BYLAWS

OF THE COLORADO CHAPTER

OF THE

AMERICAN PLANNING ASSOCIATION

American Planning Association
Colorado Chapter

Making Great Communities Happen

Pending - ADOPTED AUGUST 2019
2019 APA Colorado Chapter Bylaws

Table of Contents

ARTICLE I. GENERAL

ARTICLE I.1 Name and Jurisdiction.
ARTICLE I.2 Purpose and Mission.
ARTICLE I.3 Nonprofit Nature.
    ARTICLE I.3.A Staff.
ARTICLE I.4 Equity and Diversity.

ARTICLE II. DEFINITIONS

ARTICLE II.1 APA.
ARTICLE II.2 AICP.
ARTICLE II.3 Area.
ARTICLE II.4 Board Meeting.
ARTICLE II.5 Board Members.
ARTICLE II.6 Chapter.
ARTICLE II.7 Chapter Administrator.
ARTICLE II.8 Chapter Board.
ARTICLE II.9 Chapter Bylaws.
ARTICLE II.10 Chapter Officers.
ARTICLE II.11 Chapter-Only Members.
ARTICLE II.12 Executive Committee.

The term “Chapter Executive Board” shall refer to the elected officers as outlined in Article X. It may be referred to in these Bylaws as “the Executive Board.”

ARTICLE II.13 Member’s Address of Record.
ARTICLE II.14 Publication of the Chapter.

ARTICLE III. MEMBERSHIP

ARTICLE III.1 Eligibility.
ARTICLE III.2 Chapter-Only Membership.
ARTICLE III.3 Termination.
ARTICLE IV. CHAPTER BOARD

ARTICLE IV.1 Composition
ARTICLE IV.2 Board Member Duties
ARTICLE IV.3 Board Member Terms
ARTICLE IV.4 Board Member Resignation or Removal
ARTICLE IV.5 Conflicts of Interest
ARTICLE IV.6 Transparency
ARTICLE IV.7 Budget

ARTICLE V. EXECUTIVE COMMITTEE

ARTICLE VI. CHAPTER OFFICERS

ARTICLE VI.1 Officer Positions
ARTICLE VI.2 Qualifications
ARTICLE VI.3 Election of Officers
  ARTICLE VI.3.A Nomination Committee
  ARTICLE VI.3.B Nomination Process
  ARTICLE VI.3.C Election Process
ARTICLE VI.4 Terms and Duties
  ARTICLE VI.4.A President
    ARTICLE VI.4.A.1 Term
    ARTICLE VI.4.A.2 Duties
    ARTICLE VI.4.A.3 Succession
  ARTICLE VI.4.B Past President and/or President Elect
    ARTICLE VI.4.B.1 Term
    ARTICLE VI.4.B.2 Duties
  ARTICLE VI.4.C Vice President of External Affairs
  ARTICLE VI.4.D Vice President of Communications
  ARTICLE VI.4.E Treasurer
  ARTICLE VI.4.F Area Representatives
    ARTICLE VI.4.F.1 Term
ARTICLE VI.4.F.2 Duties.

ARTICLE VII. APPOINTED VOTING BOARD POSITIONS
ARTICLE VII.1 Appointed Voting Board Positions.
ARTICLE VII.2 Qualifications.
ARTICLE VII.3 Appointment Process.
ARTICLE VII.4 Terms, Eligibility and Duties.
   ARTICLE VII.4.A Professional Development Officer.
   ARTICLE VII.4.B Legislative Affairs Representative.
   ARTICLE VII.4.D Planning Faculty Representative.
   ARTICLE VII.4.E Emerging Planning Professional Representative.

ARTICLE VIII. APPOINTED NON-VOTING BOARD POSITIONS
ARTICLE VIII.1 Appointed Non-Voting Board Positions.
ARTICLE VIII.2 Qualifications.
ARTICLE VIII.3 Nomination Process.
ARTICLE VIII.4 Appointment Process.
ARTICLE VIII.5 Terms and Duties.

