

BYLAWS
OF THE COLORADO CHAPTER
OF THE
AMERICAN PLANNING ASSOCIATION



American Planning Association
Colorado Chapter

Creating Great Communities for All

ADOPTED AUGUST 2019

Pending Adoption of Revisions 2022

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ARTICLE I. GENERAL

ARTICLE I.1 Name and Jurisdiction.

The name of this organization shall be the Colorado Chapter of the American Planning Association and is referred to in these bylaws as the “Chapter.” The name may appear as APA Colorado as deemed necessary. The jurisdiction served by the Chapter is the State of Colorado.

ARTICLE I.2 Purpose and Mission.

The purpose of this Chapter shall be to facilitate the individual participation of members in the affairs of the American Planning Association and to further the purposes of the American Planning Association in the State of Colorado.

The mission of the Chapter is to provide leadership in the development of resilient, inclusive, sustainable, and equitable communities by advocating for excellence in planning and public policy, promoting professional development, and providing education and citizen empowerment for those who are working to protect and enhance the natural and built environment.

ARTICLE I.3 Nonprofit Nature.

The Colorado Chapter of the American Planning Association is a nonprofit 501(c)(3) corporation. The Chapter’s activities will be limited to the purposes set out in section 501(c)(3) of the Internal Revenue Code and it will not engage in political or legislative activities prohibited under section 501(c)(3). The Chapter may pay reasonable compensation for services rendered and may make payments and/or distributions in furtherance of Chapter purposes. Upon dissolution, all assets shall be distributed to the American Planning Association.

ARTICLE I.3.A Staff.

The Board may employ staff whose compensation, term, and conditions of employment shall be specified by the Board. Staff may provide administrative functions including, but not limited to, management of consultants or Chapter projects, maintaining membership lists/records, providing notice of meetings and agendas, taking minutes of meetings, basic accounting and liaison with auditors or bookkeepers, communication to members, and posting information to the web page, including maintaining the transparency requirements as outlined in [Article IV.6](#), [IX.2](#), and [XI.2](#). Additional duties include coordination of logistics for State conferences, training sessions, and assisting Area Representatives with local events, and all references to duties of the Chapter Administrator within these bylaws.

ARTICLE I.4 Equity and Diversity.

The Colorado Chapter of the American Planning Association is committed to our own equity journey, the diversity of our membership and the broader community as change agents that contribute to an inclusive and equitable Colorado that champions our rich diversity.

ARTICLE II. DEFINITIONS

ARTICLE II.1 APA.

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 “APA.”

ARTICLE II.2 AICP.

The American Institute of Certified Planners is the independent professional organization that recognizes members of the planning profession who have met the requirements for certification. It is referred to in these bylaws as “AICP.”

ARTICLE II.3 Area.

The term “Area” shall refer to the geographic sections in the Chapter identified in [Appendix 2](#) of these bylaws.

ARTICLE II.4 Board Meeting.

The term “Board Meeting” as used in these bylaws refers to any meeting of the Chapter Board.

ARTICLE II.5 Board Members.

The term “Board Member” refers to any of the elected, appointed voting board members and the appointed non-voting Board members, as outlined in [Article V](#), [Article VI](#), [Article VI](#) and [Article VIII](#).

ARTICLE II.6 Chapter.

The term “Chapter” shall refer to Colorado Chapter of the American Planning Association.

ARTICLE II.7 Chapter Administrator.

The term “Chapter Administrator” as used in these bylaws refers to the duly appointed Chapter Administrator.

ARTICLE II.8 Chapter Board.

The term “Chapter Board,” shall refer to the entirety of voting Board members and non-voting Board members, as outlined in [Article V](#), [Article VI](#), [Article VI](#) and [Article VIII](#). It may be referred to in these bylaws as “the Board.”

ARTICLE II.9 Chapter Bylaws.

The term “Chapter Bylaws” shall refer to the bylaws adopted by the Chapter in 2020 and revised from time to time.

ARTICLE II.10 Chapter Officers.

The term “Chapter Officers” or “Officers” shall refer to any Board Member who holds an elected (rather than appointed) position.

ARTICLE II.11 Chapter-Only Members.

The term “Chapter-Only Members” shall refer to a person who has paid the Chapter-Only dues and who is not a member of APA.

ARTICLE II.12 Executive Committee.

The term “Executive Committee” shall refer to the elected officers as outlined in [Article V](#). It may be referred to in these Bylaws as “the Executive Committee.”

ARTICLE II.132 Member’s Address of Record.

A member’s “address of record” shall be the address furnished by the member to the Chapter or APA or obtained from a reasonably reliable source. A member’s “address of record” shall be used by the Chapter to determine the member’s Area for Chapter voting and representation purposes.

ARTICLE II.143 Publication of the Chapter.

