

NEW HAMPSHIRE PLANNERS ASSOCIATION BY-LAWS

ARTICLE 1 GENERAL PURPOSE AND ORGANIZATION

§ 1-1 Name

The name of the corporation shall be the "New Hampshire Planners Association" (hereinafter referred to as "the Association" or "NHPA").

§ 1-2 General Purpose

The NHPA promotes, assists, and supports the professional planner in the goal of achieving planning excellence to improve the quality of life today and tomorrow in New Hampshire's communities.

§ 1-3 Nature of the Business Transacted

The general goals, objectives and activities carried out by the Association are set forth in the Strategic Plan, initially adopted in 1998, and as from time to time amended and refined to reflect the needs of the planning profession in the state of New Hampshire.

ARTICLE 2 CORPORATE SEAL

The seal of the Association shall consist of a flat-faced circular die with the words and figures "New Hampshire Planners Association 1970" cut or engraved thereon. Until such die is cast, the seal shall be a wafer lawyer's seal.

ARTICLE 3 MEMBERSHIP

§ 3-1 CLASSIFICATIONS

The Association shall have the following classifications of membership:

(a) Professional Planner

Limited to planners who live and/or regularly work in New Hampshire with a minimum education and experience as follows: bachelor's degree in planning or related field and one (1) year of professional planning experience or master's degree in planning or related field.

(b) Related Professional

Limited to professionals working in fields which have constant contact with the planning profession in New Hampshire, but are not themselves professional planners.

(c) **Board or Commission Member**

Current or former members of local land use boards or commissions or members of the general public.

(d) **Student**

Any full-time student concentrating in planning or a related field.

(e) **Retired**

Anyone who formerly would have been classified as a Professional Planner, Related Professional, or Board or Commission Member, but who is no longer gainfully employed on a regular basis as a Professional Planner or Related Professional, and who is no longer serving as a Board or Commission Member.

§ 3-2 MEMBERSHIP APPLICATION

All applications for membership in the Association shall be submitted to the Vice President for approval. The Vice President shall determine if the applicant meets the membership criteria and act thereon. If there is a question, the Vice President shall bring the application to the Executive Committee. The Executive Committee shall act as the membership committee for the Association.

§ 3-3 TERM OF MEMBERSHIP

The term of membership shall run from January 1 to December 31.

§ 3-4 RESIGNATIONS AND SUSPENSION/REVOCATION OF MEMBERSHIP

(a) Any member may resign their membership by written notice to the Vice President of their desire to do so. In order to resign in good standing with the Association, membership dues to the Association shall be paid in full.

(b) The Executive Committee, with the concurrence of a majority vote of those present at an annual or special meeting of the Association, may suspend or revoke the membership of any member of the Association whose personal or professional conduct is deemed by the Association to be detrimental to the best interest of the Association. The suspended member shall be so advised immediately following action of the Association, and may, within thirty (30) days, demand a hearing.

(c) Any person not paying current dues by December 31 is no longer a member of the Association until such dues are paid.

(d) There shall be no rebate of membership dues upon any revocation or resignation of membership in the Association.

**ARTICLE 4
OFFICERS**

§ 4-1 OFFICERS

The officers shall consist of: President, Vice President, Treasurer, Secretary, Professional

Development Officer, Public Information Officer, News Editor, New Hampshire Legislative Liaison, NNECAPA Legislative Liaison, Sustainability Coordinator, and State Director of the Northern New England Chapter of the American Planning Association (NNECAPA). All officers shall be members of the Association.

§ 4-2 EXECUTIVE COMMITTEE

(a) Formation

The Executive Committee shall consist of the officers identified in § 4-1. At its meeting following an annual election, the Executive Committee shall elect from among its members officers for the ensuing year.

(b) Duties

The Executive Committee shall effect the will of the Association; shall be custodian of all its property; shall authorize all contracts and purchases, but shall not incur any liabilities exceeding the amount of unappropriated funds in the hands of the Treasurer; shall audit all accounts; and shall transact all ordinary and routine business not requiring action by the membership as a whole.

(c) Meetings

The Executive Committee shall meet on a regular basis to conduct the business of the association.

(d) All Executive Committee members are expected to attend the regular meetings of the Executive Committee and if unable to attend, are responsible for notifying the President prior to the meeting.

