

Urban Design and Preservation Division Bylaws

Last amended on May 2, 2022.

1. General

1.1. Name

The name is the Urban Design and Preservation (hereafter the Division) of the American Planning Association (hereafter APA or the Association). "Urban design" and "preservation" are mutually beneficial practices that contribute to the health and vitality of cities and towns. The Division has been authorized by and is subject to the Bylaws of the APA.

1.2. Purpose. The Division shall advance the theory and practice of urban design and preservation as integral to the comprehensive planning by:

1.2.1. Disseminating materials and information about current urban design and preservation practice and theory to members of the Division;

1.2.2. Assisting and educating the Association about influencing legislation; planning policy; and membership welfare, which may include but is not limited to workplace fairness, equitable programs and benefits, and opposing discrimination – that affects urban design and preservation;

1.2.3. Facilitating connections with Divisions, Chapters, and other professionals and professional organizations that are concerned with urban design and preservation; and

1.2.4. Promoting professional communication among members of the Division through a variety of member services, including but not limited to newsletter, conference sessions, workshops, webinars and other publications.

1.3. Mission:

The Urban Design & Preservation Division is committed to promoting the knowledge, skills, and abilities of its members interested in urban design and/or historic preservation. Our members hold key positions in the public sector, private sector, academia, and other roles that enable them to make recommendations on policies and programs so as to provide beneficial outcomes in all aspects of urban design and historic preservation. Our Division promotes professional networking among its constituent members, with other APA divisions, as well as interaction with other professional groups interested in urban design or historic preservation. The UDP Division also supports the American Planning Association in advancing urban design and preservation principles in the comprehensive planning process and public policy.

1.4. Nonprofit status. Divisions are recognized as subordinate entities under the nonprofit 501(c)(3) status of the American Planning Association.

2. Procedures

- 2.1. Procedures shall be informal for meetings with fewer than 25 people.
- 2.2. For meetings with 25 or more people, procedure shall be governed by basic parliamentary procedures as a guide (or Robert's Rules of Order).
- 2.3. It is encouraged, wherever reasonably possible, decisions to be reached by consensus.

3. Membership

- 3.1. Eligibility. Any Association member may join upon payment of the Division's dues.
- 3.2. Non-Association members may become Division Affiliates upon payment of Division Affiliate dues.
- 3.3. Division-only affiliates shall not represent themselves as members of the Association.
- 3.4. Termination. Division membership or affiliation will be terminated upon failure to pay Division dues.

4. Decision-making

- 4.1. The Executive Committee shall make decisions by a majority of votes, except where specified otherwise in these bylaws.
- 4.2. The Executive Committee shall determine the means of disseminating information about decisions requiring a vote by Division membership to ensure accessibility.
- 4.3. Voting members of the Executive Committee shall consist of all elected officers and appointed officers.

5. Officers and Elections

The officers are Chair, Chair-Elect, the Secretary-Treasurer, the Immediate Past Chair, and others as required. Elected officers shall include at least the Chair, Chair-Elect, and the Secretary-Treasurer. A Student Representative or other leadership team members may be appointed or elected at the discretion of the Officers.

5.1. Elections

- 5.1.1. Elections will be held every two years. Newly elected officers will assume office on January 1 of odd-numbered years.

- 5.1.2. The terms for all elected officers are two years, except for the Immediate Past Chair who shall serve for one year. Appointed Division officers shall serve for one year at the discretion of the Division Chair.
- 5.1.3. No Division member may serve more than two terms as Chair of any single Division. Terms may be consecutive or non-consecutive.
- 5.1.4. No elected officer shall serve more than two consecutive terms in the same position.
- 5.1.5. The Division Chair will appoint a Nominating Committee consisting of at least three Division members to issue a call for nominations from the Division membership and conduct an election. Nominating committee members may not include members running for office.
- 5.1.6. The Nominating Committee will present an election schedule consistent with the APA national election schedule which includes a call for nominations, submission of candidate material, and balloting window for the Executive Committee's approval.
- 5.1.7. The Nominating Committee shall allow at least two weeks for nominations to be submitted. At least one person shall be nominated for each office.
- 5.1.8. A Division Affiliate member is permitted by the Bylaws of the Division to hold an elected office other than Chair or Chair-Elect.
- 5.1.9. Election results are based on a plurality of the valid ballots received. Electronic ballots may be used.
- 5.1.10. In the case of a tie, the Nominating Committee Chair shall determine the winner by random drawing.
- 5.1.11. The Nominating Committee will issue a call for nominations, verify candidates' eligibility, coordinate notifications to candidates, provide ballots and candidate statements in a manner accessible to all members, and count the votes.
- 5.1.12. Write-in candidates may be permitted on the ballot, subject to the write-in candidate's current valid membership in APA as well as the Urban Design and Preservation Division.

