

# APA Ohio

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## Code of Regulations

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American Planning Association  
**Ohio Chapter**

*Making Great Communities Happen*

The First Statewide Association of Citizens & Planners

**2016**

# **Code of Regulations**

## **APA OHIO**

### **A CHAPTER OF THE AMERICAN PLANNING ASSOCIATION**

#### **1.0 GENERAL**

- 1.1. NAME:** The name of the organization is APA Ohio, a Chapter of the American Planning Association (herein referred to as "APA Ohio").
- 1.2. ORGANIZATION:** APA Ohio shall be an association of persons and organizations concerned with planning and orderly development.
- 1.3. TERRITORY:** The area served by APA Ohio is the state of Ohio.
- 1.4. PARLIAMENTARY PROCEDURES:** The most recent edition of Robert's Rules of Order shall govern the parliamentary procedures at all meetings of the membership and governing body.
- 1.5. THE AMERICAN PLANNING ASSOCIATION:** The National Organization, of which this Chapter is part, is the American Planning Association, which is referred to in these Bylaws as "APA."
- 1.6. NATIONAL OFFICE:** The term "National Office" refers to the Office of APA designated by APA to service Chapter and membership matters.
- 1.7. AICP:** The term "AICP" refers to the American Institute of Certified Planners.

#### **2.0 PURPOSES**

- 2.1. PURPOSES:** The purposes of APA Ohio shall include, but not be limited to, the following:
  - A. Foster the education of the people and organizations of Ohio as to the need for comprehensive planning and development;
  - B. Foster the free exchange of ideas and concepts pertaining to the goals and techniques of planning;
  - C. Provide a forum for fostering greater cooperation, coordination, and understanding in the achievement of the goals and techniques of planning;
  - D. Foster sound legislative and action programs designed to achieve the goals of planning; the orderly development and renewal of communities; the most appropriate use and judicious regulation of land; the conservation and improvement of natural and human resources; the development of adequate housing for all; and the proper location and construction of transportation systems and other public improvements, facilities, and services throughout the state;
  - E. To improve the effectiveness and recognition of public and private sector planning;

- F. To consider, to confer on, and to make recommendations to APA, AICP, and APA Divisions on matters of National policy; and
- G. Facilitate participation of members in the affairs of APA Ohio and in the affairs of APA.

### **3.0 MEMBERSHIP**

- 3.1. APA CHAPTER MEMBER:** All members of APA whose address of record is within Ohio shall automatically be a member of APA Ohio. APA members whose address of record is outside Ohio may also become Chapter members upon payment of applicable dues.
- 3.2. CHAPTER-ONLY MEMBER:** Chapter-only membership shall be granted to individuals who are not members of APA, upon payment of applicable dues.
- 3.3. GROUP MEMBERS:** Organizations, associations and groups who support the purposes and goals of APA Ohio shall be granted membership upon payment of applicable dues.
- 3.4. HONORARY LIFE MEMBERSHIP:** Honorary Life Membership in APA Ohio shall be given to any retired member who has been a member of APA Ohio, APA, AIP or ASPO for a total of 25 years or has served as past president of APA Ohio or the Ohio Chapter of APA, AIP or ASPO.
- 3.5. STUDENT MEMBERS:** Student membership shall be granted to an individual who is currently enrolled as a full-time student.
- 3.6. RETIRED MEMBERS:** Retired membership shall be granted to individuals who are currently retired.
- 3.7. OTHER MEMBERS:** The Board may establish other categories of membership.
- 3.8. ADDRESS OF RECORD:** A member's address of record shall be the address furnished to APA Ohio by the American Planning Association or furnished to APA Ohio on the membership application, renewal form, or written change-of-address, whichever is the most recent. It is the member's responsibility to notify the National Office or the APA Ohio Data Base manager of any change of address.
- 3.9. TERMINATION AND REINSTATEMENT:** Membership in APA Ohio shall be terminated if any of the following occur:
  - A. Membership shall be terminated on the following basis:
    - 1) Membership in APA is terminated and Chapter-Only Membership is not requested;
    - 2) An APA Chapter Member moves outside the state of Ohio and Chapter-Only Membership is not requested; or
    - 3) A Chapter-Only or Group Member fails to pay their membership dues within 90 days of the due date.