§ 4-3 NOMINATIONS

(a) A nominating committee shall be appointed by the President prior to the annual meeting. The committee shall present to the President and the membership a slate of candidates for consideration.

(b) With the exception of the NNECAPA State Director, members of the Executive Committee shall be elected by mail ballot or electronic means. Ballots shall be mailed or electronically submitted between one month and three (3) weeks before the annual meeting. Ballots shall be returned by mail or electronic means to the chairperson of the nominating committee at least three (3) days before said meeting. The ballots shall contain the following statement: "Three-year terms: Vote for not more than three candidates." For elections to fill the remaining term of vacant offices, the ballots shall contain the following statement: "[Fill in number of years remaining]-year term(s): Vote for not more than (fill in number of offices open)."

(d) The nominating committee shall also attempt to nominate at least two (2) candidates for the position of NNECAPA Chapter Representative, which they shall forward to the NNECAPA nominating committee.

§ 4-4 ELECTION

Executive Committee members (with the exception of ex-officio officers) shall be elected by the affirmative vote of a plurality of the votes cast for each position. The chairperson of the nominating committee shall announce the results at the annual meeting.

§ 4-5 TERM OF OFFICE

The term of office for Executive Committee members shall be for three years from their election at an annual meeting. Executive Committee members shall serve until their successors are elected.

§ 4-6 VACANCIES

(a) Vacancies occurring in the Executive Committee during the term of the office shall be filled by a majority vote of the Executive Committee. The member elected shall hold office until the next regular election, at which time the position shall be filled as provided by § 4-3 for the remainder of the term of office, if any.

(b) Any Executive Committee member may resign. Any Executive Committee member may be removed from office as specified in § 3-4.

§ 4-7 DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

The officers and Executive Committee members of the Association shall perform all duties usually pertaining to their office and specifically the following:

(a) President

The President shall call and preside at all meetings of the Association and the Executive Committee; shall appoint all regular and special committees; shall serve as nonvoting, ex-officio member of all committees; shall be responsible for the formulation of a program to promote the objectives of the Association; and shall enter into all contracts as directed by the Executive Committee, and in behalf of the Association. The President shall keep the membership informed of actions by the officers and committees of the Association, to include meeting notices and agendas, to provide relevant information, and to serve as a forum of opinion.

(b) Vice President

The Vice President shall act as President in absence or incapacity of the President; and may represent the President as the liaison between NHPA and other organizations within and outside the state. The Vice President shall coordinate an annual membership drive, maintain an up-to-date record of membership, and oversee the publication of a membership roster.

(c) Treasurer

The Treasurer shall maintain all financial records which shall be open to inspection by the membership at all times; shall disburse funds on order of the President, as authorized by the Executive Committee; shall report the financial transactions and conditions of the Association at the annual meeting; shall organize and conduct a continuous and bona fide membership campaign; and shall collect dues.

(d) Secretary

The Secretary shall keep a record of all proceedings of the Association; shall notify members of election and appointment to office; and shall keep a record of all official correspondence of the Association.

(e) Professional Development Officer

The Professional Development Officer shall be responsible for organizing workshops, conferences and other activities which improve member's knowledge of current planning techniques and which foster the improvement of ethical and professional conduct of association members.

(f) Public Information Officer

The Public Information Officer shall be responsible for overseeing the organization's website, providing timely information about the activities of the association to the media and general public through the use of the website, press releases, and other appropriate means.

(g) News Editor

There shall be a Newsletter Editor who shall be responsible for soliciting, editing, and publishing articles relevant to the planning profession and planning issues in New Hampshire. It is expected that there will be monthly articles published, either in a newsletter or posted on the NHPA web site.

(h) New Hampshire Legislative Liaison

The New Hampshire Legislative Liaison shall monitor state legislation of significance and interest to planners in NH, shall report the status of legislation to the executive committee and shall be authorized by the executive committee to testify on behalf of the association.

(i) NNECAPA Legislative Liaison

The NNECAPA Legislative Liaison shall monitor federal legislation of significance and interest to planners in NH, shall report the status of legislation to the executive committee and shall be authorized by the executive committee to testify on behalf of the association. The NNECAPA Legislative Liaison shall serve as a voting member of the NNECAPA Executive Committee.