5.2. Chair. The Chair shall:

- 5.2.1. Act as the presiding officer of the Division;
- 5.2.2. Preside over all Division meetings;
- 5.2.3. Prepare or oversee preparation of an Annual Performance Plan, Work Plan, and Budget for approval by the Executive Committee;
- 5.2.4. Represent the Division or delegate a representative to serve on the Divisions Council of the Association;
- 5.2.5. Appoint committees and others necessary to carry out the annual work program;
- 5.2.6. Make other delegations and decisions necessary to carry out the Mission and Purpose of the Division; and
- 5.2.7. Be responsible for Division compliance with requirements in the APA corporate by-laws, current Division Performance Criteria and Division Council

Policies and Procedures.

5.3. Chair-Elect. The Chair-Elect shall:

5.3.1. Assist the Chair as directed including, but not limited to, manage committee activities, assist with special projects, assist with the creation of the Annual Performance Plan and Work Plan and planning efforts associated with the annual business meeting or the APA Annual Conference; and

5.3.2. In the absence or resignation of the Chair, the Chair-Elect shall assume the duties of the Chair, and other duties as assigned by the Chair. The Chair-Elect shall assume the duties of Chair until the term of the vacated Chair is complete, whereupon the Chair-Elect will complete his or her elected leadership term.

5.4. Secretary-Treasurer. The Secretary-Treasurer shall:

5.4.1. Prepare minutes of the Division's annual business meeting and all Executive Committee meetings;

5.4.2. Submit proposed Bylaw amendments to the membership;

5.4.3. Fulfill all recordkeeping and reporting requirements as stipulated by APA National;

5.4.4. Be responsible for on-going communication to members;

5.4.5. Manage Division funds in accordance with the Division budget;

5.4.6. Assist the Chair in preparing the Budget to be approved by the Executive Committee and submitted with the Annual Performance Plan and Work Plan; and

5.4.7. Prepare an annual financial report to be presented to the Executive Committee as well as the Division's members at the annual meeting.

5.5. Immediate Past Chair. The Immediate Past Chair succeeds to this position upon completion of his/her two-year term as Chair and serves in this position for one year. The Immediate Past Chair shall undertake such duties as may be assigned by the Chair.

5.6. Student Representative. The Student Representative is appointed by the Chair after consultation with the officers and shall:

5.6.1. Serve as a liaison between the division's student members and executive committee;

5.6.2. Lead efforts to recruit student members to join the division;

5.6.3. Represent the division in activities and committees where student representation is needed;

5.6.4. Promote student involvement and engagement in the division.

5.7 Appointed Officer Responsibilities

5.7.1. Newsletter Editor. Responsible for preparing the format and layout for the Division's quarterly newsletter for the membership; this position is not responsible for original content, authoring articles, etc.; and related duties as directed by the Elected Officers.

5.7.2. Communications Coordinator. Responsible for the preparation, production, and distribution of the publication of the Division; execute social media strategy and update the Division's social media platform(s) as directed by the Elected Officers; and related duties as assigned by the Elected Officers.

5.7.3. Membership Coordinator. Responsible for: recruiting and executing outreach strategy for the purpose of bringing new members into the Division; prepare and conduct surveys of the Division membership as directed by the Elected Officers; and related duties as assigned.

5.7.4. Conference Program Coordinator. Responsible for: setting up or reviewing the Division sponsored sessions at the annual National Planning Conference; make arrangements for other Division sponsored events, if any; and related duties as directed by the Division Chair.