- B. Membership shall be reinstated on the following basis:
  - 1) APA Chapter Membership may be reinstated through APA, according to the rules and regulations of the organization.
  - 2) Chapter-only Members and Group Members may be reinstated upon payment of current year's dues. There will be no administrative charge for reinstatement of a suspended membership.

3.10 DUES: The Board shall establish the membership dues necessary to run APA Ohio in an efficient and professional manner. Any change in the dues would require a two-thirds affirmative vote of the Trustees present at the Trustees meeting at which a quorum is present.

#### **4.0 GOVERNING BODY**

- 4.1. BOARD OF TRUSTEES:** APA Ohio shall be governed by a Board of Trustees (herein referred to as the "Board") elected from the general membership. The Board shall be composed of 16 at-large members elected from the general membership and the Section Directors or their designated representatives (herein referred to as "Trustees"). At least four of the at-large trustees shall not be professional planners, but individuals interested in furthering the goals and objectives of APA Ohio. A professional planner is a person whose primary occupation is the practice of planning.
- 4.2. TERMS OF OFFICE:** Trustees shall be elected for four-year terms. The terms shall be staggered so there are eight Trustees elected in each even numbered year.
- 4.3. FILLING OF VACANCIES:** Vacancies on the Board of Trustees shall be filled by a majority vote of the Board for the balance of the term.
- 4.4. RESIGNATION:** Trustees that fail to attend three of six consecutive meetings of the Board shall be notified by the Board President that they may be subject to removal by an affirmative vote of the Board at the next regular meeting.

#### **5.0 DUTIES OF THE TRUSTEES AND BOARD OFFICERS**

- 5.1. BOARD OF TRUSTEES:** The Board of Trustees shall:
  - A. Manage the affairs of APA Ohio;
  - B. Report to the membership upon business which it has considered or acted upon;
  - C. Put into effect the votes of the membership;
  - D. Authorize expenditures consistent with the budget and fiscal policies;
  - E. Hire or retain staff or consultants to complete specific assignments to further the purposes and objectives of APA Ohio;
  - F. Perform such other functions and duties as are delegated herein, or are customary for the governing body.

- 5.2. OFFICERS:** The Board shall elect from its members a President, Vice President, Secretary, Treasurer, and any officers that the Board may deem necessary. The Executive Director or staff of APA-Ohio, when applicable, may assist with the duties of any of the officers as prescribed in this section, upon the direction of the Board.
- 5.3. ELECTION OF OFFICERS AND TERMS:** The Board of Trustees shall elect the officers at a board meeting in December following the elections and the officers shall serve a two-year term or until their successors are elected. The officers shall take their elected positions on January 1<sup>st</sup> following their election.
- 5.4. REMOVAL FROM OFFICE:** Any officer or Trustee may be removed from office for cause as determined by a 3/4 vote of the entire Board.
- 5.5. PRESIDENT:** The President shall be or become a member of the American Planning Association. (The cost of membership may be paid by APA Ohio based on the minimum APA membership dues). The President shall provide leadership on the development of APA Ohio policies in coordination with the Board. The President or designee shall be the Professional Development Officer, and the President shall have power to create, appoint, and discharge all committees and newsletter editor with the advice and consent of the Board. The President shall call meetings and perform other duties required by this Code, customary to the office, and any other duties that may be assigned by the Board. The President shall represent the Chapter on the APA Chapter President's Council. The cost of this representation may be paid by the Chapter.
- 5.6. VICE PRESIDENT:** The Vice President shall assist the President in the guidance and coordination of committee activities, other duties assigned by the President, and duties required by this Code. The Vice President shall serve as the President-Elect for APA-Ohio and shall become President of APA-Ohio following the completion of the standing President's term. In the absence of, or in the event of incapacity of the President, the Vice President shall assume the duties of the President. Where the President resigns the office, the Vice President shall serve out the remainder of said President's term plus one full term as President. The Vice President shall be or become a member of the American Planning Association. The cost of membership may be paid by APA Ohio based on the minimum APA membership dues.
- 5.7. SECRETARY:** The Secretary shall:
- A. Maintain Bylaws of all Sections and Divisions of the organization.
  - B. Notify members and the Board of Trustees of meetings and report minutes of all meetings;
  - C. Transmit to the American Planning Association a list of all officers including their addresses and telephone numbers within 15 days of their election;
  - D. Notify the American Planning Association of the results of elections and amendments to this Code;
  - E. Keep the official register of all members' address of record, which shall be used as the official mailing list by the organization. Take the minutes of the Board of Trustees meetings and keep a continuous, accurate record of approved Board Meeting Minutes; and

