

APA Ohio

Code of Regulations



American Planning Association
Ohio Chapter

Making Great Communities Happen

The First Statewide Association of Citizens & Planners

20162018

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~~advancing the art, science and profession of good planning - physical, economic and social - to create vibrant communities that offer better choices for where and how people work and live in order to maintain and improve the quality of life for all Ohioans.
- 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. Accordingly, the term "FAICP" refers to Fellows or the College of Fellows of the American Institute of Certified Planners.

Commented [RSR1]: Tied to APA Ohio Mission Statement.

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.~~

Commented [RSR2]: Membership category eliminated in 2013.

~~**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.~~

Commented [RSR3]: Proposing elimination – has not been used in many years.

3-5-3.3. STUDENT MEMBERS: Student membership shall be granted to an individual who is currently enrolled as a full-time student.

3-6-3.4. RETIRED MEMBERS: Retired membership shall be granted to individuals who are currently retired.

3-7-3.5. OTHER MEMBERS: The Board may establish other categories of membership.

3-8-3.6. 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~~ Executive Director or Board-designated database manager, as applicable, of any change of address.

3-9-3.7. 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.

3.8 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, accredited university planning program representatives, and other representatives provided in Section 10.0 (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. Any Trustee may resign from office at any time, effective on the date agreed upon by the Trustee and the Board President.~~

Commented [RSR4]: The deleted text referred more to "removal" than "resignation," so it was relocated to Section 5.4.

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, ~~Professional Development Officer,~~ 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.

Commented [RSR5]: Per Board discussion 5/11/18. Refer to bylaws amendment notes for explanation.

Commented [RSR6]: Per Board discussion 5/11/18. Refer to bylaws amendment notes for explanation.

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 1st following their election.

5.4. ~~REMOVAL FROM OFFICE: Any officer or Trustee may~~REMOVAL FROM OFFICE: Trustees that fail to attend three of six consecutive meetings of the Board in person, or otherwise fail to perform the duties of Trustees and Board Officers as defined in this Section 5.0 at the determination of the Executive Committee 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. Any officer or Trustee may then be removed from office for cause as determined by a 3/4 vote of the entire Board. ~~Participation at Board meetings via conference call or web conference shall constitute an absence, unless the full Board meeting is held via conference call or web conference as described in Section 9.5.~~

Commented [RSR7]: Per Board discussion 5/11/18

Commented [RSR8]: Per Board discussion 5/11/18

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. ~~The President shall monitor the APA Ohio Executive Director's contract and recommend amendments and/or renewals/extensions to the Board as appropriate.~~

Commented [RSR9]: Per Board discussion 5/11/18

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.

5.6.5.7. ~~PROFESSIONAL DEVELOPMENT OFFICER (PDO):~~ The Professional Development Officer shall be a member of APA and AICP and shall be a co-chair of the Education

Commented [RSR10]: Relocated from Section 7.1, making this an Officer position rather than an appointed position, per Board discussion 5/11/18. Refer to bylaws amendment notes for explanation.

Committee. The responsibilities of the Professional Development Officer shall include providing assistance to the membership in gaining membership in AICP; promoting the goals and objectives of AICP; and assisting in the continuing education of all Chapter members.

5.7. SECRETARY: The Secretary shall:

- A. ~~Maintain Bylaws of all Sections and Divisions of the organization.~~
 - 1) ~~Notify members and the Board of Trustees of meetings and report minutes of all meetings;~~
- B. ~~Transmit to the American Planning Association a list of all officers including their addresses and telephone numbers within 15 days of their election;~~
- C. ~~Notify the American Planning Association of the results of elections and amendments to this Code;~~
 - 1) ~~Perform such other duties required by this Code or customary to the office or as directed by the Board~~Notify members and the Board of Trustees of meetings and report minutes of all meetings;
 - 2) ~~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~~
- D. ~~Perform such other duties required by this Code or customary to the office or as directed by the Board.~~

Commented [RSR11]: Recommended for deletion, as many of the functions are currently performed by the Executive Director, following the Board's discussion on 5/11/18. Refer to bylaws amendment notes for explanation.

5.8. TREASURER: The Treasurer shall:

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

- 1) Receive and disburse funds as provided for by the Board of Trustees
- 2) Collect dues not collected by the American Planning Association;

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~~^{first} day of the fiscal year. The Audit Governance 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. Committees may include non-Trustees, provided they serve in an advisory, non-voting role.

