



American Planning Association
Rhode Island Chapter

Making Great Communities Happen

APA Rhode Island By-Laws

Article 1 General

1.1 Name and Area: The name of this organization is the Rhode Island Chapter of the American Planning Association (“the Chapter”). The Chapter name may be abbreviated as APA-RI or APA Rhode Island. The area served by the Chapter is the State of Rhode Island.

1.2 Parent Association: This Chapter is a subordinate of the American Planning Association. The term “National Office” refers to the Office of APA designated to service this chapter.

1.3 Nature of Business: The Chapter is a non-profit organization; its income shall be used solely for Chapter purposes. No financial benefit shall accrue to its officers or members, but payments may be made for services rendered and as reimbursement of expenses incurred on behalf of the Chapter.

1.4 Procedure: Meetings of the membership, Executive Board, its committees, subcommittees or working groups shall be governed by current edition of Robert’s Rules of Order Newly Revised to the extent they are consistent with Chapter by-laws. The Executive Board may from time to time adopt special rules of order for the conduct of Chapter meetings.

Article 2 Purpose

2.1 Mission Statement: The Chapter shall shape positively the planning profession by providing a forum for the understanding and application of sound planning principles within the State of Rhode Island and provide leadership in the development of vital communities by advocating and recognizing excellence in community planning.

2.2 Primary Goals: The Chapter shall advocate for the use of sound planning principles in community affairs, educate practitioners on planning related topics, facilitate communication and networking amongst members and associated professionals, and build the capacity of the profession to affect change.

2.3 Strategic Development Plan: A five year strategic development plan shall be



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maintained by the Executive Board to guide the long-term activities of the chapter and provide continuity between administrations. Adoption and amendment shall be by the membership at a Chapter meeting in accordance with Articles 3.6 and 3.7 of these bylaws or through electronic ballot in accordance with Article 9.2. It shall be updated every five years beginning with year 2015.

2.4 Annual Work Plan: A work plan shall be maintained by the Executive Board to guide the annual activities of the chapter. Adoption and amendment shall be by the membership at a meeting in accordance with Articles 3.6 and 3.7 of these by-laws or through electronic ballot in accordance with Article 9.2. The work plan shall be updated every year.

2.5 Financial Procedures: Financial procedures shall be maintained by the Executive Board to guide the financial activities of the Chapter. Adoption and amendment shall be by the Executive Board from time to time.

2.6 Legislative Principles: These principles shall be consistent with the tenets of the American Planning Association, Chapter Plan of Development and these by-laws. It is intended that every legislative initiative taken will advance at least one of these foundational principles.

Article 3 Membership

3.1 National Members: All members of the National APA whose address of record is in Rhode Island are automatically Chapter members. An APA member whose address of record is not in Rhode Island may also become an APA-RI Chapter member by application to the National APA office.

3.2 Chapter Only Members: Individuals who are not members of National APA may join as APA-RI Chapter only members upon completion of an application form and payment of applicable Chapter dues. "Chapter only" members shall apply and pay a fee to the Chapter. Chapter members are entitled to those services provided by APA Rhode Island but not to those provided by National APA.

3.3 Eligibility: All members of the Chapter are eligible to vote on Chapter affairs. National



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members may hold any Chapter office. Chapter only members may hold all offices except those of President, President-Elect and Professional Development Officer.

3.4 Fees and Dues: National membership fees are established by APA. Chapter membership fees shall be established by the Executive Board at the time of preparation of the Chapter budget. Chapter fees may be established in different amounts for different categories of Chapter membership. Chapter membership fees are established by a majority vote of the Executive Board. Dues in addition to membership fees may be established by a majority vote of the Executive Board subject to a ceiling established by a vote of the membership in accordance with Article 3.7 or 3.8 of these by-laws.

3.5 Administration: All memberships are administered by the National Office. It is the member's responsibility to notify the National Office of any change of address, and provide up-to-date contact information to the National Office, such as a valid and current email address.