- F. Perform such other duties required by this Code or customary to the office or as directed by the Board.

**5.8. TREASURER:** The Treasurer shall:

- A. Receive and disburse funds as provided for by the Board of Trustees
- B. Collect dues not collected by the American Planning Association;
- C. Prepare annual budgets in consultation with the President for approval by the Board;
- D. Maintain accounts which shall be open to inspection by the officers and Audit Committee;
- E. Prepare for each meeting a financial report as prescribed by the Board;
- F. Be bonded for amount determined by the Board, the cost for which shall be paid by APA Ohio.
- G. The Treasurer shall provide an annual financial report to the membership at the end of the fiscal year.

**5.9. FISCAL YEAR, BUDGET AND AUDITS:** The Board shall establish the official fiscal year. The Board shall adopt a budget for the year by the first day of the fiscal year. The Audit Committee shall audit the finances of APA Ohio and submit a report to the Board on the adequacy of the accounts, compliance with Board policies, adequacy of financial records according to accepted accounting practices, and any other information of concern or interest to the Board. The report shall be submitted no later than 60 days following the end of the fiscal year.

**6.0 COMMITTEES**

The following shall be the standing committees of APA Ohio. The Chair of each committee, with the exception of the Executive Committee, shall be appointed by the President. The Executive Director or staff of APA-Ohio, when applicable, may assist with the duties of any of the committees upon the direction of the Board.

Each committee, with the exception of the Executive Committee, shall be responsible for the preparation of an annual budget as may be necessary for committee activities or responsibilities.

- 6.1. **EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the following voting members; President, Vice President, Secretary, Treasurer, and Immediate Past President. The Executive Committee shall: (a) manage the affairs of the Chapter between Board meetings; (b) report to the Board upon all business which it has considered or acted upon between Board meetings; (C) put into effect the votes of the Board; and (d) authorize expenditures consistent with the budget. Meeting of the Executive Committee shall be called by the President or by a majority of the voting Committee members. Three voting members of the Executive Committee shall constitute a quorum. An action may be taken by the Executive Committee without a meeting if a written consent, setting for the action taken, is signed by a majority of the voting members of the Committee. Action may also be taken by the Executive

Committee without a meeting if verbal consent is given to the President from each and every voting member of the Committee and memorialized in the Board of Trustees Minutes.

