

**Article I - Name**

The name of this Chapter shall be the "Northern New England Chapter, American Planning Association." The Chapter shall have three Sections named: the Maine Association of Planners, the New Hampshire Planners Association, and the Vermont Planners Association.

**Article II - Purpose**

The purpose of the Northern New England Chapter, American Planning Association, shall be:

1. to improve and promote the standards and quality of planning at all levels in the states of Maine, New Hampshire and Vermont,
2. to support and strengthen the three state Sections that comprise the Chapter,
3. to encourage exchange of ideas among planners in northern New England,
4. to facilitate cooperation on shared policy interests and issues across the three states,
5. to encourage planners from the three states to participate in and benefit from the American Planning Association, and
6. to facilitate membership benefits from the American Planning Association to the Chapter and its members.
7. To advocate for thoughtful planning in the region.

**Article III - Geographic Area**

The Chapter area shall include the states of Maine, New Hampshire and Vermont.

**Article IV - Membership**

Any member of the American Planning Association whose national dues are currently paid and whose address of record is in Maine, New Hampshire, or Vermont shall be a member of this Chapter and the Section corresponding to his or her address. Any other member of the American Planning Association may choose to become a member of this Chapter by paying any applicable Chapter dues.

Members may be dues-paying members of more than one of the Chapter's sections

The Chapter may have dues-paying members who are not members of the American Planning Association. Such members shall share the benefits of membership in the Section but not receive national membership services (e.g. access to the member-only portion of the Chapter's website) and shall not participate in any actions or elections of, nor hold any office in, the American Planning Association. Such members may be elected to or hold any Chapter Office other than President, Vice-President, or Professional Development Officer.

International members of the American Planning Association shall not participate in any action or election of, nor hold any office in this Chapter, but shall otherwise receive all benefits of membership in the Chapter.

**ARTICLE V. Sections**

1. NNECAPA shall preserve and strengthen the operations and identities of the state organizations that have formed the basis of this Chapter and shall encourage their respective members to

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participate fully in the planning work of their state. By uniting as a Chapter, the Sections shall encourage their members to participate in the planning work of Northern New England and, through participation in the affairs of APA, the planning work of the nation.

The Sections are organized to facilitate their individual purposes and the purposes of the Chapter, as set forth in these Bylaws.

2. The following Sections are recognized within the Chapter: the Maine Association of Planners, the New Hampshire Planners Association, and the Vermont Planners Association. The boundaries of each Section are identical to the boundaries of the three states.
  3. Sections shall adopt Bylaws to govern Section affairs. Section Bylaws shall not conflict with the Chapter Bylaws or the Articles of Incorporation and Bylaws of APA. Before adoption, copies of proposed Bylaws or amendments to Section Bylaws shall be sent to each member of the Chapter Executive Committee for review and comment. Upon Section adoption of the Bylaws or amendments to the Bylaws, they shall be promptly filed with the NNECAPA Executive Committee.
  4. The principal elected officer of the Section shall be titled Section President.
  5. Each Section shall elect a “Section Conference Representative” to serve as a voting member of the Chapter’s Executive Committee. The Section Conference Representative term shall be for three years, and the incumbent shall also be a member of the Section’s Executive Committee, and may hold other offices within the Section. In the event a Section Conference Representative is unable to attend a Chapter Executive Committee meeting, the Section President shallmay appoint an Alternate from that Section to attend in their stead.<sup>1</sup> The Alternate shall have full authority to vote at the Chapter Executive Committee meeting assigned to them. The Section Conference Representative or their alternate shall also prepare reports for the Chapter Executive Committee describing the activities of the Section, coordinate Chapter and Section activities, and carry out other duties assigned by the Chapter President or the Chapter Executive Committee.
- 5.6. Each Section shall select a “Section Representative” to serve as a voting member of the Chapter’s Executive Committee. The Section Representative shall also be a member of the Section’s Executive Committee, and may hold other offices within the section. In the event a Section Representative is unable to attend a Chapter Executive Committee meeting, the Section President may appoint an Alternate from that Section to attend in their stead. The Alternate shall have full authority to vote at the Chapter Executive Committee meeting assigned to them. Each section shall determine how its Section Representative is selected. –The Section Representative or their alternate shall also prepare reports for the Chapter Executive Committee describing the activities of the Section, coordinate Chapter and Section activities, and carry out other duties assigned by the Chapter President or the Chapter Executive Committee.

