

BYLAWS OF THE TENNESSEE CHAPTER OF
THE AMERICAN PLANNING ASSOCIATION
(January 2010)

1.0 GENERAL

1.1 General: Name. The name of this Chapter of the Association shall be the "TENNESSEE Chapter of the American Planning Association".

1.2 General: Chapter Area. The area served by the Chapter shall be the State of Tennessee.

1.3 General: Purposes. The purposes of the Chapter shall include the purposes of the American Planning Association. The further purposes of the Chapter shall be: (1) to advance the art and science of planning in the Chapter area; (2) to encourage the exchange of information and experience in the Chapter area; (3) to represent and to advance the interests and welfare of the Association, its members, and the planning profession in the Chapter area; (4) to consider, to confer on and to make recommendations to the Association on matters of national policy; and, (5) to encourage and guide the younger members of the profession to the end that the high purposes of the Association shall be furthered.

1.4 General: The American Planning Association. The National Organization, of which this chapter is a part, is the American Planning Association, which is referred to in these By-Laws as the "Association" or "APA".

1.5 General: National Office. The term "National Office" refers to the Office of APA designated by APA to service Chapter and membership matters.

1.6 General: Executive Director. Unless otherwise qualified, the term "Executive Director", when used in these Bylaws, refers to the duly appointed Executive Director of APA.

1.7 General Address of Record. A member's "address of record" shall be the address furnished the Chapter by the National Office. It is the member's responsibility to notify the National office of any change of address.

1.8 General: Publication of the Chapter. A "publication of the Chapter" shall mean any publication that is mailed or e-mailed to all Chapter members at their address of record without special charge.

1.9 General Parliamentary Procedure. At a meeting of the membership and of the Executive Committee, parliamentary procedures shall be governed by the most current edition of Robert's Rules of Order.

2.0 MEMBERS

2.1 Members: Eligibility. All members of APA whose address of record is within the chapter area, as provided by the members to the national office, shall automatically be members of the Chapter and shall be subject to all requirements of Chapter membership including payment of Chapter dues.

2.2 Members: Citizen Planner. Association members holding "citizen planner" membership within the Association shall be members of the Chapter but will be exempt from paying Chapter dues and will be non-voting members.

2.3 Members: Non-Resident. Association members, whose address of record is outside the Chapter area, may be eligible for Chapter membership upon payment of any applicable dues or assessments subject to Chapter By-Laws requirements, and shall be known as "Regular Members - Non-Resident". Chapter membership shall automatically be transferred when a member changes his address of record from one Chapter area to another.

2.4 Members: Chapter Only. Professional planners, planning board members, students and others shall be eligible for Chapter Only membership subject to all applicable requirements of Chapter membership including payment of Chapter dues.

2.5 Members: Annual Meeting. There shall be an Annual Meeting of the Chapter membership in each calendar year. The Chapter Executive Committee shall determine the specific location, date, and time of each Annual Meeting.

2.6 Members: Notice of Annual Meeting. The Secretary shall notify the membership of the place, date, and time of the Annual Meeting in a publication of the Chapter, or by another communication, that is mailed to each member at least thirty (30) days before the meeting.

2.7 Members: Quorum Requirements. In Association matters, national affairs, and in adopting and amending Chapter By-Laws, a quorum for a valid vote, whether the voting occurs in a Chapter meeting or by mail ballot, shall be fifteen (15) percent of the Chapter membership so qualified to vote. All other matters shall be determined by a majority of members voting.

2.8 Members: Termination and Reinstatement. (a) Chapter membership will be terminated upon termination of Association membership. Chapter membership may also be terminated due to failure to pay Chapter dues and assessments. Chapter membership may be reinstated only to Association members, subject to such conditions as may be established by the Chapter. (b) Chapter Only membership will be terminated upon termination of Chapter membership. Chapter Only membership may also be terminated due to failure to pay Chapter Only dues and assessments. Chapter Only membership may be reinstated only

to Chapter members, subject to such conditions as may be established by the Chapter.

3.0 OFFICERS

3.1 Officers: Election and Term of Office. The officers of the Chapter shall be a President, a Vice President, a Secretary, and a Treasurer.