A “publication of the Chapter” shall mean any publication of the Chapter that is mailed to all Chapter members at their current address of record, without special charge, or e-mailed, or made available on the Chapter web page.

ARTICLE III. MEMBERSHIP

ARTICLE III.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 APA Colorado as a Chapter-Only Member.

ARTICLE III.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.

ARTICLE III.3 Termination.

Membership in the Chapter may be terminated due to a termination of APA membership, failure to pay Chapter dues, a conduct termination as outlined in [Article III.3.A](#), 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 Colorado as a Chapter-Only Member.

ARTICLE III.3.A Conduct Termination.

The Colorado Chapter of the American Planning Association in all matters related to employees, board members, general membership, committee and task force members or volunteers is guided by a set of principles outlined in our Board Manual, Employee Handbook, and Mission Statement ([Article I.2](#)). The Colorado Chapter of the American Planning Association embraces values, policies, and practices that ensure that all people are represented and treated fairly in the work of our mission, places of work, and delivery of service, without regard to race/ethnicity, national origin, age, physical or mental disability, sexual orientation, gender, gender identity, socioeconomic status, geography, citizen status, genetic predisposition, marital status, or religion. When accusations of inequity arise, including harassment based on any of these characteristics, whether verbal, physical, or any other, the Colorado Chapter of the American Planning Association is committed to taking corrective action against such inequities within our policies, systems, programs, affiliations, and services. Such corrective action may include discontinuing relations with or taking disciplinary action against anyone found to have violated this bylaw, whether employee, contractor, board member, volunteer, customer, member, vendor, or other.

When membership is terminated as a decision of the APA AICP Ethics Officer, Chapter membership may automatically be terminated.

For AICP and non-AICP members, a recommendation to terminate Chapter membership based on any harassment or misconduct may be brought to a vote of the Board.

ARTICLE IV. CHAPTER BOARD

ARTICLE IV.1 Composition

The Chapter Board is composed of elected officers, appointed voting members, and appointed non-voting members. A Board position may be created or dissolved by a 2/3 majority of the Board or an initiative of at least 1/2 of the Chapter members.

Article IV.2 Board Member Duties

The duties of all members of the Board include supporting the Chapter to satisfy all of the mandatory and at least the minimum number of the elective [Chapter Performance Criteria](#) as most currently adopted by the American Planning Association, including establishment of a 5-year development plan, one-year action plan, annual budget, and awards program.

All Board Members-Elect shall be requested to attend any remaining Board meetings from the time of their election through the beginning of their term.

Duties may be devolved to Committees or specific positions on the Board as outlined in these bylaws but are ultimately the responsibility of the Board as a whole.

Article IV.3 Board Member Terms.

No Chapter member shall be eligible to serve more than three consecutive terms in the same Board position, with the exception of the Legislative Committee Chair and the Professional Development Officer. The three-term limit shall not include the first term of a Board member whose initial placement was to fill a vacated position due to resignation or removal.

Article IV.4 Board Member Resignation or Removal.

If an officer, other than the President, is removed, resigns, or dies while in office, the President shall appoint a replacement, subject to ratification by a majority vote of the Board to fulfill the remainder of the board member's term. Presidential succession is outlined in [ARTICLE VI.4.A.3 Succession](#).

Any Chapter Board Member shall be removed from office if the officer has had three consecutive unexcused absences from Chapter Board meetings or for non-performance of duties as specified in these Bylaws as determined by the Chapter Board.

The Chapter Administrator shall provide written notice to the officer stating the submission of grounds and establishing a date and time for the officer to provide a response to allegations. Should the officer respond, the officer may present argument to the Chapter Board at the next scheduled meeting. The Chapter Board may choose to reinstate the officer after review of the officer's response with a 2/3 vote of the quorum of the Chapter Board members in attendance. If no response is received, the officer shall be considered terminated.

Article IV.5 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 the [State of Colorado's Code of Conduct and Conflict of Interest policies](#).

Article IV.6 Transparency.

A current list of all Board positions as outlined in [Article V](#), [Article VI](#), [Article VI](#) and [Article VIII](#), a summary of their duties, and their current occupant's contact information shall be made publicly available on the Chapter's website and will be maintained by the Chapter Administrator.

Article IV.7 Budget.

The organization's fiscal year shall be from January 1 to December 31.

The annual budget shall be prepared by the Treasurer with the support of the Executive Committee and in accordance with all applicable guidance from State statute and APA, including the [Chapter Performance Criteria](#) as most currently adopted by the American Planning Association.

The annual budget shall support the achievement of the Chapter's 5-year Development Plan and One Year Action Plan.

The annual budget shall be subject to review and adoption by the Board. The budget may be amended from time to time by a majority vote of the Board.

The Chapter Administrator shall maintain a log of all budget amendments including the date each amendment was approved. The adopted budget and any subsequent amendments thereto shall be made available on the Chapter Website following adoption.

