary procedures.

Article V – Officers

Section 1. Election of Chapter officers and Executive Committee membership shall be open to all membership eligible to vote. Ballots shall be sent in November of each year and returned within thirty days. Chapter officers and members of the Executive Committee shall assume their respective duties on January 1, of the following year after the election is held. Chapter officers shall include position of President, Vice President, and Secretary/Treasurer, all being members of the Chapter and the APA. All members shall be elected for a term of two years and shall hold office of executive committee seat until their successors are duly elected and qualified. The President shall only be elected for up to two consecutive, two-year terms. A recall election may be conducted for the office of the President only, upon receipt of a petition by twenty-five percent of the chapter membership.

Section 2. The President shall be the Chief Executive Officer of the Chapter and shall have direct charge, supervision and management over its cooperation, properties and financial affairs; shall select and appoint committees as he/she deems proper; shall sign all membership certificates and written contracts of the Chapter; shall preside at all meetings of the Executive Committee shall be a member of APA; shall represent the Chapter on the APA Chapter Presidents' Council; shall submit to the Executive Director proposed by-laws or amendments as required by APA; shall transmit to the Executive Director a list of all Chapter officers (including addresses and telephone numbers) within thirty days of their election; prepare correspondence pertaining to APA, AICP and Chapter membership; shall appoint *ad hoc* committees as deemed necessary; shall have all the powers and perform all such other duties as are incident to the office. In the event of the absence or disability of the President, these duties shall be discharged by the Vice-President, who also shall be a member of APA and who shall have all the powers of the President during such absence or disability.

For any Chapter contracting, subcontracting or other expenditures over \$1,000 in total, written authorization by both the President and Secretary/Treasurer is required. For Chapter expenditures over \$2,500 in total, authorization by a majority of a quorum at an Executive Committee meeting is required.

Section 3. The Vice President shall serve as chair of any conference and assume responsibility for all program planning and report on such activity at all Executive Committee meetings. The Vice President shall assist the President in the guidance and coordination of Chapter activities. The Vice President shall carry out any other duties assigned by the President.

In the absence of the President, the Vice President shall assume the temporary responsibilities of the president.

Section 4. The Secretary/Treasurer shall issue notice of all meetings of the Chapter and the Executive Committee; shall attend and keep the minutes of the same; shall have charge of all Chapter books, records and papers; shall be custodian of the Chapter seal; shall attest with his/her signature and impress with the Chapter seal all membership certificates, written contracts and other papers of the Chapter; shall transmit to the Executive Director at least two copies of each publication of the Chapter; shall file an annual report including a list of APA and Chapter-only members of the Chapter to APA; and shall perform all such duties that are incident to the office.

The Secretary/Treasurer shall also keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers, to the Executive Committee for their examination and approval as often as they may require. The Secretary/Treasurer shall prepare in writing an annual financial report for distribution to all members.

Section 5. The President, Vice President, and Secretary/Treasurer shall report on Chapter activities annually.

Section 6. Any member of the Executive Committee can call an Executive Committee or Chapter Meeting. The committee member who calls the meeting is responsible for putting together and distributing the agenda of the meeting.

Article VI – Chapter Meetings

Section 1. A meeting of the members may be called by the President, by a majority of the Executive Committee, or by a petition signed by at least three (3) members of the Chapter. The place, time, and date shall be set by the President or by the Executive Committee. Meetings may be virtual. Notice of a meeting shall be given to members by way of the official Chapter email list- no less than 15 days in advance and shall include a statement of the purpose of the meeting.

Section 2. The Secretary/Treasurer shall cause notice to be sent to the members of this Chapter, via the official Chapter email list approximately fifteen days prior to a meeting.

Section 3. All meetings should be governed by appropriate parliamentary procedures.

Section 4. Ten percent of the current chapter membership shall constitute a quorum for any chapter related meeting, excluding Executive Committee meetings.

Article VII – Standing Committees

Section 1. There are three standing committees established pursuant to the bylaws, however nothing shall prohibit the Executive Committee of this chapter from forming additional standing committees, as needed. No amendment of the bylaws is necessary for the addition of any standing committees. The Executive Committee has the sole discretion to form a standing committee. Any active chapter member has the right to request, in writing, for the Executive Committee to consider forming a new standing committee.

Section 2. Legislative and Public Policy Committee—The Executive Committee may appoint at least three members to serve on the Legislative and Public Policy Committee to organize and facilitate the work necessary to draft and propose new State legislative and public policy initiatives on planning-related issues.

The Committee shall report to the Chapter at each Executive Committee meeting or shall submit a report to the Executive Committee prior to any meeting and shall advise the Chapter on related matters as referred to this Committee by the membership. All findings and recommendations shall be presented to the Executive Committee for action.

The Committee shall also coordinate the review and adoption of planning policies for the Chapter; and recommend the legislative priorities of the Chapter to the Executive Committee for review and approval.

Section 3. Membership and Professional Development Committee- The Executive Committee may appoint at least three members, two of which shall be AICP members, to serve on the Membership and Professional Development Committee which shall:

- (a) Solicit new members and retain current members, making specific recommendations on recruitment and retention;

- (b) Advise prospective AICP members of the qualifications, purposes and programs of the Institute;
- (c) Advise AICP members of opportunities and/or requirements for continuing education and professional development.
- (d) Assist APA members desiring to become AICP members in preparing for the examination; and
- (e) Provide education and training for all Chapter members in the practice of good planning and development in West Virginia.

Section 4: Outreach and Communications Committee

The Executive Committee may appoint at least three members to the Outreach and Communications Committee which shall:

- (a) Maintain Chapter Website or Social Media Presence.
- (b) Prepare a membership report for the Chapter.
- (c) Promote and advertise webinars, trainings, and important events.
- (d) Coordinate with other chapters.

Article VIII - Amendments

Section 1. Amendments to this constitution and the bylaws may be made by majority vote of the voting members present at any meeting of the Chapter. Such amendments may be done at a virtual or in person meeting of the Chapter. Notice to the chapter membership of possible amendments to this constitution and bylaws must be given at least thirty days prior to any meeting where such amendments are to be discussed or voted on.

Approved this 2nd day of December 2020.

(Signed)
Chapter President

(Attested)
Secretary/Treasurer