

BYLAWS
OF THE
OKLAHOMA CHAPTER
OF THE
AMERICAN PLANNING ASSOCIATION

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Article 1 General Provisions

Section 1.1 Chapter Named and Area Served

The name of the Chapter shall be the *Oklahoma Chapter of the American Planning Association* (APA-OK). The area served by the Chapter shall be the State of Oklahoma.

Section 1.2 The American Planning Association

1.2.1 The American Planning Association.

The national organization of which this chapter is an integral part is the American Planning Association. It is referred to in these Bylaws as “the Association” or as “APA”.

1.2.2 National Office

The term “National Office” refers to the office of APA designated by APA to service Chapter and membership matters.

1.2.3 Executive Director

Unless otherwise qualified, the term “Executive Director”, refers to the Executive Director of (National Office) APA.

1.2.5 American Institute of Certified Planners

A sub-component / entity of APA which provides the only nationwide, independent verification of planners' qualifications. Certified planners pledge to uphold high standards of practice, ethics, and professional conduct, and to keep their skills sharp and up to date by continuously pursuing advanced professional education.

Section 1.3 Purpose of the Chapter

The purposes of the Chapter are to facilitate the individual participation of members of APA in the affairs of APA and to further the purpose of APA in the Chapter area.

Section 1.4 Nonprofit Nature of Chapter

The Chapter is non-profit. Its income shall be used only for Chapter purposes and no part of any net earnings shall benefit any member or other individual, except that the Chapter may pay reasonable compensation for services rendered and make payments and/or distribution in furtherance of Chapter purposes.

Section 1.5 Chapter Publication

A “Chapter Publication” shall mean any communication that is sent to or shared with all Chapter members. The Secretary shall submit each Chapter Publication to the Executive Director at the time it is distributed to the Chapter membership.

Section 1.6 Mail, Written and Electronic Transmissions

Unless otherwise specified as requiring surface mail, such as United States Postal mail or other ground carrier or paper ballot, the terms “mail” and “written transmission” may include electronic mail (email) or other forms of electronic transmission not directly involving the physical transmission of paper. The Board may utilize electronic services provided by APA for Chapters, such as online elections and membership polling.

Article 2 Members

Section 2.1 Eligibility

Members may join the APA-OK Chapter in one of the following ways:

1. All members of APA whose address of record is within the Chapter area shall automatically be Chapter members.
2. An APA member whose address of record is outside the Chapter area may also become a Chapter member upon notification to the National Office and upon payment of any applicable dues and assessments.
3. “Chapter Only” memberships shall also be available to those persons who are not members of APA. Persons who are interested in becoming “Chapter Only” members shall make application to the Secretary, and upon payment of the dues prescribed by the Board shall become “Chapter Only” members.
4. “Honorary Members” are those that the Board of Directors may confer a dues-free Honorary Membership upon. This can be any person inside or outside the APA-OK area who has made significant contributions to the furtherance of planning in Oklahoma.

Section 2.2 Termination and Reinstatement

Chapter membership will be terminated upon termination of APA membership. Chapter membership also may be terminated for failure to pay Chapter dues and assessments. Chapter memberships may be reinstated, subject to such conditions as may be established by the Chapter.

Article 3 Governance

Section 3.1 Structure

APA-OK has three (3) tiers of governance.

1. A Board of Directors (“the Board”) composed of:
 - President
 - Vice-President / President Elect
 - Secretary
 - Treasurer
 - Professional Development Officer
 - 5 At-large Directors
 - Immediate past-President
 - APA Student Chapter President (University of Oklahoma) or their representative
 - The head of RCPL department at the University of Oklahoma or their representative
 - A planning commissioner appointed by the Chapter President
 2. Appropriately established Committees including:
 - Standing Committees,
 - and Ad-hoc Committees
- and
3. All Chapter members

Article 4 Membership Meetings

Section 4.1 Annual Membership Meeting

There shall be an annual meeting of the Chapter membership at a time and place to be determined by the Board of Directors. The annual meeting shall be recorded by the continuing or retiring Secretary.

Section 4.2 Locations of Membership Meetings

The annual membership meeting and any other meetings of the Chapter membership shall be held at a location that is convenient and obvious such as at an annual Chapter conference or regional conference. Virtual meetings shall be permitted when circumstances require alternative means of conducting chapter business.

Section 4.3 Notice of Membership Meetings

4.3.1 Meeting Notices

The Secretary shall send notices of meetings to all members as follows:

1. Purpose, date, and general locale: at least 30 days prior to the date of the meeting.

2. Purpose, date, time, and place: at least 10 days prior to the date of the meeting. These details and information are typically available in the meeting agenda.