ARTICLE V. EXECUTIVE COMMITTEE

ARTICLE V.1 Composition

There shall be an Executive Committee consisting of the President, President-Elect or Past President, Vice President of External Affairs, Vice President of Communications, Treasurer, Professional Development Officer, and Legislative Affairs Representative. The President with the concurrence of the Board can add ex-officio, non-voting members to the Executive Committee for purposes of its deliberations.

ARTICLE V.2 Committee Duties

The Executive Committee of the Chapter shall: a) Exercise the powers and duties of the Chapter Board between Board meetings; b) Adopt and disseminate Chapter Policy when the timely adoption of such policy is in the best interest of the Chapter and when the Board cannot meet or obtain a quorum at a meeting; c) Serve as an advisory committee to the Chapter Board, providing advice and consent on all Chapter policy and budgetary matters; d) Create, appoint, and discharge standing and Ad Hoc committees and nonvoting positions on the Chapter Board upon ratification by the Board; e) Confirm or reject nominee(s) or request that the full Board vote to confirm or reject the Presidential appointment nominee(s); f) Prepare the annual budget for ratification by the Board and authorize expenditures consistent with the Chapter's budget and One Year Action Plan; g) Report to the Board all business which it has considered or acted upon between Board meetings; and h) Provide general oversight of the Chapter Administrator.

ARTICLE V.3 Frequency of Meetings

Meetings of the Executive Committee shall be called by the President. There will be at least six (6) meetings of the Executive Committee each calendar year. Three of those meetings shall be in conjunction with meetings of the Chapter Board. Official meetings and business may be conducted virtually.

ARTICLE V.4 Quorum

To officially conduct business, a majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VI. CHAPTER OFFICERS

ARTICLE VI.1 Officer Positions.

The Officers of the Chapter Board shall include the President, President Elect, Past President, Vice President of External Affairs, Vice President of Communications, Treasurer, and Area Representatives.

ARTICLE VI.2 Qualifications.

All Chapter Officers shall be Regular Members in good standing of the APA and Chapter.

To be eligible to run for the position of President-elect, the candidate shall have at a minimum served one two-year term as a member of the Board as of the effective date of taking office as President, unless otherwise determined by the Board. Leadership of APA Colorado is earned by service to APA Colorado.

Candidates for Area Representative shall be limited to Chapter members whose address of record are within the Area to be represented.

Any Chapter member who is on the APA Board, AICP Commission, Chapter Presidents Council Executive Committee or Divisions Council may serve as an ex-officio non-voting member of the Board, upon their written request to serve in such capacity.

ARTICLE VI.3 Election of Officers.

The Chapter's election cycle and dates will follow that of the American Planning Association's.

ARTICLE VI.3.A Nomination Committee.

The President shall appoint a Nominating Committee composed of at least three (3) Chapter members. The Nominating Committee shall include at least one person who is a member of the Board and one who has not previously served on the Board. The Nominating Committee shall take into consideration the desirability of nominating candidates for office who will be representative of the entire jurisdiction of the Chapter, as well as support the Chapter's commitment to diversity and inclusion.

ARTICLE VI.3.B Nomination Process.

In coordination with APA's election cycle, the President shall appoint a Nominating Committee. The Nominating Committee shall issue a call for nominations to all members of the Chapter and actively recruit candidates as needed. The Nominating Committee shall submit a report of its final selection of nominees to the Chapter Board with at least two (2) eligible nominees for each available position, if possible. If an incumbent is running for office, the Committee is not required to recruit candidates if no other nominations have been submitted.

Any Chapter member eligible to hold office interested in serving on the Board in the available positions shall submit a letter of interest to the Nominating Committee. The Nominating Committee will include the interested person(s) and their letter of interest in the list of eligible candidates for final selection of nominees. The final ballot of nominees shall be approved by the Board before submission of said ballot to APA.

ARTICLE VI.3.C Election Process.

The American Planning Association will distribute electronic ballots and tally results of elections on the Chapter's behalf. Officers shall be elected by the affirmative vote of a majority of those Chapter members actually voting. The results of the election shall be posted on the Chapter website. Elected candidates shall officially take office on January 1, following the election.

In the case of a tie vote, members of the Board shall vote to break the tie.

Eligible voters for a candidate for Area Representative shall be limited to Chapter members whose address of record are within the Area represented.

ARTICLE VI.4 Terms and Duties.

The terms for the President-Elect and Vice President of External Affairs shall begin on January 1 of even-numbered years. The terms for the Treasurer and Vice President of Communications shall begin January 1 of odd-numbered years. The terms for Area Representatives shall begin on January 1 of even- or odd-numbered years as defined in [Appendix 2](#).

The duties of the Officers shall be as outlined below; additional duties are included in [Article IV.2](#), and duties beyond what are listed below may also be assigned by the President.

