

BYLAWS

MONTANA ASSOCIATION OF PLANNERS

(Amended 1985; March 1988; August 1991; October 1991; September 1995; November 2001; February 2002; May 2012; May 2022)

ARTICLE I. IDENTIFICATION

The name of the corporation is MONTANA ASSOCIATION OF PLANNERS, A CHAPTER OF THE AMERICAN PLANNING ASSOCIATION, herein after called the "Chapter." The name may appear as APA Montana as deemed necessary. The jurisdiction served by the Chapter is the State of Montana

ARTICLE II. STATEMENT OF PURPOSE

The purpose of the Montana Association of Planners is to advocate excellence in planning that creates and sustains diverse, active and engaged communities, economies and landscapes. We strive to achieve this by:

- *Empowering a diverse membership,*
- *Providing professional development opportunities, and*
- *Putting planning knowledge into the hands of citizens and elected officials.*

ARTICLE III. OFFICES

The principal office of the Chapter shall be located at the offices of the current president of the Chapter. The Chapter may have such other offices, either within or without the State of Montana, as the Directors may determine from time to time.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

An APA member whose address of record is within the Chapter's jurisdiction shall be a Chapter member. An APA member whose address of record is outside the Chapter jurisdiction may also become a Chapter member upon payment of Chapter dues to APA or to the Montana Association of Planners as a Chapter-Only Member.

Section 2. Chapter-Only Membership

A person who is not a member of APA may become a Chapter-Only member upon payment of Chapter application dues and assessments as established by the Chapter. Chapter-Only members are entitled to vote in Chapter elections and ballot measures. A Chapter-Only member may run for an elected office but must become a full APA member if elected prior to their first Board meeting.

Section 3. Rights of Membership

Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the members.
Any member may serve on a committee of the Chapter.

Section 4. Termination of Membership

Membership in the Chapter may be terminated due to a termination of APA membership, failure to pay Chapter dues, a conduct termination, or when a member's record of address changes to out-of-state. Members may

continue Chapter membership upon payment of Chapter dues to APA or to APA Montana as a Chapter-Only member.

The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, or terminate the membership of any member who becomes ineligible for membership.

Section 5. Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement

On written request signed by a former member and filed with the Secretary, the Board of Directors by affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership

Membership in this Chapter is not transferable or assignable.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the Chapter shall be held on such date and at such place as the Board of Directors shall designate.

Section 2. Special Meeting

Special meetings of the members may be called by the President, the Board of Directors, or by a v o t e o f a majority of the members, at a place designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the Chapter in the State of Montana.

Section 3. Notice of Meeting

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered to each member either personally, by mail, by email or via a widely accepted means of electronic communication, to each member entitled to vote at each meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by those Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Chapter, with postage thereon paid. If notice is sent electronically, the notice of a meeting shall be deemed to be delivered when sent to a valid email address or other valid means of electronic receipt.

Section 4. Quorum

A majority of voting members shall constitute a quorum.

Section 5. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney in fact. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

Section 6. Voting by Mail

Any action for which a vote of membership is required or desired, may be conducted by mail, email or other widely accepted means of electronic communication or electronically in such manner as the Board of Directors may determine.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Chapter shall be managed by its Board of Directors. Directors must be residents of the State of Montana and must be members of the Chapter.

Section 2. Number, Tenure and Qualifications.

The Board of Directors shall be composed of twelve (12) members elected from the general membership. Each Director shall serve a two (2) year term from July 1 to June 30 of each year, with six (6) Directors elected during odd numbered years and the remaining six (6) during even numbered years. At the expiration of any term, any Director may be re-elected.

Section 3. Regular Meetings.

A regular meeting of the Board of Directors shall be held without any other notice than by this Bylaw on the same date, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Chapter in the absence of any designation of place or resolution.

The President shall preside at each Board meeting, or in his or her absence, the Vice President shall preside. If both the President and Vice President are absent, the Board, by a majority of those present, shall elect one Director to preside over the meeting.

Roberts Rules of Orders shall be followed at all meetings.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Board, and shall be held at the principal office of the Chapter or at such other place as the Directors may determine. Under special circumstances involving urgency or safety considerations associated with travel to the meeting, business may be conducted by a quorum of the Board linked by telephone, visual conferencing media, email or other widely accepted means of electronic communication. In such cases, as with all meetings of the Board, meeting minutes shall be prepared by the Secretary and be subject to approval by the Board at the next regular meeting.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, email or other widely accepted means of electronic communication to each Director at his/her address as shown by the records of the Chapter. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Any Director may waive notice of any meeting.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Video, telephone, or computer conferencing with a majority of Directors participating may be used to satisfy the quorum requirements. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors.