A. Chapter Officers. The election of officers shall occur in even-numbered years. The terms of office shall be for a period of approximately two years, shall begin during the Annual Meeting after they are declared elected, and shall end during the Annual Meeting as soon as the new officers are declared elected, but officers shall hold office until their successors have been elected and installed.

B. Section Officers. The election of Section Officers shall occur in even-numbered years. Section elections shall occur within a reasonable period following the announcement of the results of the Chapter elections. The terms of office for all officers shall be for a period of approximately two years.

C. Appointed Officers. The Executive Committee may appoint individuals in the following capacities: Chapter Lobbyist, Legislative Liaison, Professional Development Officer and Planning Officials Development Officers. These appointees will serve on the Executive Committee but will not have voting privileges.

1. Chapter Lobbyist: Responsibilities shall include monitoring legislation as introduced into each session of the State General Assembly, supporting legislation that furthers the interests of the planning profession and opposing legislation that is detrimental to the profession and planning practice. The lobbyist shall regularly consult with the Legislative Committee in determining the TN Chapter position. The Chapter Executive Committee recognizes that the lobbyist must have discretion to make independent decisions that are in keeping with TN Chapter policy and with accepted planning practice during the Legislative Session as issues rise and fall. The TAPA Lobbyist shall report to the Executive Committee at regular meetings and conference calls.
2. Legislative Liaison: The legislative liaisons shall monitor State and National Legislation and apprise the full membership on new or amended State and National Legislation, which will affect planning practices. In addition liaisons will apprise the full membership on

legislation, which may require action on behalf of individual members or their representative organizations.

3. Professional Development Officer (PDO): Professional Development Officers facilitate the exam certification process and continuing education efforts. The PDO is a critical information source, whether for information on upcoming training opportunities or for additional help in preparing for the American Institute of Certified Planning exam.
4. Planning Official Development Officer (PODO): Planning Officials Development Officers increase training opportunities for planning officials in the chapter area. These can be any number of programs, special tracks within chapter conferences, new independent workshops, purchased or developed training materials distributed for self study, joint programs developed with universities, like-minded organizations, or local governments to create ways of making the chapter more inviting to planning officials.

3.2 Officers: Election and Method of Balloting. The election of all officers shall be by the affirmative written ballot or e-mail ballot of a majority of the members voting. A Nominating/Teller Committee shall arrange for nominations, balloting, and tabulation of votes for the election of all officers of the Chapter and the members of the Executive Committee that are not Section Directors.

3.3 Officers: Vacancies. In the event the office of President is vacated, the Vice President shall assume the office for the remainder of the term. Vacancies in the office of Vice President, Secretary, or Treasurer shall be filled by vote of the Executive Committee from two nominees selected by the remaining Chapter officer or officers. Officers so elected shall hold office only for the balance of the current term until their successors are elected and installed.

3.4 Officers: President. The President shall call meetings on the Chapter and the Executive Committee, shall preside at these meetings, shall, except as otherwise provided, create Chapter Committees and discharge members of all Chapter Committees; may serve as a non-voting, ex-officio member of the Chapter Committees; shall administer the program of the Chapter, with the approval of the Executive committee; shall appoint the Editor of the chapter newsletter; shall prepare and submit to the Executive Committee for adoption an annual budget; and shall perform such other duties as are customary to the office. At the Annual meeting, the President shall present to the membership a statement of the Chapter's annual goals and objectives for the current year. The statement should include general directives for subsequent committee activities. The President shall represent the Chapter on the Association's Chapter President's Council and serve as chief liaison person with the Association. In this capacity, the President shall fulfill all responsibilities incumbent upon a member of the

Chapter, shall articulate Chapter positions, and shall report periodically to the Chapter members regarding issues before the Association at the National level.

3.5 Officers: Vice President. The Vice President shall assist the President in administering the program and related affairs of the Chapter, shall serve as Chairman of the Committee on Annual Arrangements, and shall set as President in the absence or incapacity of the President. The Vice President, with the assistance of the Section Director/Area Representative, and the Approval of the Executive Committee, shall be responsible for all Chapter Meetings and Winter Retreat.