- 6.2. EDUCATION COMMITTEE: The Education Committee shall be responsible for identifying appropriate educational programs that may be offered during workshops, conferences, webinars, or other forums. The committee shall also be responsible for working with the Sections and the Conference Committee to identify emerging topics or issues that may need to be addressed during educational programming. The Chair of the Education Committee and is expected to attend the meetings of the Board.
- 6.3. AUDIT COMMITTEE: The Audit Committee shall consist of at least three members of the Board. The committee shall be responsible for facilitating an audit of the Chapter's finances on an as-needed basis as may be prescribed more fully herein. The Committee shall report to the Board on an as needed basis.
- 6.4. NOMINATING AND TELLER COMMITTEE: The Nominating and Teller Committee shall consist of at least three members of the Board, and shall conduct all nomination and election functions outlined in Sections 8.0 and 11.1 of this Code
- 6.5. MEMBERSHIP COMMITTEE: The Membership Committee shall be responsible for developing activities to expand and serve the membership of the Chapter including, but not limited to, developing membership surveys; managing membership drives, identifying new approaches to chapter memberships (e.g., group memberships, etc.); and the preparation of membership information in addition to any membership goals in the strategic plan. The Membership Committee shall be responsible for implementing the Chapter's goals for increasing diversity in participation amongst the Board and in Chapter activities through outreach efforts and other avenues as may be developed by the committee. The Chair of the Committee is expected to attend the Board meetings.
- 6.6. GOVERNANCE COMMITTEE: The Governance Committee shall, on an ongoing basis, review the APA Ohio Code of Regulations and make any suggested modifications to the Board for consideration. The Governance Committee shall also be responsible for the development of any guides, governance plans, or written policies as it applies to the operations of the Chapter including, but not limited to, financial policies for the Sections, rules for meetings, or orientation materials for new Board members. The Governance Committee shall be responsible for facilitating the drafting of the APA-Ohio Strategic Plan that shall include goals, objectives, and related policies as it relates to the purposes of the Chapter. The Board, staff of the Chapter, and the Chapter Committees shall use the strategic plan to guide the actions and activities of the Chapter to develop work plans of short- and long-term actions. A draft of the plan shall be distributed to the membership for a period of review and comments (at least 30 days) prior to the Board adopting the plan. The Committee shall report to the Board on an as needed basis.
- 6.7. CONFERENCE COMMITTEE: The Conference Committee shall assist in the organization and coordination of the state and regional conferences on an ongoing basis. The Conference Committee shall also be responsible for preparing and updating the Chapter's conference manual that shall identify the location of future conferences, where applicable, and the responsibilities of the Chapter and the Section hosting the conference.

- 6.8. LEGISLATIVE COMMITTEE: The Legislative Committee shall monitor pending state legislation of interest to the Chapter and its members and participate in APA Legislative matters. The Legislative Committee shall be a forum for discussing legislative issues as it relates to planning and zoning in Ohio and shall develop recommendations to the Board in regards to policies for APA Ohio and for such planning and zoning issues in Ohio.
- 6.9. COMMUNICATIONS COMMITTEE: The Communications Committee shall be responsible for: soliciting newsworthy items from the membership; and production of the Chapter newsletter on a regular basis to the membership. The Communications Committee shall also be responsible for overseeing and updating the chapter's website activities in conjunction with staff.
- 6.10. AWARDS/FAICP COMMITTEE: The Awards/FAICP Committee shall be responsible for running the Chapters biennial awards program that shall correspond with the Chapter's State Conference. The committee shall be responsible for developing the awards categories, soliciting nominations for awards, identifying a review committee, and generally managing the entire awards program. The committee shall also be responsible for identifying a list of potential Fellows of the American Institute of Certified Planners (FAICP) nominees from whom the Board may select such members that the Chapter shall officially nominate for the award. The committee shall also be responsible for assisting the selected nominees in organizing the submission materials and ultimately shall be responsible for filing the nomination package with FAICP. The committee shall be responsible for developing and administering any scholarship programs that may be facilitated by the Chapter. The committee shall develop a set of rules for nomination and selection of scholarship recipients for any scholarship provided by the Chapter.
- 6.11. OUTREACH COMMITTEE: The Outreach Committee shall be responsible for working with staff to develop and implement any policies or strategies related to outreach to the chapter's various constituents as outlined in the strategic plan. These responsibilities may include, but are not limited to, developing avenues for "telling the planning story" to members and non-members alike; work on enhancing and updating the Chapter's website to increase communications; develop additional methods of outreach to planners, planning officials, and allied organizations, and similar activities that may be identified in the strategic plan or a communications plan, as applicable.
- 6.12. OTHER COMMITTEES: Other committees may be appointed by the President or Board to further the purposes and objectives of APA Ohio.