5.7.5. Other Appointed Positions. The Chair may establish and disestablish other appointed positions as-needed to implement the Division's Work Plan, such as: Webinar Coordinator; Student Scholar Coordinator; Student Outreach Coordinator; Policy Liaison Coordinator; Design-Preservation Rapid Assistance Team (D-PRAT) Coordinator; and others. Responsibilities shall be as assigned by the Chair.

5.8. Vacancies

5.8.1. In the absence or resignation of the Chair, the Chair-Elect shall assume the duties of the Chair. The Chair-Elect shall assume the duties of Chair until the term of the vacated Chair is complete, whereupon the Chair-Elect will complete his or her elected leadership term.

5.8.2. All other vacancies will be filled for the unexpired term by a vote of the membership within three months, or by the Executive Committee if general elections are less than six months away.

5.9. Termination of Division Officers. In the event that a Division elected officer is unable to perform his/her duties and/or is not functioning within the guidelines of their elected position outlined by the APA, Division Bylaws, and the Division Performance Criteria and Policies, the subject Division elected officer may be asked to resign or be terminated from his/her position by the majority vote of the Executive Committee. Appointed Division officers may be removed at the discretion of the Division Chair, or appointed officers failing to attend four consecutive regular meetings of the Executive Committee (without excused absences) may be deemed to have abandoned and resigned their position.

6. Executive Committee

6.1. Composition. The Officers, as defined in Section 4.0, and additional leadership team members elected or appointed at the discretion of the Officers, shall comprise the Executive Committee. Additional members may be added as necessary to facilitate division administration and programs by a majority decision of the Officers of the Division.

6.2. Duties of the Executive Committee

6.2.1. Manage the affairs for the Division.

6.2.2. Prepare and adopt the annual performance plan, work plan and budget, using templates specified by the Divisions Council Executive Committee.

6.2.3. Authorize expenditures consistent with the budget and subject to consent by the Chair.

6.2.4. Coordinate support for educational sessions at the National Planning Conference, and other sessions as warranted.

6.2.5. Consult, electronically or in person, to coordinate the activities of the Division as needed.

6.3. Meetings

6.3.1. Meetings of the Executive Committee, be they through a traditional meeting gathering, a teleconference, or some other type of electronic communications, shall be called by the Chair, or by a majority of the Executive Committee members.

6.3.2. A majority of the Executive Committee shall constitute a quorum, or for a decision not made in a meeting or teleconference (e.g., via email) by a majority of all Executive Committee members.

6.3.3. Nothing here shall prohibit the Division's ability to conduct meetings through electronic means, except that the Annual Meeting shall be conducted in person at the APA National Conference (if an in-person Conference is held) and attempts will be made to broadcast the Annual Meeting electronically to members unable to attend in person.

7. Committees

The Executive Committee may form (and dissolve) committees, drawn from Division membership to carry out the activities of the Division. The Chair shall appoint a Committee Chair for each Committee. Committee Chairs may, at the discretion of the Executive Committee, serve as advisory members of the Executive Committee. Committee Chairs may be appointed to or removed from said position at the discretion of the Division Chair.

8. Finances

8.1. Dues. Dues shall be consistent with the APA division dues schedule for all categories. Dues are collected by national APA and are rebated by the Association's national office.

8.2. Non-Dues Receipts. Subject to approval by the Executive Committee, the Division may accept contributions, donations, and grants. The Executive Committee may establish fees for publications and services to be offered to non-members, or as special services to members, as long as these fees are consistent with charges determined by the APA Board.

8.3. Contracts. The Division shall not enter into contracts or obligate the Division financially or in name if said obligation or contract exceeds five hundred dollars (\$500) and is not described and proposed in an approved annual work plan and Division budget. All agreements, partnerships with outside organizations or individuals, or previously unidentified expenses shall be submitted to APA prior to any action being taken.

8.4. Budget Amendments. The Executive Committee may amend the adopted budget from time to time as-needed pursuant to Article 4 of these Bylaws.

8.5. Reimbursements.

8.5.1. Division leadership may request reimbursement for pre-authorized expenditures via established APA or Divisions Council methods.