3.6 Officers: Secretary The Secretary shall (a) keep the minutes of the Annual Meeting and meetings of the Executive Committee including conference calls, (b) maintain records of Association members in the Chapter area, (c) notify members of Chapter meetings; (d) transmit to the Executive Director a list of all Chapter officers (including their addresses and telephone numbers) within thirty (30) days of their election; (e) notify the Executive Director of the results of all Chapter voting, and in so doing, specify the quorum and the number voting for each candidate or "aye" and "nay" on each issue; (f) transmit to the Executive Director at least one (1) copy of each publication of the Chapter; (g) submit to the Executive Director proposed Bylaws or Amendments as required by the Bylaws of APA; and (h) conduct the correspondence of the Chapter and perform such other duties required by these Bylaws or customary to the office.

3.7 Officers: Treasurer. The Treasurer shall (a) receive and disburse Chapter funds in accordance with the approved budget; ; (b) collect Chapter dues and assessments not collected by the National Office; (c) keep accounts which shall at all times be open to inspection and which shall be submitted for an annual auditing; (d) prepare for each meeting of the membership and of the Executive Committee a financial report to include a current balance sheet and an income statement reflecting the preceding twelve (12) months of Chapter operations and (f) perform such other duties as required by these Bylaws or customary to the office.

3.8 Officers: Annual Reports. - The President and the Secretary shall prepare annual written reports of the highlights of all business transacted by the Chapter which shall be presented to the Executive Committee at a meeting preceding the Annual Meeting of the Chapter and which shall subsequently be presented for approval at the Annual Meeting of the Chapter. Annual and other reports shall be sent to the Executive Director of the Association by the Chapter President. Two copies of these By-Laws and all subsequent amendments thereto shall be filed with the Executive Director of the Association within one month after adoption. At least one copy of all formal publications of the Chapter, including such materials as the President's Annual Report, adopted reports of Chapter Committees, Newsletters, Rosters, and other similar reports, shall be filed with

the Executive Director of the Association at the time they are distributed to the Chapter membership.

4.0 EXECUTIVE COMMITTEE

4.1 Executive Committee: Composition The membership of the Executive Committee shall consist of the Officers of the Chapter, the immediate past Chapter President, the Director of each Section within the Chapter, and the President of the Student Planners Council.

4.2 Executive Committee: Duties The Executive Committee shall consider and act upon all business between Annual and other Chapter meetings; shall, subject to the Association's policy, determine when and how committee reports shall be made public; shall be custodian of all Chapter property; shall authorize or approve all contracts and expenditures, but shall not incur liabilities exceeding the amounts of the unappropriated funds in the hands of the Treasurer. The Executive Committee may hire staff as needed but shall not incur liabilities exceeding the amounts of the unappropriated funds in the hands of the Treasurer. The Executive Committee shall submit for approval at the Annual Meeting a long-term Chapter program to guide Chapter activities. The Executive Committee shall meet at such intervals as deemed necessary to carry out the activities of the Chapter. Such meetings shall be at the call of the President or by majority vote of the members of the Committee.

Executive Committee: Annual Meetings and Other Chapter Meetings. There shall be an Annual Meeting in the fall at a time and place to be determined by the Executive Committee. The Annual Meeting shall be called by the President, subject to approval of the program and other arrangements by the Executive Committee. Additional meetings including conference calls, may be called by the President, and upon failure of the President to call an annual or other meetings, such meeting may be called by the Executive Committee by a majority written vote of that body. A majority of the Executive Committee shall be required to pass an action.

- A. Fall Conference: The Fall Conference shall be held each year and the location shall alternate between the Grand Divisions of the State. The appropriate Section Director shall be responsible for the planning and coordination of the Conference with the help of the Chapter Vice-President and Executive Committee.
- B. Winter Retreat: The Winter Retreat shall be held each year at a location to be determined by the Chapter Vice-President but shall generally be located in the central portion of the State. The Chapter Vice-President shall be responsible for the planning and coordination

of the Conference with the help of the Chapter Secretary and the Executive Committee.

4.4 Executive Committee: Notice of Meeting. At least thirty (30) days notice of all meetings of the Chapter shall be mailed or e-mailed to all members, except in an emergency when, with the approval of the Executive Committee, the President may call a meeting at shorter notice.

4.5 Executive Committee: Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business at meetings of the Executive Committee for matters not covered in Article 2.5.