4.3.2 Emergency

The President may call a meeting of the members on shorter notice, in an emergency, with consent of the Board.

Section 4.4 Voting, Quorums, and Conducting Business

4.4.1 General

Except as provided in Article 7 Elections and Article 11 Amendment, membership and Board voting shall be governed by the following requirements:

1. Eligible to vote: all Chapter members
2. Membership Quorum: ten (10) percent of those eligible to vote
3. Membership Voting: approvals require a simple majority of those voting
4. Board of Directors Quorum: simple majority of occupied positions
5. Board of Directors Voting: approvals require a simple majority of occupied positions
6. The Chapter may utilize electronic mail, non-paper transmissions, and on-line voting options to accept petitions, propose issues, collect votes, and notify membership of voting results.

4.4.2 General Membership Votes

The Board may utilize paper mail, electronic email ballot, or APA's electronic on-line voting service to ascertain a Chapter position, elections, or other Chapter voting requirements. A request for a vote on any Chapter issue shall be undertaken on the Secretary's receipt of a petition signed by at least ten (10) Chapter members eligible to vote on the issue or at the direction of the Board.

For items that all Chapter members will be invited to vote on, the Secretary will send notice to the Chapter membership providing instructions and a deadline. The results of the vote shall be immediately shared with the membership and filed with the minutes of the next Board meeting.

Article 5 Board of Directors

Section 5.1 Composition

5.1.1 Board of Directors

The Board of Directors, or "the Board", shall be composed of both the Elected Officers and the non-Elected Members established in Section 3.1 Structure.

5.1.2 Elected Officers

The Elected Officers of the Chapter shall be:

President (see Section 4.2.2)	Treasurer
Vice-President / President Elect	Professional Development Officer (AICP required)
Secretary	5 At-large Directors

5.1.2.1 Requirements for Holding Elected Office.

Elected and appointed Board members must be members in good standing of APA and of APA-OK. The Professional Development Officer shall hold and maintain certification from AICP.

5.1.3 Non-Elected Board Members.

Non-Elected Board members must be members in good standing of APA and of APA-OK.

Appointed Board Members: Appointed Board Members include the following.

-) The president of the Student Chapter of APA at the University of Oklahoma or his/her representative.
-) The head of RCPL department at the University of Oklahoma or his/her designate.
-) A planning commissioner appointed by the Chapter President.

Ex-Officio Members: The immediate past-president shall serve as a voting ex-officio member of the Board.

Section 5.2 Terms of Office

5.2.1 Beginning of Term

The term of office of each elected Board member shall begin on January 1, of the year following election.

5.2.2 Length of Term

Board Member elections will be held according to the following schedule. All elected positions shall be two-year terms.

Odd Year Elections

President**
Vice-President/President Elect
Treasurer
At-large Position 2
At-large Position 3

Even Year Elections

Secretary
Professional Development Officer
At-large Position 1
At-large Position 4
At-large Position 5

The term of office for the Student Chapter President shall be as established by the student chapter. The term of office for the planning commissioner shall be as established by the President.

****President:** Should, for whatever reason, the office of President become vacant during the two-year term, the Vice-President/President Elect shall automatically assume the office of President. Should, for whatever reason, the office of Vice-President/President Elect be vacant, an interim Vice President (only) may be appointed under the provisions of 5.2.3. At the next election cycle, a new Vice-President/President Elect shall be elected for either a one-year term (filling out the current vacancy) or a standard two-year term.

5.2.3 Interim Vacancies

Elected Officers, other than President: The Board shall promptly nominate, vote, and appoint a consenting Chapter member to fill a vacant position on an interim basis.

The President may temporarily assign an existing Board member to carry out the duties of a vacant office. This assignment is on an emergency basis and only until such time as the Board can act to vote on an interim appointment.

The interim appointee shall fulfill the duties described herein for that office and may remain in the position until its next election cycle. The appointee is eligible for nomination in accordance with the election procedures in these Bylaws.

Should an ex-officio Board position become vacant, this position shall remain vacant until it is filled by a member meeting the qualifications of the office.

Section 5.3 Meetings

5.3.1 Board Meetings

The President or a majority of the Board shall call and hold at least two Board meetings each year for the purpose of conducting Chapter business.