ARTICLE IX. COMMITTEES AND TASK FORCES
   ARTICLE IX.1 Committee and Task Force Formation.
   ARTICLE IX.2 Transparency.

ARTICLE X. MEETINGS
   ARTICLE X.1 Annual Meeting.
   ARTICLE X.2 Required Meetings.
   ARTICLE X.3 Conference Calls and Electronic Meetings.
   ARTICLE X.4 Parliamentary Procedure.
   ARTICLE X.5 Voting and Quorum.
   ARTICLE X.6 Minutes

ARTICLE XI. BYLAWS AMENDMENTS
   ARTICLE XI.1 Process.

3 - Return to Table of Contents
ARTICLE XI.2 Transparency
ARTICLE XI.3 Validity.
ARTICLE XI.4 Waiver of Provisions.
ARTICLE XI.5 Ratification and Quorum.

Appendix and Attachments
BYLAWS AMENDMENT DATES AND SUMMARIES.
AREA REPRESENTATIVE MAP AND DESCRIPTION
AREA REPRESENTATIVE CONTACTS
LIST OF CHAPTER COMMITTEES AND TASK FORCES
CHARTERS OF CHAPTER COMMITTEES AND TASK FORCES
CHAPTER COMMITTEES AND TASK FORCES CONTACTS

Table of Contents
ARTICLE I. GENERAL
   ARTICLE I.1 Name and Jurisdiction.
   ARTICLE I.2 Purpose and Mission.
   ARTICLE I.3 Nonprofit Nature.
      ARTICLE I.3.A Staff.
   ARTICLE I.4 Equity and Diversity.
ARTICLE II. DEFINITIONS
   ARTICLE II.1 APA.
   ARTICLE II.2 AICP.
   ARTICLE II.3 Area.
   ARTICLE II.4 Board Meeting.
   ARTICLE II.5 Board Members.
   ARTICLE II.6 Chapter.
   ARTICLE II.7 Chapter Administrator.
   ARTICLE II.8 Chapter Board.
   ARTICLE II.9 Chapter Bylaws.
   ARTICLE II.10 Chapter Officers.

4 - Return to Table of Contents
ARTICLE II.11 Chapter-Only Members.
ARTICLE II.12 Member’s Address of Record.
ARTICLE II.13 Publication of the Chapter.

ARTICLE III. MEMBERSHIP
ARTICLE III.1 Eligibility.
ARTICLE III.2 Chapter-Only Membership.
ARTICLE III.3 Termination.

ARTICLE IV. CHAPTER BOARD
ARTICLE IV.1 Composition
ARTICLE IV.2 Board Member Duties
ARTICLE IV.3 Board Member Terms.
ARTICLE IV.4 Board Member Resignation or Removal.
ARTICLE IV.5 Conflicts of Interest.
ARTICLE IV.6 Transparency.
ARTICLE IV.7 Budget.

ARTICLE V. CHAPTER OFFICERS
ARTICLE V.1 Officer Positions.
ARTICLE V.2 Qualifications.
ARTICLE V.3 Election of Officers.
    ARTICLE V.3.A Nomination Committee.
ARTICLE V.4 Terms and Duties.
    ARTICLE V.4.A President
        ARTICLE V.4.A.1 Term.
        ARTICLE V.4.A.2 Duties.
        ARTICLE V.4.A.3 Succession.
    ARTICLE V.4.B Past President and/or President Elect.
    ARTICLE V.4.B.1 Term.
ARTICLE V.4.B.2 Duties.
ARTICLE V.4.C Vice President of External Affairs.
ARTICLE V.4.D Vice President of Communications.
ARTICLE V.4.E Treasurer.
ARTICLE V.4.F Area Representatives.
ARTICLE V.4.F.1 Term.
ARTICLE V.4.F.2 Duties.