6.1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the following voting members; President, Vice President, Secretary~~Professional Development Officer~~, Treasurer, and Immediate Past President (or a prior Past President currently serving on the Board, as appointed by the President, if the Immediate Past President is no longer serving as a Trustee). ~~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/Meetings 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. 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;
- D. Authorize expenditures consistent with the budget;
- E. Review the annual performance of each Section, and make a recommendation to the Board on whether to certify the Section; and

Commented [RSR12]: Recommend adding this provision, per Board discussion at the February meeting (re. succession planning)

Commented [RSR13]: Relocated from Governance Committee to Executive Committee, per Board discussion 5/11/18

F. ~~Facilitate the drafting of the APA Ohio Strategic Plan. The APA Ohio Strategic Plan shall serve as the Development Plan for the Chapter and 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 workplans 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.~~

Commented [RSR14]: This item was relocated from the Governance committee. The Executive Committee facilitates the strategic plan process, while the Governance committee focuses on procedural matters.

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 work with the Executive Director to administer the Planning Webcast Series, as applicable.~~ 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. GOVERNANCE AUDIT COMMITTEE: The ~~Audit~~Governance Committee shall consist of at least ~~three~~five members of the Board. ~~The Committee shall report to the Board on an as needed basis.~~ The committee shall be responsible for ~~facilitating~~:

- A. ~~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;~~
- B. ~~NOMINATING AND TELLER COMMITTEE: The Nominating and Teller Committee shall consist of at least three members of the Board, and shall conduct~~Conducting all nomination and election functions outlined in Sections 8.0 and 11.1 of this Code;
- C. ~~Reviewing, on an ongoing basis, the APA Ohio Code of Regulations and making any suggested modifications to the Board for consideration;~~
- D. ~~Developing any guides, governance plans, and/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; and~~

~~6.3.-~~MEMBERSHIP AND OUTREACH COMMITTEE: The Membership ~~and Outreach~~ 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 in 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, and working with staff to develop and implement policies and strategies for outreach to the Chapter's various constituents as outlined in the strategic plan. Membership and Outreach Committee responsibilities include, but are not limited to:~~

6.4.

~~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~~

~~A. Managing membership drives,~~

~~B. Developing new member onboarding and member retention initiatives;~~

~~C. Creating and implementing membership surveys~~

~~D. Preparing outreach information in addition to any membership and outreach goals in the strategic plan to group memberships, etc.); the Board on an; and~~

~~A-E. Organizing related activities that may be identified in the strategic plan or work plan, as needed basis, applicable.~~

6.5. 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.

6.6. LEGISLATIVE COMMITTEE: The Legislative Committee shall monitor pending state and federal 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~~ be responsible for maintaining the Chapter's adopted Policy Platform and recommending new and/or updated policies on an annual basis.

6.7. 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.

~~6.108.~~ AWARDS/FAICP/~~-~~ SCHOLARSHIP COMMITTEE: The Awards/FAICP/~~-~~Scholarship Committee shall be responsible for running the ~~Chapters' biennial awards program~~ Chapter's award programs that shall correspond with the Chapter's State ~~Conference~~ Conferences or other appropriate program or venue. The committee shall

Commented [RSR15]: Delete "biennial" since we are adding the Great Places awards for the even-numbered years, and making awards on an annual basis going forward.

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.~~

Commented [RSR16]: Combined with Membership Committee

~~6.12.~~

6.9. OTHER COMMITTEES: Other committees may be appointed by the President or Board to further the purposes and objectives of APA Ohio.

7.0 LEADERSHIP POSITIONSEXECUTIVE DIRECTOR

~~**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.~~

Commented [RSR17]: Relocated to Section 5.7, Board Officers, per Board discussion 5/11/18

~~**7.1. **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.**~~

Commented [RSR18]: Relocated to Section 10.4

~~**7.2. The APA Ohio Board may elect to hire an Executive Director to serve as the Chapter administrator. The Executive Director shall be hired following a majority vote of the entire Board. The Executive Director's contract shall be reviewed and amended and/or renewed annually in accordance with the terms of the professional services agreement, as applicable.**~~

Commented [RSR19]: Proposed new section. We suggest adding text to the bylaws to address the role of the Executive Director.

8.0 NOMINATIONS AND ELECTIONS

~~**8.1. NOMINATIONS:** The Nominating and Teller Governance Committee shall report a list of candidates to the coordinate the biennial election process through APA National membership at least 90 days before the election deadline. The committeeThe Committee is also responsible for reporting 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 Governance~~ 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 Governance~~ Committee signed by 5% of the members ~~up to 60 days before~~ by the ~~election published~~ 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 ~~or as otherwise determined by APA National in administering the Chapter election process and advertised on the published election schedule.~~
- 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~~ President 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 ~~via electronic mail~~ 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 ~~12.1~~ 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~~ ~~two-thirds~~ 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.