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<sup>1</sup> To promote the principle of inclusion in planning, the Chapter is using in its bylaws gender-neutral plural pronouns instead of gender-specific singular pronouns.

**6.7.** It is the responsibility of each Section to serve its members and to participate in the management and activities of the Chapter. Each Section shall convene an annual business meeting to adopt a budget and conduct other business. Each Section shall report on its finances, activities, and policy positions to the Chapter Executive Committee. And each Section shall participate in the meetings and conferences as described in Article VI.

**7.8.** Each Section shall manage its own tax status with the Federal Internal Revenue Service and shall continue to comply with its State laws and responsibilities as a distinct non-profit organization.

**8.9.** Each Section shall submit to the Chapter Treasurer any and all reports required by federal or state law.

#### **Article VI - Meetings and Quorums**

The Northern New England Chapter, American Planning Association, shall hold an Annual business meeting open and accessible to the Chapter's members. Suitable notice of such meeting shall be given to Chapter membership. Such notice shall include the place, date and time of the meeting in a publication of the Chapter, or other communication to Chapter membership such as electronic mail, listserve, or other electronic means at least three weeks before the meeting. Additional meetings may be held if determined necessary and appropriate by the Executive Committee and upon proper notice given to Chapter members.

A quorum of five percent of the voting members shall be established for the conduct of business at any Annual or Special Chapter Meeting.

The Chapter shall host an annual three-state conference devoted to current planning topics deemed to be of interest to the Chapter membership. The location of the conference shall rotate among Maine, New Hampshire, and Vermont.

The President shall appoint as a non-voting member of the Executive Committee a liaison to higher-education faculty engaged in planning and related fields.

The Professional Development Officer shall be a member of the American Institute of Certified Planners. The President may appoint Assistant Professional Development Officers, one from each state, who together shall form the Professional Development Committee, and shall not be voting members of the Executive Committee.

The immediate Past President shall also be a non-voting member of the Executive Committee.

The duties and responsibilities of individual members of the Executive Committee shall be delineated in an appendix, which may be amended by the Executive Committee.

A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Committee. Meetings may be convened in person or through simultaneous telecommunication. An action may be taken by the Executive Committee without a meeting if a written consent, setting forth the action taken, is signed by each voting member of the Committee. Emailed voting is acceptable.

## **Article VII - Officers and Executive Committee**

The Officers of the Northern New England Chapter, American Planning Association, shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Public Information Officer, and a Professional Development Officer. The Officers' duties shall be those customarily exercised by such Officers and shall be exercised according to standard parliamentary procedures.

The Executive Committee shall consist of the six Chapter Officers and six members representing the three sections: the Section Conference Representative and the Legislative Liaison Section Representative from each Section. Each section shall determine how its Legislative Liaison Section Representative and Conference Representative is/are selected. The Legislative Liaisons Conference Representatives and Section Representatives shall be members of their Section's Executive Committee.

## **Article VIII - Terms of Office**

The Chapter Officers and other members of the Executive Committee shall serve terms of two years beginning on January 1, except Conference Representatives as specified in Article V, who shall serve three year terms. No Executive Committee member may serve more than three consecutive terms in the same office. The immediate Past President shall be limited to a term of two years. The Executive Committee may temporarily fill any Officer vacancy, which occurs between biennial elections.

## **Article IX - Election of Chapter Officers**

The report of the Nominating Committee (Article XI) and nominations by petition, if any, shall be mailed or electronically transmitted to APA Election Staff and ballots will be mailed by electronic means (emailed) to all Chapter members to align with the National Election Timeline. All members in good standing of NNECAPA may vote.