3.6 Chapter Meetings: There shall be an Annual Meeting of the membership each calendar year. The Executive Board shall determine its location, date and time. The Secretary shall provide notice via email to the membership at least one month in advance. Notice shall also be posted on the Chapter website and be mailed to those members who have not provided email addresses to the National Office. Additional Chapter meetings may be called by the President, by the Executive Board or by a petition signed by at least ten (10) percent of the Chapter membership. The place, date and time shall be set by the President or by the Executive Board and notice shall be given by the Secretary as above.

3.7 Quorum and Voting Requirements: If Chapter matters are before the membership at any annual meeting, ten (10) percent of the Chapter's membership shall constitute a quorum. If ten (10) percent of the Chapter's membership is not in attendance at an annual meeting, votes on Chapter matters may not be considered and electronic voting under Article 9.2 shall be used for voting.

3.8 Initiative and Referendum: The membership may place any initiative or referendum



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on the ballot used for the election of officers. Submittals shall be made to the Elections Officer and include a written proposal as well as a petition signed by at least ten (10) percent of the membership. Tallying procedures shall be in accordance with Article 9.2 of these by-laws.



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Article 4 Chapter Officers

4.1 Establishment: The “Chapter Officers” shall be the elected officers of the Chapter and shall include a President, President-Elect, Secretary, Treasurer, and Immediate Past President. Chapter Officers must be Chapter Members and the President and President-Elect must also be a member of National APA. Chapter Officers shall be installed at the Annual Meeting of each odd numbered year. Chapter Officers are voting members of the Chapter Executive Board.

4.2 Terms: Terms of elected office shall be two years beginning on December 1 of an odd numbered year and ending on November 30 of a subsequent odd numbered year or until successors are elected and installed. A person may only hold one elected office per term. Any person elected to the position of President-Elect and subsequently seated as President shall serve only one term of office as President before being seated as Immediate Past President. Nothing shall prevent a person from serving additional or consecutive terms in office other than President consistent with Article 4.3.

4.3 The Election Process: Election of Chapter Officers shall be held in accordance with the timetable and procedures outlined by the National Office as part of a consolidated election process beginning in winter of 2015 and each odd numbered year following. The Elections Officer shall be responsible for working with the National Office consistent with these bylaws. If, due to unforeseen circumstances, the Executive Board finds that the election process set forth by the National Office is not in the best interest of the Chapter, the Board may depart from the process, provided that an attempt is made to conform as closely as possible to the election process and that said change is approved by a two-thirds vote of the Executive Board. The Chapter membership shall be notified of said change within ten days of such vote.

In 2015, the Chapter shall elect a President, a President-Elect, a Secretary and a Treasurer from its membership who shall each serve a term of two years. In 2017 and for each subsequent election, the outgoing President shall assume the office of Immediate Past President for a term of two years, the President-Elect shall assume the office of President for a term of two years, and the Chapter shall elect a President-Elect, a Secretary and a Treasurer from its membership. Should a vacancy occur among the elected officers due to resignation, incapacitation or some other unforeseen



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circumstance, the vacancy shall be filled by the Executive Board. Chapter Officers so selected shall hold office for the balance of the current term until a successor is elected and installed.

4.4 Duties: The duties of the Elected Officers are as follows:

4.4A. President: The Chapter President represents APA Rhode Island at all official functions, is the official spokesperson for the Chapter, and serves on the National Chapter President's Council. The Chapter President shall:

- a. Appoint the members of the Executive Board, Chairs of Chapter Committees and all delegates and liaisons to National APA and any state or local board, commission, agency or legislative body, with the advice and consent of the other Chapter Officers;
- b. Preside at meetings of the Executive Board and the Chapter membership;
- c. Direct the Executive Board in the preparation of a multi-year strategic development plan, an annual work plan and budget;
- d. Authorize disbursements not accounted for in the annual budget up to \$500;
- e. Enter into contracts for services related to the Chapter's business operations and activities consistent with the budget and purposes of the Chapter;
- f. Enter into affiliations, alliances and sponsorships when such activity furthers the purposes of the Chapter and its strategic development plan or provides benefits and/or services to the membership consistent with the budget and purposes of the Chapter;
- g. Regularly report to the Executive Board on the President's activities and prepare an annual report of Chapter activities;
- h. Serve as an ex-officio member of the Professional Development and Legislative Committees; and,
- i. Perform all other duties as required by the Chapter by-laws and the National Office and in assistance to the other Chapter Officers or as is customary to the office.