ARTICLE VI.4.A President

ARTICLE VI.4.A.1 Term.

The term for the President shall be two years following the one-year term as President-elect.

ARTICLE VI.4.A.2 Duties.

The President shall: (a) lead the Chapter and Chapter Board to carry out the Chapter mission; (b) oversee Chapter Board activities; (c) provide liaison to APA and represent the Chapter on the Chapter Presidents Council; (d) prepare an Annual Report for the Board and Chapter; (e) appoint Board Members per these bylaws; and (f) create, appoint and discharge all Chapter committees including designating their chairs unless otherwise provided in these bylaws.

ARTICLE VI.4.A.3 Succession.

In the event of the absence or incapacity of the President, the order of succession is as follows: Past President, President-Elect, Vice President of External Affairs, Vice President of Communications, and finally Treasurer.

ARTICLE VI.4.B Past President and/or President Elect.

ARTICLE VI.4.B.1 Term.

The term for the President-elect and Past President shall be one year immediately preceding and following the term as President, respectively.

ARTICLE VI.4.B.2 Duties.

The Past President and President-Elect shall: (a) act as coordinator and liaison between the Board and Committees, including maintaining a current list of committees and committee chairs (Attachment 2), and ensuring committee reports are prepared annually for inclusion in the Chapter's Annual Report; (b) prepare or update the Chapter Strategic Plan, inclusive of the 5-Year Development Plan and Annual Action Plan, according to the [Chapter Performance Criteria](#) as most currently adopted by the American Planning Association; and (c) perform other duties as assigned by the President.

If these positions are vacant, the duties fall to the President.

ARTICLE VI.4.C Vice President of External Affairs.

ARTICLE VI.4.C.1 Term.

The term for the Vice President of External Affairs shall be two years.

ARTICLE VI.4.C.2 Duties.

The Vice President of External Affairs shall: (a) act as coordinator and liaison in the area of public relations for the Board and Chapter, including with other related professional organizations to engender cooperation and benefit the Chapter; (b) oversee Chapter awards program(s), including the Great Places in Colorado program, the Great Places in America program, Chapter Community Planning Month activities to further the professional purpose of the Chapter; and (c) co-chair the Outreach and Communications Committee.

ARTICLE VI.4.D Vice President of Communications.

ARTICLE VI.4.D.1 Term.

The term for the Vice President of Communication shall be two years.

ARTICLE VI.4.D.2 Duties.

The Vice President of Communications shall: (a) update and execute Board policy with respect to requests for use of email, website or membership lists for communications from outside the organization; (b) coordinate the Chapter website with APA; (c) serve as

editor and publisher of Chapter news and announcements in all media forms; and (d) co-chair the Outreach and Communications Committee.

ARTICLE VI.4.E Treasurer.

ARTICLE VI.4.E.1 Term.

The term for the Treasurer shall be two years.

ARTICLE VI.4.E.2 Duties.

The Treasurer shall: (a) be responsible for maintaining all financial documents of the Chapter; (b) prepare the Budget, described in [Article IV.7](#); and (c) provide quarterly/annual financial reports to the Board.

ARTICLE VI.4.F Area Representatives.

An Area Representative shall be elected to represent and serve Chapter members in each Area defined in [Appendix 2](#). The Area Boundaries may be revised from time to time; however, at least two consecutive Chapter Board meetings shall be required to enact such a motion. The first meeting shall be for the making of the motion and the findings and rationale for the Area Boundary change. The second meeting shall be for the consideration of any comments received by the membership, with a 2/3 vote of the Chapter Board required to sustain the motion.

ARTICLE VI.4.F.1 Term.

Area Representatives shall be elected for a term of two years. The term shall begin January 1 of odd-numbered years for a portion of the Area Representatives and the term shall begin on January 1 of even-numbered years for the remaining Area Representatives, as defined in [Appendix 2](#).

ARTICLE VI.4.F.2 Duties.

The Area Representatives shall: (a) act as liaison between members of the area and the Board and represent those interests and concerns; (b) coordinate and promote formal and informal meetings of the Chapter area members from their Area related to APA, the Chapter, or other planning activities; (c) administer at least two (2) member-area events each year; and (d) be responsible for assisting the President with implementing Chapter programs for their area.

ARTICLE VII. APPOINTED VOTING BOARD POSITIONS

ARTICLE VII.1 Appointed Voting Board Positions.

The Appointed Voting Board Positions include the Professional Development Officer (PDO), the Legislative Affairs Representative (LAR), the Public Official Representative (POR), the Planning Faculty

Representative (PFR), and the Emerging Planning Professional Representative (EPP) who each have one vote on matters before the Board.

ARTICLE VII.2 Qualifications.

All members holding appointed positions shall be required to be members of the American Planning Association.

ARTICLE VII.3 Appointment Process.

The President shall be responsible for appointing all Appointed Voting Board members within one month of taking office. The appointment shall be ratified by a majority vote of the Board.