## 7.0 LEADERSHIP POSITIONS

- 7.1. PROFESSIONAL DEVELOPMENT OFFICER: The Professional Development Officer shall be a member of APA and AICP and shall be a member of the Education and Program Committees. The responsibilities of the Professional Development Officer shall include providing assistance to the membership in gaining membership in AICP; promote the goals and objectives of AICP and assist in the continuing education of all Chapter members.
- 7.2. STUDENT REPRESENTATIVES: The Board may appoint one student representative from each of the Planning Schools in Ohio recognized by the American Collegiate



Schools of Planning and one from the Chapter as a whole. The Student Representatives shall act as a liaison between planning students and the Board and shall act as the Chapter representative to the APA Student Council.

## 8.0 NOMINATIONS AND ELECTIONS

- 8.1. NOMINATIONS: The Nominating and Teller Committee shall report a list of candidates to the membership at least 90 days before the election deadline. The committee shall endeavor to provide a list with more than one candidate for each position and the candidates shall be geographically distributed throughout the state. The Committee shall secure the acceptance by the candidates. Candidates may be nominated by the Nominating and Teller Committee or by petition as prescribed herein.
- 8.2. PETITIONS: Any member desiring to be a Trustee may submit a petition to the Nominating and Teller Committee signed by 5% of the members up to 60 days before the election deadline. The name of the person shall be placed on the ballot along with the names of other nominees for the positions available.
- 8.3. Ballots containing information about each candidate and position statements shall be mailed, via U.S. Mail or electronic mail, to all members at least 30 days before the election deadline.
- 8.4. ELECTIONS: The chapter election cycle and dates will follow that of APA National and its bylaws.
- 8.5. VOTES: Each member who pays the full Chapter membership fee is entitled to one vote in any Chapter election. Reduced rate memberships are not entitled to vote in Chapter elections.

## 9.0 MEETINGS

- 9.1. BOARD OF TRUSTEES: The President shall call and preside at meetings of the Board. Upon written request of eight members of the Board, any officer shall be empowered to call a special meeting of the Board, subject to no less than 15 days notice to all members of the Board.
- 9.2. MEMBERSHIP MEETINGS: The President shall preside over regular and special meetings of the membership. There shall be at least one annual meeting of the membership, the time and place to be determined by the Board. Special membership meetings may be called by the Board or by the membership. A membership meeting may be called by the membership if a petition is submitted to the secretary signed by at least 10% of the membership that states the purpose of the meeting. Notice of membership meetings shall be provided to each member at least 15 days prior to the meeting.
- 9.3. QUORUM: There shall be a quorum present at a Board meeting for any official Board action to be taken or authorized. A quorum of the Board of Trustees shall consist of one-third of the Trustees.
- 9.4. VOTING: If there is a quorum of the Board of Trustees, official votes on matters before the Board may be taken. Board approval occurs when there is a simple majority of the members present, that is, when there are more affirmative votes than negative votes. Board disapproval occurs when there are more negative votes than affirmative votes.

(abstentions are counted as not voting, that is, as neither a yes vote or a no vote). For Board actions that require more than a simple majority (such as 1.1 Amendment of Code), there must be at least a quorum and the required proportional vote is applied to the Trustees present at the meeting, rounding up to the next whole number. For example, where a 2/3's vote is required, if there are 11 Trustees present at the meeting and all vote (none abstain), it takes 8 affirmative votes to approve the motion or action that was proposed.

#### 10.0 SECTIONS, DIVISIONS AND AFFILIATED ASSOCIATIONS

10.1. SECTIONS: The Board may form geographic sections to further the purposes and objectives of APA Ohio. A section may be formed upon the written petition to the Board by at least 25 members. The territory of a section shall contain at least 25 members. A section shall be finally approved upon filing of section bylaws with the APA Ohio Secretary and upon voted approval by the Board. Section shall adopt bylaws which shall not conflict with this Code. Copies of Section bylaws shall be maintained by the Secretary. The principal elected officer of a section shall be the Section Director. The Board shall develop procedures to certify the on-going viability and existence of a section. The Board shall certify those sections who continue to comply with the intent of this section before each election in section 8.4 of this code of Regulations.