4.4B. President-Elect: The President-Elect actively assists the President in the guidance and coordination of Chapter activities. The President-elect shall:

- a. Attend the meetings of the Executive Board and the Chapter;



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- b. Make disbursements and administering fiscal accounts as directed by the President pursuant to 4.4A.d;
- c. Accept access to bank and other fiscal accounts in order to carry out duties under 4.4B.b and to assure ease of transfer of duties and authority when assuming the term of President pursuant to 4.2;
- d. Preside at meetings of the Executive Board and the Chapter in the absence of the President;
- e. Chair strategic planning and annual work plan efforts;
- f. Advise committee and working group activities, receive reports from and report to the Executive Board on their activities;
- e. Manage APA Rhode Island appointees to state boards, commissions and other related bodies, receive reports from and report to the Executive Board on their activities;
- f. Serve as an ex-officio member of the SNEAPA Conference Planning Committee and may be eligible to serve in any capacity including Conference Chair; and,
- g. Perform all other duties as required by the President or Executive Board or as is customary to the office.

In the absence of, or in the event of incapacity of the President, the President-Elect shall assume the duties of the President for the time period for which the President is incapable of carrying out the duties of the office.

4.4C. Secretary: The Secretary is responsible for maintaining membership and Chapter records, giving notices of meetings and taking minutes of meetings, and reports to the National Office on Chapter actions. The Secretary shall:

- a. Attend the meetings of the Executive Board and the Chapter;
- b. Maintain an accurate list of members including postal and electronic mailing addresses as well as pertinent information available from the National Office;
- c. Notify members and officers of meetings in accordance with Articles 3.6 and 6.3 of these by-laws;
- d. Prepare and report minutes of the Chapter and Executive Board meetings;
- e. Provide the National Office with five copies of each publication of the Chapter;
- f. Maintain the historical records of the Chapter; and,
- g. Perform all other duties as directed by the President or Executive Board or as is customary to the office.



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4.4D. Treasurer: The Treasurer is the custodian of the Chapter budget and finances. The Treasurer shall:

- a. Attend the meetings of the Executive Board and the Chapter;
- b. Prepare the annual budget for approval by the Executive Board;
- c. Maintain Chapter accounts for open inspection by Chapter Officers;
- d. Receive and be held responsible for funds, dues, assessments, investments, or other billings of the Chapter;
- e. Make properly authorized disbursements in accordance with an approved annual budget and Articles 2.5, 4.4A and 6.2E of these by-laws;
- f. Prepare quarterly financial statements documenting individual account balances as well as revenues and expenditures over the preceding 12 months;
- g. Prepare an annual financial report indicating the financial status of the Chapter accounts including any budgetary deficits or carryovers that may occur;
- h. Prepare the Chapter annual tax returns;
- i. Assist the Executive Board with external audits of Chapter accounts and financial reports; and,
- j. Perform all other duties as directed by the President or Executive Board or as is customary to the office.

4.4E. Immediate Past President: The Immediate Past President supports and provides continuity to the President's work, serving as a source of information and guidance to Chapter Officers. The duties of the Immediate Past President shall include the following:

- a. Attend the meetings of the Executive Board and the Chapter;
- b. Mentor and advise the Executive Board;
- c. Identify, cultivate and recruit members and future Chapter leaders; and,
- d. Perform other duties as requested by the President or Executive Board or as is customary to the office.