No quorum shall be required on mail or electronic ballots for the election of Officers. Chapter only members, who are not members of APA, may vote in the election of the Chapter Secretary, Treasurer, and Public Information Officer, as well as in Section elections for Section Officers and Representatives who will sit on the Chapter Executive Committee. Per APA's bylaws, Chapter-only members are not eligible to vote for the Chapter President, Vice-President, or Professional Development Officer.

## **Article X - Executive Committee Duties and Responsibilities**

The Executive Committee is responsible for providing for the organizational structure and leadership necessary to further the goals of this Chapter. As such, the Executive Committee shall have the following duties and responsibilities.

1. Establishing Chapter goals, priorities, and policies.
2. Coordinating Chapter programs and activities.
3. Monitoring and influencing legislative activities at the federal level and, in conjunction with each Section, at the regional, state and local levels.

4. Establishing standing and ad-hoc committees for the purpose of furthering Chapter policies and programs.
5. Maintaining liaison with the national organization of the American Planning Association.
6. Contracting with individuals or organizations to implement programs and support operations on behalf of this Chapter. The Chapter may also contract with individuals or organizations to assist the Sections with administrative services. This Chapter is specifically prohibited from hiring any employees.
7. Adopting and maintaining an operating budget annually, and ensuring compliance with appropriate IRS Tax filings.
8. Reviewing and updating the Chapter's Strategic Plan and seeking approval from membership.
9. Carrying liability insurance for Chapter and Section officers.

#### **Article XI - Nominating Committee and Nomination of Officers**

The three Section Representatives shall comprise the nominating committee.

The Nominating Committee and President shall seek balanced representation among the Officers and voting members of the Executive Committee. The Nominating Committee shall pay particular attention to balanced geographical representation.

#### **Article XII – Standing Committees**

The Chapter shall do much of its work through standing committees. Unless otherwise specified in these bylaws, the Sections shall select members to the standing committees to represent them. The Executive Committee may modify the size and composition of the standing committees to meet the Chapter's needs but should strive to maintain a balance among the Sections and a diversity of interests and backgrounds among committee members.

Standing Committees shall include:

1. Legislative Committee ~~which~~ will include the three Section Legislative Liaisons and the Chapter President.
2. Professional Development Committee
3. Finance Committee
4. Conference Planning Committee will include the three Conference Representatives
5. Nominating Committee
6. Communications Committee.

#### **Article XIII - Finances**

The Chapter shall operate on the principle that each Section should be largely self-sufficient and that revenues generated by each Section should be retained there except where pooling resources at the Chapter level will generate economies of scale.

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To that end, Chapter activities shall be financed by uniform rebates from per capita APA membership dues established by the APA Board of Directors and by any additional Chapter dues which shall be established by mail or electronic ballot of the Chapter membership or by a two-thirds vote of those members present at the business meeting session of any Annual Meeting or Special Meeting. Chapter activities may also be financed by other sources of revenue, including revenues from Annual Meetings and sponsors.

The Chapter shall retain the uniform rebates for Chapter-wide purposes, including administrative support for the Chapter and Sections. The Chapter shall provide each Section an operating stipend to be determined annually as part of the budget process.

The Executive Committee shall establish a format for budgets and reports that will be used by the Chapter and its Sections.

The fiscal years of the Chapter shall be October 1 to September 30 of each year. The Executive Committee shall, prior to the beginning of each fiscal year, prepare and adopt an annual budget and shall propose it for ratification by the membership at the Annual Chapter Meeting.

After a period of transition, the fiscal years of the Sections shall be January 1 to December 31 of each year.

### **Article XIV - Amendments**

These bylaws may be amended by a two-thirds vote of those members present at the business meeting session of any Annual or Special Meeting of the Chapter or by mail or electronic ballot by two-thirds of those voting and involving at least 5 percent of the voting members.

[Original Adopted: July 14, 1980, and as amended through October 15, 2021~~November 15, 2019~~]