ARTICLE VII.4 Terms, Eligibility and Duties.

All Appointed Voting Board members shall serve two-year appointments concurrent with the President.

The eligibility and duties of Appointed Voting Board positions shall be as outlined below; additional duties are included in [Article IV.2](#), and duties beyond what are listed below may also be assigned by the President.

ARTICLE VII.4.A Professional Development Officer.

The Professional Development Officer (PDO) shall be a member of AICP and shall: (a) chair the Professional Development Committee; (b) develop and maintain a continuing professional education program; (c) oversee the scholarships program; and (d) advise and counsel prospective members of AICP as to qualification, purpose, and programs of AICP.

ARTICLE VII.4.B Legislative Affairs Representative.

The Legislative Affairs Representative, in coordination with the President, shall: (a) chair or co-chair the Legislative Committee; (b) appoint members of the Legislative Committee; (c) develop and submit for majority Board approval the Chapter Legislative Priorities prior to the beginning of the Colorado Legislature annual session; and (d) manage any Chapter legislative liaisons to ensure high-quality deliverables and responsiveness to Chapter initiatives and requests, as well as approve consultant invoices prior to submission for payment to the Chapter Administrator or Treasurer.

ARTICLE VII.4.C Public Official Representative.

The Public Official Representative shall be an elected or appointed public official whose duties involve planning issues and shall: (a) advise the Board on the interests, concerns, and desirable Chapter services of appointed and elected public officials; and (b) promote an understanding of the planning profession and membership in the Chapter among public officials.

ARTICLE VII.4.D Planning Faculty Representative.

The Planning Faculty Representative shall be a professor of planning on staff at an institute of higher learning in Colorado and shall: (a) advise the Board on the interests, concerns, and

desirable Chapter services of planning programs and faculty within Colorado institutions of higher learning; and (b) promote the organization to these institutions and encourage jointly-sponsored programs between the institutions and the Chapter.

ARTICLE VII.4.E Emerging Planning Professional Representative.

The Emerging Planning Professional Representative (EPP) shall be the elected representative of EPP Committee and shall: (a) advise the Board on the interests and concerns of EPP; (b) advise the Board on desirable services to young professionals; and (c) coordinate programs jointly sponsored by EPP and the Chapter. In the event that the Emerging Planning Professional Committee is disbanded or is non-existent, the EPP Representative shall be appointed by the President subject to [Article VII.3](#) and [Article VII.4](#).

ARTICLE VIII. APPOINTED NON-VOTING BOARD POSITIONS

ARTICLE VIII.1 Appointed Non-Voting Board Positions.

The Appointed Non-Voting Board Positions include the designated committee chairs, the Student Representative, and the Allied Organization Representative(s). These positions shall be appointed by the President and ratified by a majority vote of the Executive Committee. These positions are not required positions of the Chapter Board.

ARTICLE VIII.2 Qualifications.

All members holding appointed positions shall be required to be members of the American Planning Association.

The Committee Representative shall be the committee chair and a member in good standing of the Chapter.

The Allied Organization Representative(s) shall be a member in good standing of both the Chapter and the represented allied organization and shall reside in Colorado.

The Student Representative to the Chapter shall be enrolled as a student in an institution of higher learning located in the Chapter's jurisdiction and shall also be a student member of the Colorado American Planning Association Students (APAS) Committee.

ARTICLE VIII.3 Nomination Process.

Each Committee created under [Article IX](#) shall designate a committee chair who may serve as a non-voting representative to the Board. In the case of co-chairs, the position may be shared by both.

The Allied Organization Representative(s) shall be an active member of the represented allied organization and nominated by the allied organization where applicable.

The Student Representative shall be nominated by the Student Chapter.

ARTICLE VIII.4 Appointment Process.

The President shall be responsible for appointing all Appointed Non-Voting Board members within one month of taking office. The appointment shall be ratified by a majority vote of the Executive Committee.

ARTICLE VIII.5 Terms and Duties.

The term for each Appointed Non-Voting Board member is as follows. The committee chairs and the Allied Organization Representative(s) shall serve two-year appointments concurrent with the President, unless otherwise determined by the committee being represented or represented allied organization, respectively.

The Student Representative to the Chapter shall serve a one-year term or as otherwise determined in the Student Chapter bylaws.

Non-Voting Board members shall serve as advisors to the Board on Chapter matters with no voting authority. Additional duties are included in [Article IV.2](#) and may also be assigned by the President.

ARTICLE IX. COMMITTEES AND TASK FORCES

ARTICLE IX.1 Committee and Task Force Formation.

Committees and Task Forces shall adopt and be governed by a charter ratified by the Board. The charter shall not be in force until ratified by the Board. The charter shall include, at a minimum, the committee or task force mission, authority and responsibilities, composition, how and when meetings will occur, and how meeting minutes will be written and approved.