4.5 Removal from Office: Chapter Officers may be removed from office for failure to attend three consecutive meetings, failure to carry out the duties of the office, or for the conviction of a criminal offense. Removal shall follow two consecutive meetings of the Executive Board held no less than two and no more than fourteen days apart. Notice of the charges and meeting schedule must be sent to the officer via registered mail by the Secretary at least fourteen days prior to the first meeting. The officer shall be given the opportunity to respond to the charges verbally, in writing or through an



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agent at both meetings. Votes to remove can only be entertained at the second of the two meetings in accordance with Article 6.4 of these by-laws.

Article 5 Appointed Officers

5.1 Appointed Officers: The Appointed Officers of the Chapter shall include a Professional Development Officer, Elections Officer, Policy and Policy and Legislation Chair, Policy and Legislation Vice Chair, Program Coordinator, Events Coordinator, Conference Chair, Public Relations Coordinator, and a Student Representative. Appointed Officers shall be voting members of the Chapter Executive Board. Appointed Officers shall be Chapter members and the Professional Development Officer shall also be a member of the American Institute of Certified Planners (AICP). Chapter members, including Chapter Officers, may hold more than one appointed office excluding that of Elections Officer.

5.2 Additional Appointments: Additional appointments may be made by the Chapter President, with the advice and consent of the Executive Board when necessary for the conduct of the Chapter's business operations and activities consistent with the Chapter purposes and its strategic development plan. Said appointments may include, but are not limited to, a Certification Maintenance Chair, Membership Chair, and Awards Chair. Members holding these appointments shall be voting members of the Chapter Executive Board.

5.3 Terms: Terms of the Appointed Officers, excluding that of Conference Chair and Student Representative, shall be two years. With the exception of the Elections Officer, a two-year term shall begin on January 1 of all even numbered years and end on December 31 of the following odd numbered year or until successors are appointed. The two-year term of the Elections Officer shall begin on January 1 of all odd numbered years and end on December 31 of the following even numbered year or until a successor is appointed. Beginning in 2015, the term of office for the Conference Chair shall be for three years beginning on January 1 and ending on December 31 or until a successor is appointed and installed. The term of office for the Student Representative shall be for one year beginning on January 1 and ending on December 31.

5.4 Process of Appointments: The Elections Officer shall email written notice of open



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positions and the appointment process to the membership in early October of each odd numbered year. Notice shall also be posted on the Chapter website and be mailed to those who have not provided email addresses to the National Office. The Executive Board shall nominate interested individuals for each appointed office in early November and forward the list of nominees to the President who shall make the appointments in early December. The Elections Officer shall request nominations for Student Representative from qualifying programs in early October each year. The submittal deadline for Student Representative nominations shall be November 30 and the President shall make the appointment in the month of December. The Elections Officer shall report all appointments to the Executive Board, newly appointed officers, general membership and to the National Office prior to the start of the newly Appointed Officer's term.

Nothing shall prevent any person from serving additional or consecutive terms as an Appointed Officer. Should a vacancy occur among the Appointed Officers due to resignation, incapacitation or some other unforeseen circumstance, the vacancy shall be filled by the President with the advice of the Executive Board. Appointed Officers so selected shall hold office for the balance of the current term until a successor is appointed and installed.

5.5 Duties: The duties of the Appointed Officers are as follows and include all other duties as directed by the President or Executive Board, as required herein or as is customary to the office. Appointed Officers shall report their activities to the President and the Executive Board.

5.5A. Professional Development Officer: The Professional Development Officer is responsible for all Certification Maintenance activities for the Chapter and the Southern New England American Planning Association Conference. The Professional Development Officer shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Promote professional development, continuing educational and training opportunities for Chapter members and municipal planning officials;
- c. Serve as a liaison to the AICP and coordinate AICP exam preparation opportunities;



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- d. Serve as a liaison to the National Planning Accreditation Board and to accredited planning programs;
- e. Chair the Professional Development Committee;
- f. Notify the Executive Board of opportunities for cooperative endeavors with other CM providers; and,
- g. Provide an annual report to the President and Executive Board on the type and number of sessions presented, attendance and evaluations.