4.6 Executive Committee: Rules of Order. Meetings of the Executive Committee and of the Chapter shall be governed by Robert's Rules of Order.

4.7 Executive Committee: Action Without Meeting. 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 member of the Committee.

4.8 Executive Committee: Meeting Attendance. Failure to attend 3 or more meetings during a single (two year) term by any member of the Executive Committee may be considered cause for removal from the Executive Committee by the Executive Committee.

5.0 COMMITTEES

5.1 Committees: Nominating/Teller Committee. The Nominating/Teller Committee shall consist of three persons, one from each Grand Division of the State appointed by the President with the approval of the Executive Committee. The Chairperson shall be rotated among each Grand Division of the State. The Nominating/Teller Committee shall be appointed at least six months prior to the Annual Meeting at which new officers are to take office. The Committee shall nominate at least one candidate for each of the offices. The Nominating/Teller Committee shall notify the membership of the election and solicit from Section Directors and membership candidates. At least three months prior to the Annual Meeting the Nominating/Teller Committee shall solicit qualifications and position statements from confirmed candidates for each office and committee position. To be confirmed, each candidate must be a member in good standing. The Nominating/Teller Committee may reject candidates who submit late or improper qualifications and position statements, but shall otherwise place all qualified candidates on the ballot.

5.2 Committees: Professional Development Committee. The President shall appoint at least three Chapter members who are members of the American Institute of Certified Planners to serve on the Chapter Professional Development Committee. The President shall designate a Chairperson from among the

Committee. The duties of the Committee shall be: (a) to advise prospective members of the American Institute of Certified Planners as to the qualifications, purposes, and programs of the Institute, the Institute's Code of Professional Responsibility, the Guidelines for Social Responsibility of Planners and the Rules of Reference to Institute membership, and (b) to advise members of the American Institute of Certified Planners concerning opportunities and/or requirements for continuing education and professional development.

5.34 Committees: Auditing Committee. There shall be an Auditing Committee appointed by the President at the Annual Meeting. It shall be the duty of this committee to audit the accounts of the Chapter for the previous year and submit a report to the Executive Committee prior to September 30.

5.45 Committees: Public Relations Committee. The President shall appoint four (4) Chapter members to serve on the Chapter Public Relations Committee. The President, with the advice and consent of the Executive Committee, shall designate a Chairperson from among the Committee. The Chairperson shall be a member of the Executive Committee, and considered as the Chapter's Public Relations Officer. The duties of the Committee shall be (a) to advise the Executive Committee on matters involving the public relations of the Chapter (b) positively increase the visibility, awareness and image of the American Planning Association at the Chapter level and the capabilities, skills, and effectiveness of the overall planning profession and (c) prepare press releases, media materials, speakers lists, announcements and other materials as deemed necessary by the Executive Committee to promote the Chapter and the profession.

5.56 Committees: State and National Legislative Affairs Committee. The President shall appoint three members to serve on the State and National Legislative Affairs Committee. The Committee members shall monitor State and National Legislation and apprise the full membership on new or amended State and National Legislation, which will affect planning practices. In addition Committee members will apprise the full membership on legislation, which may require action on behalf of individual members or their representative organizations.

5.67 Committees: Special. The President, with the concurrence of the Executive Committee, may establish any number of other committees necessary to further the purposes, programs, and objectives of the Chapter. Such committees may include, but are not limited to the following:

1. Education Committee
2. Policy Committee
3. Strategic Planning Committee
4. By-Laws Committee
5. Special Projects Committee

6. Nominating/Teller Committee

6.0 SECTIONS

6.1 Sections: Formation. Local sections may be established by the Executive Committee only after the receipt of a petition signed by one-half of the Chapter members residing or working in the area proposed for section status. The Executive Committee, in reviewing and acting upon the petition, shall consider the territory to be included in the section and the functions which it is to perform in terms of the best interests of the Chapter as a whole. No section shall be established for an area having a Chapter membership of less than thirty members without approval of the Executive Committee and a two-thirds vote of a quorum for a valid vote of the Chapter membership as provided in Article 9. The Executive Committee may abolish a section for failing to meet at least annually, or to elect a Director.