The Executive Committee shall appoint and discharge all Chapter committees and task forces, including appointing their chairs, unless otherwise provided in their ratified charter.

ARTICLE IX.2 Transparency.

A current list of all Committees and Task Forces, their charters, and their current chair's contact information as outlined in the [Appendix](#), shall be made publicly available on the Chapter's website and will be maintained by the Chapter Administrator.

ARTICLE X. MEETINGS

ARTICLE X.1 Annual Meeting.

There shall be an annual meeting of the Chapter membership and Board in each calendar year held at a location within the Chapter area or virtually. The Board shall determine the specific location, date and time of each annual meeting. The Chapter Administrator shall notify the membership of the location, date and time of the annual meeting at least one month prior to the meeting.

ARTICLE X.2 Required Meetings.

In addition to the annual meeting, the President shall call at least six (6) Board meetings during the year, which shall be open to any Chapter member, and the Chapter Administrator shall notify the membership of the location, date, and time of the meeting at least one month prior to the meeting.

ARTICLE X.3 Conference Calls and Electronic Meetings.

Meetings of the Board may be held by any virtual/electronic means 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. The Chapter Administrator shall notify the membership of the participation information (i.e. call-in number or web meeting login information) and date and time of the meeting at least one month prior to the meeting.

ARTICLE X.4 Parliamentary Procedure.

At meetings of the membership, Board and Executive Committee, parliamentary procedure shall be generally guided by Robert's Rules of Order.

ARTICLE X.5 Voting and Quorum.

Board members may participate in any Board meeting and may vote electronically or telephonically when necessary; such vote and those participating shall be reported and recorded in the minutes of the next regular meeting of the Board. No confirming re-vote at a meeting shall be required unless the matter is reintroduced to the floor for reconsideration.

Certain issues may arise requiring a vote of the Board that should not be delayed until the normal meeting date. When these issues occur, any member of the Board may put forward a motion and request a vote electronically by the Board. These votes require that a majority of the Board respond for a quorum to exist. The matter will be decided by a simple majority vote of those who vote. All votes must be cast within 48 hours of the call for a vote by the President.

ARTICLE X.6 Minutes

Minutes of all Board meetings, including the Annual Board Meeting, shall be kept by the Chapter Administrator and made part of the permanent record of the Chapter.

ARTICLE XI. BYLAWS AMENDMENTS

ARTICLE XI.1 Process.

Bylaw amendments may be proposed by the Board or by a petition signed by at least ten percent (10%) of the Chapter membership. These bylaws may be amended by submitting the proposed amendment(s) to the Chapter members together with a ballot and the recommendations of the Board. Ballots for the

adoption of amendments to these bylaws and any other matter the Board deems necessary shall be by ballot sent by e-mail or similar communication, and a web page announcement to the membership.

Minor corrections, clarifications or modifications to these Bylaws that do not alter the intent of the provision may be made by the Executive Committee upon a majority vote and ratification by the Chapter Board.

ARTICLE XI.2 Transparency

A current list of all previous bylaws amendments, including dates and a summary of changes, are itemized in Appendix 1 and shall be made publicly available on the Chapter's website and will be maintained by the Chapter Administrator.

ARTICLE XI.3 Validity.

The invalidity of any section or provision of these bylaws shall not affect the validity of any other section or provision hereof.

ARTICLE XI.4 Waiver of Provisions.

Any provision of these Bylaws may be temporarily waived by a vote of the Board for a single occurrence, should the Board determine there is a need or emergency regarding a particular subject or matter of business covered by these Bylaws. The vote shall be taken at a regularly scheduled Board meeting only after the proposed waiver of provision(s) has been read and discussed. The waiver of provision(s) shall be adopted by 75% affirmative vote of the quorum. The waiver shall apply only to the specific provision raised in the subject matter before the Board and shall remain effective for all other matters.

ARTICLE XI.5 Ratification and Quorum.

For adoption of amendments to these bylaws and for other matters which may be placed before the entire Chapter membership, such as election of the Board, no quorum requirements shall be applicable. A majority vote of those Chapter members voting shall be deemed sufficient to decide the question.

Appendix and Attachments

BYLAWS AMENDMENT DATES AND SUMMARIES.

Adopted May 1987. The Bylaws Revision Committee was formed in February 1987 by David Howlett, President of the Colorado Chapter. The members of the Committee were James Williams, Chair; David Howell; Jeff Groy; Gordon Appell; Elaine Clicker; and Barry Johnson. The revisions recommended by the Committee were approved by the Executive Committee on April 17, 1987 and adopted by the Chapter membership in the May 1987 election. Editorial revisions were approved by the Executive Committee on September 11, 1987.