5.5B Certification Maintenance Chair: The Certification Maintenance Chair is responsible for collecting the required information and submission of educational and training opportunities for AICP approval of Certification Maintenance credits.

The Certificate Maintenance Chair shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Maintain electronic records of session attendance and evaluations; and,
- c. Assist the Professional Development Officer in the promotion of professional development, continuing educational and training opportunities for Chapter members and municipal planning officials.

5.5C. Elections Officer: The Elections Officer is responsible for the process of Initiatives and Referendum of Article 3.8, the process for the Election of Officers in Article 4.3, and the process for the Appointment of Officers in Article 5.4. The Elections Officer shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Maintain electronic records of all ballots and elections; and,
- c. Serve as the liaison to the National Office with regarding to elections.

5.5D. Policy and Legislation Chair and Vice Chair: The Policy and Legislation Chair is responsible for identifying and monitoring prominent planning issues and legislation related to the Chapter's purpose, activities and its strategic development plan that could benefit from the establishment of official APA Rhode Island policy and legislation.

The Policy and Legislation Committee Chair shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Lead the Policy and Legislation Committee;
- c. Maintain electronic records of all policy and legislative activities of the Chapter;
- d. Work with the Executive Board on the formulation of official APA Rhode Island



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- policy consistent with those of the National Office;
- e. Work with the Executive Board and membership to identify and execute implementation actions for Chapter policies;
- f. Work with the Executive Board on the development of APA Rhode Island endorsed legislation consistent with National APA policy for submittal to the Rhode Island General Assembly;
- g. Coordinate testimony on proposed legislation through the Executive Board; and
- h. Serve as a liaison to the National Office's annual Policy and Advocacy Program and the Rhode Island League of Cities and Towns.

The Policy and Legislation Vice Committee Chair shall:

- a. Act as Secretary of the Policy and Legislative Committee in a manner analogous to the Chapter Secretary except for those analogous duties that are assigned to the Policy and Legislation Committee Chair;
- b. Actively assist the Chair in the guidance and coordination of the Policy and Legislation Committee activities.
- c. Perform all other duties as required by the President or Executive Board or as is customary to the office; and
- d. In the absence of, or in the event of incapacity of the Chair, the Vice Chair shall assume the duties of the Chair for the time period for which the Chair is incapable of carrying out the duties of the office.

5.5E. Membership Chair: The Membership Chair is responsible for identifying opportunities and methods for increasing Chapter membership and member participation in Chapter activities. The Membership Chair shall:

- a. Attend the meetings of the Chapter Executive Board;
- b. Serve as liaison between the membership and the Executive Board;
- c. Assist the Chapter Secretary in the maintenance of a membership directory as provided by National APA and in a manner consistent with the policies and procedures of the National Office;
- d. Assist the Executive Board in the pursuit of a wide range of member benefits and activities;
- e. Chair the Membership Committee; and,
- f. Identify, cultivate and recruit members and future Chapter leaders.

5.5F. Program Coordinator: The Program Coordinator is responsible for the development and administration of the Chapter's seminar and workshop series on



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pertinent planning issues consistent with the budget and purposes of the Chapter. The Program Coordinator shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Serve as a member of the Professional Development Committee;
- c. Chair the Program and Events Committee;
- d. Assist the Executive Board in identifying affiliations, alliances and co-sponsorship opportunities for seminars and workshops;
- e. Maintain electronic records of all Chapter seminars and workshops; and,
- f. Provide an annual report to the President and Executive Board on the type and number of sessions presented, attendance and evaluations.

5.5G. Events Coordinator: The Events Coordinator is responsible for the development and administration of the Chapter membership meetings and social events consistent with the Chapter budget and work plan. The Events Coordinator shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Serve as a member of the Program and Events Committee;
- c. Assist the Executive Board in identifying other organizations and industries for shared networking opportunities;
- d. Oversee the arrangements for the annual meeting and annual holiday party and awards ceremony; and,
- e. Oversee the SNEAPA Conference reception and special guest accommodations when the conference is held in Rhode Island.