ARTICLE VI. APPOINTED VOTING BOARD POSITIONS
ARTICLE VI.1 Appointed Voting Board Positions.
ARTICLE VI.2 Qualifications.
ARTICLE VI.3 Appointment Process.
ARTICLE VI.4 Terms, Eligibility and Duties.
ARTICLE VI.4.A Professional Development Officer.
ARTICLE VI.4.B Legislative Affairs Representative.
ARTICLE VI.4.D Planning Faculty Representative.
ARTICLE VI.4.E Emerging Planning Professional Representative.

ARTICLE VII. APPOINTED NON-VOTING BOARD POSITIONS
ARTICLE VII.1 Appointed Non-Voting Board Positions.
ARTICLE VII.2 Qualifications.
ARTICLE VII.3 Nomination Process.
ARTICLE VII.4 Appointment Process.
ARTICLE VII.5 Terms and Duties.

ARTICLE VIII. COMMITTEES AND TASK FORCES
ARTICLE VIII.1 Committee and Task Force Formation.
ARTICLE VIII.2 Transparency.

ARTICLE IX. MEETINGS
ARTICLE IX.1 Annual Meeting.
ARTICLE IX.2 Required Meetings.

6 - Return to Table of Contents
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,

7 - Return to Table of Contents
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 corporation. 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.

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, VIII.2, and X.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.
2019 APA Colorado Chapter Bylaws

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 and Article VI and Article VII.

**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 and Article VII. 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 2019 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 “Chapter Executive Board” shall refer to the elected officers as outlined in Article X. It may be referred to in these Bylaws as “the Executive Board.”

ARTICLE II.13 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.14 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.

10 - Return to Table of Contents
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 development establishment of a 5-year development strategic plan, one year action plan, an annual budget, and an 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.

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.1, Article VI.1 and Article VII.1, 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 Budget
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 Annual 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:

1. Exercise the powers and duties of the Chapter Board between Board meetings.
2. 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.
3. Serve as an advisory committee to the Chapter Board, providing advice and consent on all Chapter policy and budgetary matters.
4. Create, appoint, and discharge standing and Ad Hoc committees and nonvoting positions on the Chapter Board upon ratification by the Board.
5. Confirm or reject nominee(s) or request that the full Board vote to confirm or reject the Presidential appointment nominee(s).
6. Prepare the annual budget for ratification by the Board and authorize expenditures consistent with the Chapter’s budget and One Year Action Plan.
7. Report to the Board all business which it has considered or acted upon between Board meetings.

8. 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.

14 - Return to Table of Contents
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.

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.

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, and the Central Mountain Area Representative, North Central Area Representative, Northwest Area
Representative and a Denver Metro Area Representative(s) shall begin on January 1 of even-numbered years. The terms for the Treasurer and Vice President of Communications, South Central Area Representative, Southwest Area Representative and a Denver Metro Area Representative(s) 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.**
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.**
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.**
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 Article V.4.
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 Agenda 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.

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 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.

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 representatives, 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 Board 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
2019 APA Colorado Chapter Bylaws

Planning Association.

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.

Any committee representative shall be an active member of the committee being represented, as well as be a member of the Chapter and a resident of the Chapter’s jurisdiction.

ARTICLE VIII.3 Nomination Process.
Each Committee created under Article VIII.1 shall designate a chair who shall 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 nominated by the represented allied organization.

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 Board Executive Committee.

ARTICLE VIII.5 Terms and Duties.
The term for each Appointed Non-Voting Board member is as follows. The committee representatives 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 VIIIIX, COMMITTEES AND TASK FORCES

ARTICLE VIIIIX.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 President shall appoint and discharge all Chapter committees and task forces, including appointing their chairs, unless otherwise provided in their ratified charter.

Each Committee shall be allowed to nominate one representative as an Appointed Non-Voting Board position per Error! Hyperlink reference not valid.

ARTICLE VIIIIX.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 4, shall be made publicly available on the Chapter’s website and will be maintained by the Chapter Administrator.