Section 5.4 Duties

The general duties of the Board of Directors shall be:

- 5.4.1** Authorize or approve in writing contracts and expenditures in excess of \$500.
- 5.4.2** Appoint such staff as deemed necessary to assist in the carrying out of the affairs of the Chapter.
- 5.4.3** Put into effect decisions of the membership and the Board.
- 5.4.4** Monitor the progress, actions, and reports of committees.
- 5.4.5** Establish policies, formulate programs and provide guidance in carrying out the purposes of the Chapter, and in managing its finances;
- 5.4.6** Adopt an annual Chapter budget and determine therein the allocation of funds to be committees;
- 5.4.7** Establish procedures for processing applications for Chapter-only members;
- 5.4.8** Receive and consider resolutions, petitions and recommendations from the members of the Chapter;

- 5.4.9** Authorize the formation of sections, divisions or departments within the Chapter as recommended by the President;
- 5.4.10** Report to the membership on its actions;
- 5.4.11** Review and approve the annual work plan of each committee; and,
- 5.4.12** Perform such other duties as may be required by the Chapter Bylaws or APA Bylaws.
- 5.4.13** The Board may take a position on issues directly germane to the planning practice in Oklahoma. After a vote in accordance with these bylaws the Board's position will be recorded by the Secretary.

Article 6 Elected Officers

Section 6.1 Duties of Elected Officers

6.1.1 President

The President of the Chapter shall:

1. Call meetings of the Chapter and the Board and preside at these meetings.
2. Create, appoint, and discharge all Chapter committees, unless otherwise provided in these Bylaws.
3. Serve as a voting member of the Board.
4. Serve as, or assign a designee, a non-voting member of all committees.
5. Provide leadership in developing Chapter policies, in coordination with the Board.
6. Prepare an annual written report of Chapter activities to be presented to the Board at a meeting preceding the annual meeting of the Chapter and subsequently to the annual meeting of the Chapter for approval.
7. Represent the Chapter on the APA's Chapter Presidents Council.

6.1.2 Vice-President/President Elect

The Vice-President shall:

1. Actively assist the President in the guidance and coordination of committee activities.
2. Carry out other duties assigned by the President.
3. Act as President in the absence or incapacity of the President.
4. Serve as a member of the Board.
5. Assume the position of President upon the completion of the current president's term.

6.1.3 Secretary

The Secretary shall:

1. Support APA National as needed to maintain an accurate roster of Chapter members.
2. Provide nominating committee reports and ballots to the members, as provided in Article 8 Elections.
3. Notify Chapter members of membership meetings (see 4.3.1).
4. Prepare minutes of Chapter and Board meetings and submit minutes for approval by the appropriate body.

5. Notify members of the Board of meetings of that body.
6. Transmit to the Executive Director of APA the following:
 - a. A list of all Chapter officers and their addresses and telephone numbers within 30 days of their election.
 - b. The results of all Chapter voting on bylaws, bylaw amendments, elections, and policy and professional matters, and in so doing, specify the quorum and the number voting for each candidate or “aye” and “nay” on each issue.
 - c. At least one copy of each publication of the Chapter and of proposed bylaws or amendments, as required by the Bylaws of APA.
7. Serve as a member of the Board.

6.1.4 Treasurer

The Treasurer shall:

1. Receive Chapter funds, including all money for charges in connection with Chapter conferences.
2. Collect Chapter dues and assessments not collectible by the National office.
3. Disburse funds as authorized by the Board.
4. Keep accurate accounts, which shall be open to inspection by Chapter officers and which shall be submitted for an annual audit by the Audit Committee.
5. Be the custodian of all Chapter property.
6. Prepare for each meeting of the membership or the Board a written financial report, including a current balance and an income statement reflecting the preceding 12 months of Chapter operations.
7. Assist the President in preparing the annual budget, for review and approval by the Board.
8. Comply with APA, federal, and state financial reporting requirements.
9. Serve as a member of the Board.

6.1.5 Professional Development Officer

The PDO shall:

1. Promote membership in the American Institute of Certified Planners, the AICP Candidate program (AICP-C), the Fellows of the AICP (FAICP).
2. Implement APA Oklahoma programs to assist candidates in the preparation for the AICP exam certification process and FAICP designation.
3. Assist with the planning and development of APA Oklahoma professional development seminars and workshops.
4. Advocate strong support for the AICP Code of Ethics and Professional Conduct.
5. Maintain an ongoing relationship with the AICP Commission and the AICP office staff.
6. Hold and maintain certification from AICP.
7. Serve as a member of the Board.
8. Serve as the Chairperson of the Chapter Professional Development Committee.
9. Coordinate with the APA-OK Board to promote professional development opportunities for APA-OK members.