5.5H. Conference Chair: The Conference Chair is responsible for all APA Rhode Island tasks related to the annual joint conference of the Connecticut, Massachusetts and Rhode Island Chapters of the APA (a/k/a The Southern New England APA (SNEAPA) Conference). The Conference Chair shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Serve as a member of the Professional Development Committee;
- c. Serve as the Executive Board's liaison and as a member of the SNEAPA Conference Planning Committee; and,
- d. Assist the Treasurer in the receipt of all funds, fees, assessments, income, expenses or other billings associated with the SNEAPA Conference.

5.4I. Awards Chair: The Awards Chair shall distribute a call for nominations to members



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in July of each year detailing the award categories and submittal requirements, coordinate nomination review and recipient selection by the Awards Committee (see Article 7); announce award recipients at the annual joint conference if applicable; and acquire awards for presentation at the annual holiday and awards ceremony.

5.4J. Public Relations Coordinator: In conjunction with the President and Executive Board, it is the duty of the Public Relations coordinator to develop, implement, and maintain an APA Rhode Island public relations program including a press and marketing strategy to promote the Chapter and its mission. The Public Relations Coordinator shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Oversee the content delivery and maintenance of the Chapter's website to ensure that the chapter website remains an up-to-date and comprehensive tool for meeting member needs;
- c. Oversee the content and use of print media and press communications at the direction of the President and Executive Board;
- d. Identify additional opportunities to utilize internet technology for outreach purposes and prepare and implement a maintenance plan for social media alternative;
- e. Supervise and coordinate the activities of the Public Relations Committee and any public relations or web consultant that may be hired by the Chapter; and,
- f. Advise the Executive Board in the execution and marketing of implementation actions for Chapter policies.

5.4K. Student Representative: The position of Student Representative is an opportunity for an APA Chapter member enrolled in a full-time undergraduate or post-secondary planning, or other allied field closely related to planning (e.g., urban studies, landscape architecture, architecture, historic preservation, law) to fully participate in the business and activities of the Chapter. The Student Representative shall:

- a. Attend the meetings of the Executive Board of the Chapter;
- b. Serve as a member of the Membership Committee;
- c. Represent the Chapter on APA National's Student Representative Council;
- d. Provide student members with information regarding student memberships, Chapter activities, and internship, mentoring and career opportunities;
- e. Advise the Executive Board regarding student affairs;
- f. Reflect student perspectives on planning and planning education issues;



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- g. Ensure that the concerns of students are represented in the formulation of the Chapter strategic plan and work plan; and
- e. Identify, cultivate and recruit student members.

5.5 Removal from Office: Appointed offices may be removed from office for failure to attend two consecutive meetings, failure to carry out the duties of the office, or for the conviction of a criminal offense. Removal shall be via vote of the Executive Board in accordance with Article 6.4 of these by-laws. Notice of the charges and meeting date must be sent to the appointed officer at least seven days prior to the meeting by the Secretary. The officer shall be given the opportunity to respond to the charges verbally, in writing or through an agent.

Article 6 Executive Board

6.1 Establishment: The Executive Board shall consist of all Chapter Officers and Appointed Officers as defined in the Chapter by-laws.

6.2 Duties: The Executive Board shall manage the business operations and activities of the Chapter and perform all other duties as directed by the membership or as is customary and necessary to the administration of the Chapter.

6.2A. Business Operations: The Executive Board shall maintain a strategic plan, annual work plan, financial procedures and budget to guide the activities of the Chapter in accordance with Article 2.

6.2B. Corporate Status: The Executive Board shall maintain the Chapter's corporate status with the Rhode Island Secretary of State as a non-profit corporation under the laws of the State of Rhode Island, and the Chapter's status as a tax exempt entity with the State of Rhode Island and the Internal Revenue Service, consistent with the Chapter by-laws and National APA directives.