10.2. DIVISIONS: The Board may form divisions focused on specific areas of interest. A division may be formed upon written petition to the Board by at least 25 members. A division shall be finally approved upon filing of the division bylaws with the APA Ohio Secretary and upon voted approval by the Board. Division bylaws shall not conflict with this Code and a copy shall be maintained by the Secretary. The principal elected officer of a division shall be the Division Chair.

10.3. AFFILIATED ORGANIZATIONS: The Board may agree to affiliate with other statewide organizations provided the Board determines that:

- A. The purposes and activities of these organizations are consistent with those of APA Ohio;
- B. Systematic communication between APA Ohio and those organizations, including the exchange of views on policies and programs, is of value to APA Ohio;
- C. These organizations shall not participate in the governance of APA Ohio, but mutual ex officio (non-voting) relationships shall be encouraged.

#### 11.0 AMENDMENTS

11.1. AMENDMENT OF CODE: This Code may be amended by a two-thirds vote of the Board of Trustees following a majority vote on the substance of the amendment by the membership. The membership shall be provided the proposed amendment by U.S. Mail and/or electronic mail at least 30 days before a vote on the amendment. Code amendments may be proposed by the Board or by a petition signed by 5% of the membership. The membership vote on amending this Code shall be by a majority of the received U.S. Mail and electronic mail ballot. Amendments may also be voted upon at regular or special membership meetings with the same majority and quorum requirements. The Board shall report any Code amendments to the membership in the first APA Ohio publication following adoption of the amendment.

11.2.DISSOLUTION: If the American Planning Association changes its regulation to eliminate "Chapter Only" membership, the APA Ohio, a Chapter of the American Planning Association shall be dissolved. If this should occur, two temporary Executive Committees shall be formed: One to govern the affairs of APA Ohio and one to govern the affairs of the newly created Ohio Chapter of the American Planning Association. APA Ohio and the new Ohio Chapter of the American Planning Association shall be governed by the bylaws existing at the time of the original adoption of this Code. The Secretary shall maintain a copy of these bylaws. The highest ranking officer that is a member of the American Planning Association shall assume the duties of the President of the Ohio Chapter, and the remaining members of the Board that are members of the American Planning Association shall be the temporary Executive Committee. Members of the American Planning Association shall be members of the Ohio Chapter. The highest ranking officer that is not a member of the American Planning Association shall assume the duties of President of APA Ohio, and members of the Board that are not members of the American Planning Association shall be the Executive Committee of APA Ohio. The assets of APA Ohio shall be proportionately divided between the surviving organizations based upon the amount contributed at the time of the original adoption of this code up to the original amount contributed. Any amount left after the proportional division shall be divided equally between the organizations. The Secretary shall maintain a record of the original contributions.

Adopted by the Ohio Chapter of APA 6-2-89

Adopted by the Ohio Planning Conference 6-2-89

Adopted by the OPC (A Chapter of APA) Board of Trustees 6-3-89

Revised by the OPC (A Chapter of APA) Membership 8-24-94 LME 9-2-94

Revised by the OPC (A Chapter of APA) Membership 1-12-01

Reported by Teller Committee 2-9-01 at OPC Board Meeting

Revised by the OPC (A Chapter of APA) Membership 10-15-04

Reported by Teller Committee 10-15-04 at OPC Board Meeting

Revised Association Name CMD 03-26-12

Revised by APA Ohio Membership 09-20-12

Reported by APA Ohio Teller Committee 09-20-12 at APA Ohio Board Meeting

Revised by APA Ohio Membership 09-01-16

Reported by APA Ohio Teller Committee 09-02-16