Adopted May 1989. To consider further revisions, a Bylaws Revision Committee was formed in February 1989 by Diane Smucny, President of the Colorado Chapter. Members of the Committee were Brent Bean, Chair; Marge Price, Charles Stromberg, Pam Sheldon, Bonnie Star, Diane Smucny and Jim Williams. The recommendations of the Committee were approved by the Executive Committee on March 31, 1989, and adopted by the membership in a special election in April 1989. On May 12, the Executive Board voted to revise the bylaws to incorporate the revisions.

Adopted July 1991. The Executive Committee submitted revisions to the terms of President, Past President, and President Elect during the annual election of officers. These were adopted by the membership during the July election.

Adopted July 1995. A bylaw revision committee was appointed in January, 1995, to address several issues including better definition of the roles of officers, the election process, the definition and purposes of the annual meeting, gender neutrality, functional aspects of the bylaws that affect the efficient operation of the Chapter, and other issues that became apparent during a review of the bylaws by the committee. The committee consisted of Erin Johnson, Larry Mugler, Janet Leo, and Martin Landers. The revisions were adopted by the membership during the July 1995 election.

Adopted July 1998. Several issues were addressed in the revision of these bylaws including the procedure for nominations, the timeline for elections, and the duties of the area representatives. The revisions were adopted by the membership during the July 1998 election.

Adopted July 1999. New geographic regions for representation were created for a total of 8 and the schedule for election of the area representatives was amended. The revisions were adopted by the membership during the July 1999 election.

Adopted July 2000. New geographic regions for representation were created for a total of 7, one additional representative was added in the Denver Metro Region, and the schedule for election of the area representatives was amended. The revisions were adopted by the membership during the June 2000 election.

Adopted July 2002. Created a new position entitled the Public Official Representative. Allowed publication requirements to include listserv and website publication. Eliminated the petitioning process for the ballot. It also staggered the elections of the Denver Metro Representatives. The revisions were adopted by the membership during the June 2002 election.

Adopted July 2004. Added Staff description, added Media Committee, combined Secretary and Treasurer positions, eliminated Eastern Plains section, updated officer responsibilities.

Adopted July 2007. The position of Western Planner Representative had existed for many years. This amendment made formal and recognized the position in the Bylaws, adopted by the membership during the June 2007 election.

Adopted July 2008. All places where a mail ballot is referenced will be replaced to read, "Send by first class mail or through listserv, and web page announcements." This amendment was in response to the availability of electronic voting; its ease of use, slightly lower cost, and massive reduction of time, energy, and paper. These revisions were adopted by the Membership during the June 2008 election.

Adopted July 2012. Clarification of Board of Directors and Executive Committee nomenclature; revisions to election sequence; revisions to duties of officers and Board members; revisions to counties included in various regions; addition of Sustainability Committee as a Standing Committee of the Chapter. These revisions were adopted by the membership in the June 2012 election.

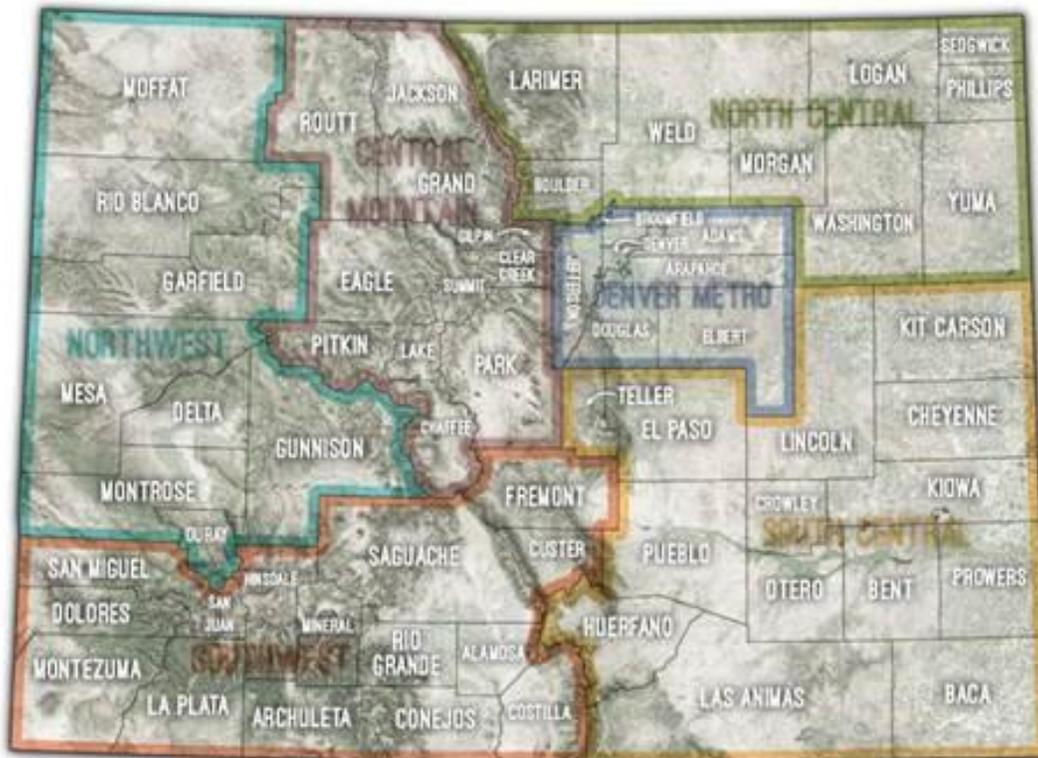
Adopted August 2014: Modified election cycle to match that of APA National; terms of office begin November 1st of each year; Added Emerging Planning Professionals as a standing committee; Added Planning Faculty Representative and EPP Representative; modified Student Representative to non-voting status; Combined the Media Committee and Outreach Committee into one Outreach & Communication Committee.