9.5. CONFERENCE CALLS AND ELECTRONIC MEETINGS: ~~Meetings of the Board may be held through the use of a conference telephone or similar communications equipment such as email or webinar so long as all members participating in such meeting can communicate with one another at the time of the meeting and a quorum is present in accordance with these bylaws. Participation in the meeting constitutes presence in person. Minutes and actions taken shall be recorded in a manner consistent with in-person meetings.~~

Commented [RSR20]: New section. Refer to bylaws amendment notes for explanation.

10.0 SECTIONS, DIVISIONS-STUDENT AND UNIVERSITY REPRESENTATIVES 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-Executive Director~~ and upon voted approval by the Board. ~~Section~~Sections shall adopt bylaws which shall not conflict with this Code. Copies of Section bylaws shall be maintained by the ~~Secretary~~Executive Director. The principal elected officer of a ~~section~~Section shall be the Section Director. The Board shall ~~develop~~maintain procedures to certify the on-going viability and existence of a ~~section~~Sections. The Board shall certify those ~~sections~~Sections who continue to comply with the intent of this section ~~before each election in section 8.4 of this code of Regulation~~on an annual basis.

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~~ the purposes and activities of these organizations are consistent with those of APA Ohio;
B. ~~Systematic and that systematic~~ communication between APA Ohio and those organizations, including the exchange of views on policies and programs, is of value to APA Ohio;

10.2. These organizations shall not participate in the governance of APA Ohio, but mutual ex officio (non-voting) relationships shall be encouraged.

10.4.10.3. ACCREDITED UNIVERSITY PLANNING PROGRAMS: ~~The Board may appoint one (1) representative from each accredited university planning program in Ohio to serve as a liaison between APA Ohio and the university to assist with student membership recruitment, aligning planning programs and practice, and continuing education and professional development opportunities. The representative shall be appointed by the President and shall be considered a voting member of the Board.~~

10.5.10.4. 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.

11.0 CONDUCT

11.1. WHISTLEBLOWER POLICY

- A. APA Ohio Chapter is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its Board members, officers, contractors/employees, or volunteers. This policy applies to any matter which is related to APA Ohio's business and does not relate to private acts of an individual not connected to the business of APA Ohio.
- B. All APA Ohio members that participate in the APA Ohio Chapter's financial administration, including the Chapter Treasurer, Chapter President, Section Treasurers, and APA Ohio Executive Director, are expected to conduct themselves in a manner consistent with the AICP Code of Ethics.
- C. If any member of the APA Ohio Board of Trustees or APA Ohio Chapter membership believes that some policy, practice, or activity of APA Ohio is in violation of any law, Chapter bylaw, or accounting policy, a written complaint should be filed with the Executive Director and/or the Chapter President.
- D. It is contrary to the values of APA Ohio for anyone to retaliate against any Board member, officer, contractor, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any of APA Ohio's bylaws or accounting policies. An employee, contractor, or Board member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment, contract, or removal from the APA Ohio Chapter Board.
- E. All reports will be followed up promptly, and an investigation conducted by the APA Ohio Governance Committee or Executive Committee, as appropriate. In conducting its investigations, APA Ohio will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

11.2. CONFLICT OF INTEREST POLICY

- A. The APA Ohio Chapter standard of behavior is for all Board members, employees, contractors, and volunteers to scrupulously avoid any conflict of interest between the interests of the APA Ohio Chapter on one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as perceptions of conflicts of interest.
- B. All APA Ohio members that participate in the APA Ohio Chapter's administration, including the Chapter Treasurer, Chapter President, APA Ohio Executive Director, and Section Directors and Treasurers are expected to conduct themselves in a manner consistent with the AICP Code of Ethics.

Commented [RSR21]: New section. The text of the Whistleblower Policy and Conflict of Interest Policy are taken verbatim from the approved APA Ohio Financial Management & Accounting Policy Guide. The bylaws, however, are a more appropriate home since they apply across the Board.

C. The purposes of this policy are: to protect the integrity of APA Ohio's decision-making processes; to enable the Chapter's members to have confidence in the Chapter's integrity; and to protect the integrity and reputation of volunteers, contract staff, and Board members.

D. In the course of meetings or activities, Board members, employees, contractors, and/or volunteers will disclose any interests in a transaction or decision where they themselves (including their businesses or other nonprofit affiliation), their family and/or significant others, employers, or close associates will receive a benefit or gain. After disclosure, Board members, employees, contractors, and/or volunteers may be asked to leave the room for the discussion and will not be permitted to vote on the question.

~~11-0~~12.0 AMENDMENTS

~~11-1~~12.1. 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 according to the published schedule, but typically at least 30 days before a vote on the amendment. Amendments may be coordinated with the timeline for Chapter elections and managed by APA National. 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~~ballots. 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~~12.2. 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-Executive Director~~ 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~~Treasurer 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