8.5.2. The Chair or proxy attending official Divisions Council business may request travel reimbursement as set forth in the Divisions Council Travel Reimbursement Guidelines (to include, but not limited to, the APA National Conference and Fall Leadership Conference).

8.5.3. All Elected Officers may request reimbursement for National Planning Conference registration and related expenses should their employers not provide this benefit.

8.5.4. Any other requests for reimbursements submitted to the Division must be pre-authorized by the Chair and the Secretary-Treasurer.

9. Publications, Media, and Branding

9.1. Identification. The Division shall utilize developed APA branding, logos, and imagery for all publications and media produced by or for the Division. Division publications shall be identified with the full name as, "a Division of the American Planning Association;" and with the uniform logotype of the Association.

9.2. Newsletter and other Member Communications

9.2.1. The Division is required to produce and disseminate regularly-

scheduled communications to Division members in conformance with Divisions performance Criteria. The purpose of these communications is to provide a benefit to Division members including opportunities to contribute articles and other content, stay current on Division or generalized urban planning industry news, and share information with other Division members.

9.2.2. Newsletters and other communications may be distributed in digital format or in hard copy via United States mail at the discretion of the Division.

9.2.3. A digital file of each newsletter shall be filed with National APA.

9.3. Division Website

9.3.1. If the Division uses the APA Division website, the Division shall work with APA to ensure regular and current content is included on the Division's APA website.

9.3.2. For all division websites, quarterly website updates are recommended.

9.4. Other Media Communications

9.4.1. The Division may also maintain a presence through social media, e-bulletins, or other communications as supported by APA.

10. Division Meetings

10.1. The Division shall hold an annual meeting during the APA National Conference. Notice of the annual meeting shall be distributed to Division membership via regular mail and/or email to the Division membership at least 30 calendar days prior the meeting.

10.2. Special meetings of members may be held at such times and places as may be ordered by: the Chair; or in the case of the Chairperson's absence, death or disability, the Chair-Elect; or, a majority of the Executive Committee; or, by petition of ten percent (10%) of Division members. For special meetings, a written notice shall be delivered via regular U.S. Mail and/or email to the Division membership at least 14 calendar days prior to the meeting.

11. Event Attendance and Travel Reimbursement Policy

11.1. The Division Chair, or designated proxy, must attend the annual meeting, held at the National Planning Conference held in the spring. All other Division Officers are encouraged to attend the annual meeting.

11.2. The Division Chair, or designated proxy, must attend APA Leadership Meetings held in the Fall.

11.3. Reimbursement of travel and lodging for all required Division officer activities

shall be identified in the Division Work Plan and Budget as approved by APA. Levels of reimbursement shall be stated in the Division's budget, as determined by the Division Chair and Treasurer in conformance with Divisions Council Travel Policy.

12. Public Policy

12.1 No member shall represent the Division on Division policy without obtaining the approval of the Executive Committee. No member shall represent APA without obtaining the approval of the Executive Committee as well as the APA Executive Director.

12.2 Division members may conduct community outreach and pro bono Planning activities, such as the Design-Preservation Rapid Assistance Team (D-PRAT), by first obtaining approval of the Executive Committee as well as the APA Executive Director.

13. Right to Privacy

All Division member anonymity shall be respected with regards to billing and other Division activities. Division members will be provided the opportunity to opt out of inclusion in division membership directories.

14. Amendments or Replacement

Any Division shall be free to amend or replace its bylaws at any time using the following procedure:

14.1. Proposed amendments or replacement bylaws may be proposed by either the Executive Committee or by a petition signed by at least ten Division members.

14.2. A copy of proposed bylaws or amendments shall be filed with the Association's National Office for review before distribution to members for adoption. If no response is received by the Association within 14 days of service, the Division may proceed with its adoption of the proposed amendments or replacement bylaws as drafted.

14.3. The Secretary shall submit the proposed amendments or replacement bylaws to the membership for their consideration.

14.4. Bylaws may be amended by a plurality of the valid ballots received. Mail or electronic ballots may be used.

14.5. Once approved, the current bylaws shall be filed with the Association.

Bylaws approved by Division Board and membership: May 2, 2022.