10. Act as a liaison between APA-OK, the national AICP Commission, AICP Office staff and PDOs from other APA Chapters.

6.1.6 Immediate Past President

The Immediate Past President shall:

1. Serve as a voting member of the Board.
2. Serve on various committees as appointed.
3. Perform such other duties as are customary to the office and at the discretion of the President.

Section 6.2 Removal from Office

A Board member may be removed from office by the Board members for one or more of the following reasons as determined by the Board and will be provided an opportunity to make an appeal and or defense to the Board in writing and in person for the Chapter record:

- 6.2.1** If the Board member is absent from three or more consecutive Board meetings.
- 6.2.2** If the Board determines that the Board member has acted in violation of the Chapter Bylaws, including failure to execute any required duty.
- 6.2.3** If the Board member is found guilty of a felony, the Board may remove the member from office immediately. The Board may choose to receive, or decline the member's appeal.
- 6.2.4** If a member of the Board is found guilty of a misdemeanor, so long as the Board member has an opportunity to defend themselves before the Board members.
- 6.2.5** If a member of the Board no longer meets the requirements to hold office (Sec. 5.1.2.1 Requirements for holding elected office.)

Article 7 Committees

Section 7.1 Standing Committees

The following standing committees of the Chapter shall be chaired by a member of the Board of Directors and include at least two other members of the Chapter. Committee meetings shall be called by the chairperson of the committee at such times and places as are needed to carry out the duties of the committee. Each committee shall develop an annual work plan to be submitted to the full Board for approval in conjunction with approval of the annual budget.

7.1.1 Educational Services

The duties of this committee include overseeing curriculum/program development for APA-OK Chapter conferences and workshops, developing and delivering citizen planner training, and other educational opportunities such as participating in conferences of allied and partner organizations and promoting planning in the communities we serve through educational programming and outreach.

7.1.2 Professional Development

The duties of this committee include promotion of AICP, helping members prepare for the AICP exam, and encouraging continued professional development among AICP members. The Chairperson of this committee shall be the Professional Development Officer. The Vice-President/President Elect shall serve on this Committee. All members of this committee must be members of AICP.

7.1.3 Awards

The duties of this committee shall include all activities related to the preparation for and execution of a Chapter awards program.

7.1.4 Legislative

This committee shall be responsible for monitoring legislation on the state and national levels, coordinating development of a Chapter position on planning related legislation, and developing legislation to be submitted for consideration.

7.1.5 Member Services

This committee is responsible for developing and maintaining an accurate list of members, providing a regular Chapter newsletter, developing and coordinating the functioning of a Chapter Resource Center, and other member programs as identified.

7.1.6 Nominating Committee

The Nominating Committee shall consist of at least three Chapter members, one of whom shall be a member of the Board. The Nominating Committee shall be appointed by the President with the advice and consent of the Board by June 1 of each year, and at least 120 days before the annual meeting.

7.1.7 Audit Committee

The Audit Committee shall consist of three members, none of whom shall be a member of the Board; shall be appointed by the President not later than December 15; shall audit the accounts of the Treasurer as of the close of the books on December 31; shall report thereon to the Board at its first meeting after January 1; and shall publish a summary of the audit report in the first Chapter Publication, newsletter, or chapter electronic communication after January 1.

7.1.8 Equity, Diversity, and Inclusion (EDI) Committee

The EDI Committee will be responsible for developing and implementing an Equality, Diversity and Inclusion strategy consistent with APA's workplan. Specifically the DEI Committee shall work to ensure that equity is the foundation of all efforts; raise awareness; and provide personal and professional support to APA-OK Members.

Section 7.2 Ad Hoc Committees

The President may establish ad hoc committees as may be necessary to carry out the business of the Chapter.

Article 8 Elections

Section 8.1 Schedule of Nominations, Balloting and Voting

8.1.1 Annual Elections

The Chapter election cycle and dates will follow that of the National organization's Bylaws.

8.1.2 On-Line Voting

APA has available to APA Chapters on-line voting for officers and other issues requiring Chapter member voting. The Board may use this option for any Chapter election. The nomination process, including notice and voting criteria, shall be in compliance with APA's on-line voting requirements. When the Chapter uses on-line elections, the Secretary will use the postal service to mail hard copies of the Call for Nominations and the Annual Elections Ballot to those members on the APA membership list without email addresses. The Secretary will tally the postal mail votes and add to the on-line votes. When the Chapter uses APA National for elections, the national process shall be followed.