6.2C. Committee Oversight: The Executive Board shall guide all committee activities and shall approve or override committee decisions and shall be kept apprised of all committee activities.



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6.2D Policy and Legislation: The Policy and Legislation Committee shall draft a set of legislative principles for consideration by the Executive Committee. The Executive Board shall approve establishment and update of all Chapter principles. Chapter Principles shall be reviewed and updated annually and incorporated in the Annual Work Plan and the five-year Chapter Plan of Development. Interim updates may be made and approved as revisions to the Annual Work Plan. Chapter Principles shall be used by the Executive Board as well as the Policy and Legislation Committee to Chapter policy as well as Chapter response to and action regarding external policy proposals such as legislative bills and proposed changes to state and federal enforceable policy.

The Executive Board shall approve all external policy proposals in coordination with the Policy and Legislation Committee. In regard to pending legislation, legislative reports, and committee actions, the Policy and Legislation Committee shall be empowered to act on behalf of the Executive Board, when timely response is required as further authorized in Section 7.3A; however, the Policy and Legislation Committee shall act with the advice and consent of the Executive Board whenever practicable.

6.2E. Fiscal Concerns: The Executive Board shall approve the annual budget as required in the Chapter by-laws; authorize any expenditure or disbursement in excess of \$500 that is not accounted for in any given year's adopted budget; and may require external audits of Chapter accounts, financial procedures and financial reports when so voted.

6.2F. Contract and Investment: The Executive Board shall approve any contract, legal agreement, borrowing of money or investment executed on behalf of the Chapter and annually review and report on their status.

6.2G. Annual Report: The Executive Board shall assist the President in the production of and review and approve the annual report.

6.3 Meetings: The President shall call at least four meetings of the Executive Board each year. Any Chapter Officer may also call a meeting of the Executive Board at any time. Written notice of all Executive Board meetings shall be delivered to all Officers by the Secretary at least 14 days in advance and shall include a proposed agenda. Notice shall also be posted on the Chapter website.



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6.4 Quorums and Voting Requirements: The presence of five (5) Executive Board members, holding either elected or appointed office, shall constitute a quorum for Executive Board meetings. A majority vote of those officers in attendance is needed for action. The Executive Board may from time to time adopt special rules of order for the conduct of meetings including procedures for action taken without a physical meeting if written consent to the action is achieved by vote, in letter or email by two-thirds of the Executive Board.

Article 7 Committees

7.1 Establishment: The standing committees of the Executive Board include the Professional Development Committee, Policy and Legislation Committee, Program & Events Committee, and the Public Relations Committee. Additional Committees may be established through the strategic development plan and convened by the Executive Board as part of the annual work plan or as needed for the effective conduct of Chapter business.

7.2 Terms: Each Committee shall be chaired by its corresponding appointed officer or officers and include at least two additional members appointed by the Chair as necessary. Terms of service are as agreed to by the Chair and the member. All vacancies and appointments shall be reported to the Executive Board at its next regularly scheduled meeting.

7.3 Duties: It is the responsibility of the committees to assist in the performance of those duties detailed for the respective appointed officers/chairs as indicated in the Chapter by-laws and to fulfill the requirements of the adopted annual work plan.

7.3A Policy and Legislation Committee: the following provisions supplement the minimum requirements set forth in Sections 6.2 and 7.2 above.