A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office and shall be subject to the approval of a majority vote of the Board of Directors.

Section 9. Compensation

The Board of Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any member of the Board of Directors from serving the Chapter in any other capacity and receiving compensation therefore.

Section 10. Conflicts of Interest

When the Board shall solicit the compensable services of an outside organization or firm, Board members will abstain if there is a real or perceived conflict of interest on all voting matters as required by the APA "Ethical Principles in Planning" as well as any applicable State of Montana Code of Conduct and Conflict of Interest policies.

ARTICLE VII. ELECTIONS

Section 1. Nominations

The Board of Directors and the general membership shall nominate candidates to the Board of Directors. The President will call for nominations from the general membership.

Section 2. Balloting

Election shall be conducted by electronic ballot sent or delivered to all members at least fifteen (15) days prior to the date upon which the Election Committee shall designate for the receipt of all ballots. The Election shall be completed prior to July 1.

Section 3. Other Procedures

The Board of Directors may establish other election procedures.

ARTICLE VIII. OFFICERS

Section 1. President

The President will be elected annually by the Board of Directors at the first regular in-person Board of Directors meeting after the annual elections and as close to July 1 as possible.

Section 2. Vice President

The Vice President will be elected annually by the Board of Directors at the first regular in-person Board of Directors meeting after the annual elections and as close to July 1 as possible. The Vice President shall preside over any Board of Directors meeting in the absence of the President.

Section 3. Secretary and Treasurer

The Secretary and the Treasurer shall be two separate offices. Both the Secretary and Treasurer shall be appointed by the President from the membership of the Board of Directors.

Section 4. Vacancies

Any vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Removal

Any officer or Director, elected or appointed, may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interests of the Chapter would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer or Director so removed.

Section 6. Powers and Duties

The several officers shall have such other powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Chapter.

Section 7. Terms of Office

President and Vice President shall begin their duties from the date of election and continue in office until new officers are elected the following year. The Secretary and Treasurer shall serve during the term of the President. If an officer's term expires after the date their term on the Board of Directors expires, the office shall be filled per Section 4, "Vacancies."

ARTICLE IX. COMMITTEES

Section 1. Committees of Directors

- A) The Board of Directors shall maintain a Standing Legislative Committee and other Committees as deemed necessary. The Board of Directors shall, at their discretion, appoint the members of the Standing Committees from the general membership. Whenever possible, each committee shall have no fewer than three (3) persons, including at least one Director.
- B) The Board of Directors, by resolution adopted by a majority of its members may establish one or more special committees. Each of these special committees shall consist of one or more Directors, which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Chapter; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed on it or him/her by law. Unless otherwise specified in these Bylaws, Committee appointments shall be made in July of each year.
- C) Any vacancy occurring in the Committees by death, resignation, withdrawal from membership or otherwise shall be filled by a majority vote of all the remaining members of the committee. Any person so elected shall serve for the remainder of the term of his/her predecessor.
- D) The committee, when formed, shall organize itself, shall elect from its members a Chairman and a Secretary, and shall perform the functions and discharge the duties as are given to the committee elsewhere in these Bylaws, or by resolution of the Board of Directors, or by resolution of the members.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or may be confined to specific instance.

Section 2. Checks, Drafts or Orders

All checks, drafts, or orders for the payment of money, notes, or other evidences or indebtedness issued by the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Chapter.

Section 3. Deposits

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for any purpose of the Chapter.

ARTICLE XI. BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the Membership Committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII. FISCAL YEAR

The Chapter's fiscal year shall begin on the first day of July of each year and end on the thirtieth day of June in each year.

ARTICLE XIII. DUES

Section 1. Annual Dues

The Board of Directors shall determine by a majority vote the amount of initiation fee, if any, and annual dues payable to the Chapter by members of each class, and shall give appropriate notice to the members.

Section 2. Payment of Dues

Dues shall be payable in advance via APA membership initiation or renewal.

Section 3. Default and Termination of Membership

When any member of any class is in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors as provided hereinabove.

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the MONTANA NONPROFIT CORPORATION ACT or under the provisions of the Articles of Incorporation or by the Bylaws of the Chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two-thirds (2/3) of the Directors.