8.1.3 General Guidelines

When the Chapter does not use APA National for elections, the following shall apply:

-) A Call for Nominations will be distributed to the membership no later than August 15 and remain open for no less than two (2) weeks.
-) The Annual Elections Ballot will be distributed to the membership no later than 30 days prior to the Annual Meeting. The ballot will be open for no less than two (2) weeks.
-) Annual Election Results are communicated at the Annual Meeting and via email and/or postal mail to APA-OK members.

Section 8.2 Balloting and Counting

8.2.1 General

This Section applies to Chapter elections not using APA National resources. The Elected Officers of the Chapter shall be elected by secret ballots. An ad-hoc Teller Committee shall be appointed according to Section 7.2.

8.2.2 Two or More Candidates for an Office

When there are two candidates for an office, election shall be by majority vote. In the event of a tie, the winner will be determined by a flip of the coin conducted by one member of the Board and one member of the Nominating Committee who shall communicate in writing to the Secretary the determined winner.

8.2.3 Announcement of Results

The Secretary shall announce the results of the election at the annual meeting and notify Chapter members.

8.2.4 Changes in Election Schedule

If, because of unforeseen circumstances, the Board finds that in a given instance the election schedule or guidelines set forth in this Article cannot be followed, the Committee may amend the schedule for that instance, and that said change shall be approved by a two-thirds vote of the Board based on offices occupied at the time of the vote, and that the membership shall be notified of the process to be used.

Article 9 Finances

Section 9.1 Fiscal Year

The Chapter's fiscal year shall be the period January 1 – December 31.

Section 9.2 Budget

The Board of Directors shall prepare, review, and adopt or modify and adopt, prior to the beginning of each fiscal year, a fiscal-year budget setting for the objectives for which funds of the Chapter may be expended and the amount authorized to be expended for each such objective. The budget may be modified from time to time by a majority vote of the Board. The original budget and any subsequent modifications shall, after adoption, be published in the next edition of any Chapter publication or other Chapter mailing or chapter electronic communication.

Section 9.3 Disbursements

No disbursement shall be made that is not supported by a vendor's invoice, receipt, or other adequate documentation.

Signatories on an account may not reimburse themselves for approved expenses.

Section 9.4 Audit

Annual audits shall be as provided by Article 7 Committees, Audit Committee.

Article 10 Chapter Sections

Section 10.1 Establishment of Chapter Sections

A Chapter Section shall be recognized by the Board upon petition of a majority of the Chapter's members, as defined in Article 2, whose address of record is in the area proposed to be served by such section.

Section 10.2 Chapter Section Membership

Each Chapter member whose address of record is in the area served by a section shall be a member of that section, unless he by letter informs the Secretary and the directors of both sections concerned that he elects to be a member of another section in the Chapter area. A Chapter member whose address of record is not in an area served by any section may become a member of a section by filing a written request to that effect with the Secretary and the director of the section.

Section 10.3 Section Bylaws

Section bylaws shall comply with APA Bylaws and Chapter Bylaws and shall be approved by the Board. Section bylaws shall include the name of the section, a description of the area served by the section, and a statement of Chapter functions to be performed by the section.

Article 11 Chapter Associations

This Chapter may, through its Board of Directors, elect to join with one or more other APA chapters in the establishment of chapter associations for furthering the goals and aims of APA's such professional activities as may be stated in the association bylaws. In electing to become a member of a chapter association, the Chapter shall be bound by the bylaws of said association until such time as the Chapter may by vote of its Board of Directors decide to dissolve its relationship with said association. The President of the Chapter shall serve as the Chapter's representative in each such association unless the Board votes to designate another of its members to so serve. Both the joining and the dissolving of relationships with such association shall be subject to approval by the membership of the Chapter.

Article 12 Amendments

Amendments to these Bylaws may be proposed by the Board of Directors or by a petition signed by five percent of the Chapter membership. The membership may amend these Bylaws

by a simple majority affirmative vote as defined by Article 4.4.1.3. A bylaw amendment may also be adopted by a simple majority affirmative vote of the Chapter members present at an annual or special meeting, provided that the amendment is published in a publication of the Chapter membership or placed on the APA-OK website with a follow-up email sent to members with active email addresses at least one month prior to the meeting; the notice of the meeting must state that among its purposes is the consideration of the proposed amendment; and that a quorum (being ten (10) percent of those eligible to vote) is present at the meeting at the time of the vote on the amendment.

Article 13 Dissolution

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization/s organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall be at the time qualify as an exempt organization/s under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization/s, as said Court shall determine, which are organized and operated exclusively for such purposes.