6.2 Sections: Reports. Reports of Section meetings and activities shall be made to the President of the Chapter.

6.3 Sections: Elections. Sections shall elect their officers as soon as practical after the announcement of the results of the Chapter elections.

6.4 Sections: Bylaws. Sections shall adopt Bylaws to govern Section affairs. Section Bylaws shall not conflict with these Bylaws or the Articles of Incorporation and Bylaws of APA. Copies of Section Bylaws or Bylaw Amendments shall be sent to each member of the Chapter Executive Committee and filed with the Executive Director promptly upon their adoption.

6.5 Sections: Directors. The principal elected officer of the section shall be titled Section Director.

7.0 DUES

7.1 Dues: Establishment. Annual dues of the Chapter shall be as determined by majority vote of Chapter members. There shall be no entrance fee for membership in the Chapter or Sections. It shall be the policy of the Chapter that a portion of the annual dues as shall be necessary for the conduct of Chapter-wide affairs shall be retained by the Chapter Treasurer. Funds may be allocated to the Sections as determined by the Executive Committee. In preparing and adopting the annual budget, the Chapter President and Executive Committee shall be guided by this policy.

7.2 Dues: Section. Annual Section dues or other financial contributions needed for running of Section affairs, in addition to those Chapter funds which may be allocated to each Section, shall be as agreed upon within the Section.

7.3 Dues: Chapter Only. Chapter Only dues, in accordance with provisions of these By-Laws, are authorized for those members wishing to participate in statewide affairs of the Chapter. Chapter Only dues will be in the amount established by the Chapter and authorized by APA.

8.0 ELECTIONS

8.1 Elections. At least seven weeks prior to the Annual Meeting, ballots shall be mailed or e-mailed to the membership with a two-week return deadline. Each ballot shall contain space for write-in candidates for each office and Executive Committee At-Large position. Ballots shall be counted and tabulated by a three-member sub-committee of the Nominating/Teller Committee consisting of the Nominating/Teller Committee Chairperson and two members appointed by the Chairperson. Members are privileged to vote for any qualified person whether or not they are nominated by the Nominating/Teller Committee. Successful candidates for each office or position must receive a simple majority of the votes cast. The Nominating/Teller Committee shall announce the results of the election no less than thirty (30) days before the Annual Meeting. Voting shall be by mail or e-mail. The membership shall be notified of the election results not less than thirty days prior to the Annual Meeting.

9.0 STUDENT PLANNERS COUNCIL

9.1 Student Planners Council. Student members of the Association, who are members of the Chapter, shall be members of the Chapter's Student Planners Council. The President and Vice President of the Student Planners Council shall have terms beginning on January 1 of each year and running until December 31 of the same year and shall alternate between accredited Planning Schools. The duties of the President and the Vice President of the Student Planners Council, as it relates to the Chapter, may include representing the opinions and desires of planning students to the Chapter, serving on planning school recognition committees, making recommendations to planning schools concerning curricula, and assisting the Chapter in preparing programs on planning careers. The members of the Student Planners Council may elect a Student Representative to serve on the Student Representative Council of APA.

10.0 CONFERENCE DELEGATES

10.1 Chapter Delegates. Delegates to conferences may be designated by the Chapter Executive Committee to attend national and other conferences and represent the Chapter as instructed by the Committee and be required to give full reports on actions and resolutions passed at conferences. The Chapter Executive Committee may determine the amount of delegates' expenses that shall be defrayed by the chapter.

10.2 Section Delegates. Delegates to conferences may be designated by each Section to attend state and national and other conferences and represent each Section on matters of Section concern, which have been so defined by the chapter Executive Committee as being not of state-wide concern. These delegates may be instructed by the Section and required to give full reports on actions and resolutions passed at conferences. The Section may determine the amount of delegates' expense that shall be defrayed by the Section.

11.0 AMENDMENTS

11.1 Amendments. Amendments to these By-Laws shall be made by the affirmative vote of a majority of a quorum. A quorum for a valid vote, whether the voting occurs in a Chapter meeting, mail ballot or e-mail ballot, shall be fifteen (15) percent of the Chapter membership so qualified to vote, except for a vote on an item that has not first been considered by the Executive Committee or has received a negative vote of the Executive Committee, in which case a two-thirds majority in a quorum is required.