Adopted May 2015: Changed area definition (Section 7.1) for the Metro, Northwest, Southwest and Central Mountain areas.

August 2019: Complete overhaul of Chapter bylaws including overall structure.

August 2020: Corrections and clarifications to the newly adopted bylaws after two years of implementation. Creation of an Executive Committee to oversee monthly Chapter business.

AREA REPRESENTATIVE MAP, DESCRIPTION & TERMS



NORTHWEST	SOUTHWEST	CENTRAL MOUNTAIN	NORTH CENTRAL	DENVER METRO	SOUTH CENTRAL
Delta	Alamosa	Chaffee	Boulder	Adams	Baca
Garfield	Archuleta	Clear Creek	Larimer	Arapahoe	Bent
Gunnison	Conejos	Eagle	Logan	Broomfield	Cheyenne
Mesa	Costilla	Gilpin	Morgan	Denver	Crowley
Moffat	Custer	Grand	Phillips	Douglas	El Paso
Montrose	Dolores	Jackson	Sedgwick	Elbert	Huerfano
Ouray	San Juan	Lake	Washington	Jefferson	Kiowa
Rio Blanco	Fremont	Park	Weld		Kit Carson
	Hinsdale	Pitkin	Yuma		Lincoln
	La Plata				Otero
					Prowers
					Pueblo
					Teller

Area Representative Terms & Election Cycle:

The terms for the Central Mountain Area Representative, North Central Area Representative, Northwest Area Representative and a Denver Metro Area Representative 1 shall begin on January 1 of even-numbered years.

The terms for the South Central Area Representative, Southwest Area Representative and a Denver Metro Area Representative 2 shall begin January 1 of odd-numbered years.

AREA REPRESENTATIVE CONTACTS

Denver Metro Area Representatives 1 & 2:	DenverMetro@APAColorado.org
Central Mountain Area Representative:	CentralMountain@APAColorado.org
Northwest Area Representative:	Northwest@APAColorado.org
Southwest Area Representative:	Southwest@APAColorado.org
North Central Area Representative:	NorthCentral@APAColorado.org
South Central Area Representative:	SouthCentral@APAColorado.org

LIST OF CHAPTER COMMITTEES AND TASK FORCES

APAS Colorado

Awards Committee

Bylaws Committee

Equity, Diversity & Inclusion Committee

Emerging Planning Professionals Committee

FAICP Advisory Committee

Great Places Colorado Committee

Healthy Communities Committee

Legislative Committee

Membership Committee

Nomination Committee

Outreach & Communication Committee

Professional Development Committee

Sustainability Committee

Youth in Planning Committee

CHARTERS OF CHAPTER COMMITTEES AND TASK FORCES

Charters of all Chapter committees and task forces will be kept on the respective committee and/or task force homepage of the Chapter's website. Charters are a new requirement of these updated Bylaws and will be drafted by the committees and task forces upon approval of these Chapter Bylaws by the Chapter membership. Charters will be reviewed and approved by the Chapter Board.

CHAPTER COMMITTEES AND TASK FORCES CONTACTS

APAS Colorado Committee:	APAS@APAColorado.org
Awards Committee:	Awards@APAColorado.org
Bylaws Committee:	Admin@APAColorado.org
Equity, Diversity & Inclusion Committee	EDI@APAColorado.org
Emerging Planning Professionals Committee	EPPCommitte@APAColorado.org
FAICP Advisory Committee	Admin@APAcolorado.org
Great Places Colorado Committee	GreatPlaces@APAColorado.org
Healthy Communities Committee	Healthy@APAColorado.org
Legislative Committee	Legislative@APAColorado.org
Membership Committee	Membership@APAColorado.org
Nomination Committee	Admin@APAColorado.org
Outreach & Communication Committee	Outreach@APAColorado.org
Professional Development Committee	PDO@APAColorado.org
Sustainability Committee	Sustainability@APAColorado.org
Youth in Planning Committee	YIP@APAColorado.org