ARTICLE IX. MEETINGS

ARTICLE IX.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 IX.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 IX.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 IX.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 IX.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 IX.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.

**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
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.
Area Representative Map and Description
Area Representative Contacts
List of Chapter Committees and Task Forces
Charters of Chapter Committees and Task Forces
Chapter Committees and Task Forces Contacts Information
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...
2019 APA Colorado Chapter Bylaws

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.
AREA REPRESENTATIVE MAP AND DESCRIPTION
AREA REPRESENTATIVE CONTACTS

Northwest Area Representative: Northwest@APAColorado.org
Southwest Area Representative: Southwest@APAColorado.org
Central Mountain Area Representative: CentralMountain@APAColorado.org
North Central Area Representative: NorthCentral@APAColorado.org
Denver Metro Area Representatives: DenverMetro1@APAColorado.org
DenverMetro2@APAColorado.org
South Central Area Representative: SouthCentral@APAColorado.org
LIST OF CHAPTER COMMITTEES AND TASK FORCES

APAS Colorado
Awards Committee
Bylaws Committee
Citizen Planner Task Force
Diversity Committee
Emerging Planning Professionals Committee
FAICP Advisory Committee
Great Places Colorado Committee
Healthy Communities Committee
Legislative Committee
Membership Committee
Nominating 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

<table>
<thead>
<tr>
<th>Committee</th>
<th>Contact Email</th>
</tr>
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<tbody>
<tr>
<td>APAS Colorado Committee</td>
<td><a href="mailto:APAS@APAColorado.org">APAS@APAColorado.org</a></td>
</tr>
<tr>
<td>Awards Committee</td>
<td><a href="mailto:Awards@APAColorado.org">Awards@APAColorado.org</a></td>
</tr>
<tr>
<td>Bylaws Committee</td>
<td><a href="mailto:Admin@APAColorado.org">Admin@APAColorado.org</a></td>
</tr>
<tr>
<td>Citizen Advocacy Task Force</td>
<td><a href="mailto:CAT@APAColorado.org">CAT@APAColorado.org</a></td>
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<tr>
<td>Diversity Committee</td>
<td><a href="mailto:Diversity@APAColorado.org">Diversity@APAColorado.org</a></td>
</tr>
<tr>
<td>Emerging Planning Professionals Committee</td>
<td><a href="mailto:EPP@APAColorado.org">EPP@APAColorado.org</a></td>
</tr>
<tr>
<td>FAICP Advisory Committee</td>
<td><a href="mailto:Admin@APAColorado.org">Admin@APAColorado.org</a></td>
</tr>
<tr>
<td>Great Places Colorado Committee</td>
<td><a href="mailto:GreatPlaces@APAColorado.org">GreatPlaces@APAColorado.org</a></td>
</tr>
<tr>
<td>Healthy Communities Committee</td>
<td><a href="mailto:Healthy@APAColorado.org">Healthy@APAColorado.org</a></td>
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<tr>
<td>Legislative Committee</td>
<td><a href="mailto:Legislative@APAColorado.org">Legislative@APAColorado.org</a></td>
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<tr>
<td>Membership Committee</td>
<td><a href="mailto:Membership@APAColorado.org">Membership@APAColorado.org</a></td>
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<tr>
<td>Nominating Committee</td>
<td><a href="mailto:Admin@APAColorado.org">Admin@APAColorado.org</a></td>
</tr>
<tr>
<td>Outreach &amp; Communication Committee</td>
<td><a href="mailto:Outreach@APAColorado.org">Outreach@APAColorado.org</a></td>
</tr>
<tr>
<td>Professional Development Committee</td>
<td><a href="mailto:PDO@APAColorado.org">PDO@APAColorado.org</a></td>
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<tr>
<td>Sustainability Committee</td>
<td><a href="mailto:Sustainability@APAColorado.org">Sustainability@APAColorado.org</a></td>
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<tr>
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