- a. **Membership:** The Policy and Legislation Committee shall be made up of a minimum of seven members including the Policy and Legislation Committee Chair, President and President-Elect. Additional members may be appointed at the discretion of the Policy and Legislation Committee Chair in consultation with the Executive Board. It shall be the policy of the Chapter to encourage diverse representation on this committee, including to the degree possible public sector



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- members from large and small communities, urban and rural communities, state and regional agencies, and private sector members including members who may represent post-secondary academic institutions and retired professionals.
- b. **Terms:** The initial appointments for the Policy and Legislation Committee shall be three (3) years for the Policy and Legislation Committee Chair and one additional general member. The Policy and Legislation Committee Vice Chair and all other general members shall be for two (2) years. All initial appointments following the approval of this bylaw shall be made by the President. Thereafter only the Policy and Legislation Committee Chair shall be so appointed and the remainder of members shall be appointed by the Policy and Legislation Committee Chair with the advice and consent of the Executive Board. The Policy and Legislation Committee Chair, President, and President-Elect shall be the only voting members of the Executive Committee. The Chair shall be authorized to designate a proxy for any single meeting if approved in advance by the President.
 - c. **Duties:** The Policy and Legislation Committee is responsible for identifying, monitoring and addressing prominent planning issues and legislation related to the Chapter's purpose, activities and its strategic development plan. Notwithstanding the provisions of Section 6.2 above, this Committee shall be empowered to take action on behalf of the Chapter when time is limited due to the schedule of the General Assembly. In these cases, a Committee member shall propose actions or resolution to the Committee using the Chapter's electronic voting policy with the Committee taking the place of the Executive Board, the Policy and Legislation Committee Vice Chair taking the place of the Secretary and the Policy and Legislation Committee Chair taking the place of the President. The results, including action or resolution taken and need for expedited action shall be recorded at the next Executive Board meeting. This authority shall be limited in application by the following:
 - 1. When there is legislation pending before the Rhode Island General Assembly or a sub-committee thereof.
 - 2. When a bill or proposed bill to be reviewed in another public forum impacts (positively or negatively), one or more of the Chapter's legislative Principles as articulated in the Annual Work Plan.
 - 3. When the President explicitly consents to expedited action.

7.4 Quorum and Voting Requirements: A quorum shall constitute a majority of the members of a committee. A simple majority (i.e., 50 percent) vote of those members in



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attendance is needed for action. If an electronic vote is used, actions shall be carried by a majority of the members available to vote. In the event of a two-member quorum the Chair shall have decision-making authority. Committees shall defer to the directives of the Executive Board as instructed.

7.5 Reporting: It is the responsibility of the committee chairs to keep the Executive Board apprised of committee meetings, decisions and all other activities. Committees shall defer to the directives of the Executive Board as instructed.

Article 8 Working Groups

8.1 Establishment: The Executive Board may establish Working Groups to assist with their duties as necessary. Members and nonmembers may participate. Terms of service are as agreed by the establishing Officer and the participants.

Article 9. Amendments

9.1 Proposals: By-law amendments may be proposed by the Executive Board or by a petition signed by ten (10) percent of the membership. Proposals shall be submitted to the Elections Officer and include the original text, the proposed changes and a reasoned argument in support of the amendment.

9.2 Ballot Procedure: The Elections Officer shall certify proposals in accordance with Article 9.1 of these by-laws and email ballots within 20 days of receipt to the membership who have provided email addresses to the National Office, paper ballots shall only be mailed to those members who have not provided an email address to the National Office. Ballots shall include the proposal and reasoned arguments for and against. No less than twenty and no more than thirty days shall be allowed for return. The Elections Officer shall tally the vote and adoption shall be by a two-thirds majority of those responding or by a majority vote of the entire membership. The results shall be reported to the Executive Board, to the membership and to the National Office by the Elections Officer within thirty days of the return deadline.

9.3 Meeting Procedure: By-law amendments may also be adopted at membership meetings where a quorum is present by a two-thirds majority of those members in attendance or by a majority vote of the entire membership. Prior notice, including



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the proposed amendments, must be provided to the membership in accordance with Article 3.6 of these by-laws.



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9.4 Effective Date: Whereas amendments adopted in accordance with Article 9.3 of these by-laws become effective as of the date of the next Executive Board meeting; amendments adopted in accordance with Article 9.2 of these by-laws become effective as of the date of the next Executive Board Meeting following the reporting deadline.

APPROVED BY THE CHAPTER
06/21/19

M. JAMES RIORDAN
CHAPTER PRESIDENT