(j) Sustainability Coordinator

This position will be responsible for developing and leading a comprehensive sustainability program for the New Hampshire Planners Association that is consistent with American Planning Association's *Policy Guide on Planning for Sustainability*. Duties will include, but not be limited to: (i) Assessing the sustainability of all internal and external operations of the organization; (ii) Ensuring that all events, activities and operations of the organization embody the objectives of the APA Sustainability Policy Guide to the greatest degree possible; (iii) Educating the membership on planning for sustainability through the newsletter, website and at the annual conference; (iv) Networking with like-minded organizations to partner on development of policies, organizing professional development opportunities, and

coordinating education on planning for sustainability on a state-wide basis; (v) Informing NHPA members of key legislation and policy (state and federal) that deal with sustainability issues.

(k) NNECAPA State Director

The NNECAPA State Director serves as an ex-officio member of the Executive Committee. The NNECAPA State Director shall serve as NNECAPA's representative to NHPA and shall attend NNECAPA Executive Committee meetings as a liaison between the two organizations.

§ 4-8 ANNUAL REPORTS

The Executive Committee shall present at the annual meeting, a report of the Association's activities to date and recommendations, if any, for the future of the Association.

**ARTICLE 5
MEETINGS**

§ 5-1 MEETINGS

Meetings of this Association shall be held by the membership on dates selected by the Executive Committee.

§ 5-2 ANNUAL MEETINGS

An annual meeting shall be held annually in the fall as scheduled by the Executive Committee for the announcement of the election of Executive Committee members and for the transaction of business. Notice of the annual meeting shall be sent to all members not less than fifteen (15) days in advance of the meeting.

§ 5-3 SPECIAL MEETINGS

Special meetings may be called by the President, by the Executive Committee, or upon request of ten (10) members of the Association. Notice of such meetings shall be sent to all members not less than seven (7) days in advance of the meeting.

§ 5-4 QUORUM

(a) Six members of the Executive Committee shall constitute a quorum for the conduct of the Committee's business. The voting members present at the annual meeting and at any special meeting called shall constitute a quorum. A simple majority vote of the quorum is required to pass any action.

(b) The Executive Committee may take action by oral or written consent, including email, in the event that a decision is needed and there is not time to convene a meeting. Any such action shall be reported by the President at the next Executive Committee meeting, and the Secretary shall record such action in the minutes of that meeting.

§ 5-5 VOTES

Each member shall have one (1) vote.

**ARTICLE 6
COMMITTEES**

§ 6-1 CREATION

The President or Executive Committee shall create standing and special committees of such number, title, duties, and duration as needed.

§ 6-2 COMPOSITION

Each committee shall consist of three (3) or more members to be appointed by the President. The President shall name the chairperson.

§ 6-3 MEETINGS

The committees shall meet at such times and places as directed by the chairperson of the committee.

§ 6-4 TERM OF OFFICE

Members of the standing committees shall serve for one (1) year or until their successors are appointed, and any vacancies shall be filled by the President.

§ 6-5 REPORTING OF ACTIVITIES

All committees shall submit reports of their activities in writing to the President and to the membership at the conclusion of their services.

**ARTICLE 7
BUSINESS**

§ 7-1 REPORTING OF BUSINESS

The Executive Committee shall deliver an annual report to the Association at the Annual Meeting for its approval.

§ 7-2 COLLECTIVE OPINION OF ASSOCIATION

Any expression of opinion intended to represent the collective opinion of the Association may be made by the majority of the Executive Committee. In acting upon the recommendations of a standing committee, no formal collective opinion of the Association shall be represented unless and until a majority of the Executive Committee concurs with the recommendations or opinion of the standing committee.

**ARTICLE 8
INDEMNITY AND LIMITS ON LIABILITY**

All officers and volunteers of the Association shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by, or imposed upon them, in connection with any proceeding or settlement of any proceeding to which they may be party or in which they may become involved by reason of being or

having been an officer or volunteer at the time such expenses are incurred, but the Articles of this provision shall not apply if an officer or volunteer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties, provided that in the event of a settlement the indemnification provided herein shall apply only when the Executive Committee approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer or volunteer may be entitled.

ARTICLE 9 DUES

§ 9-1 DATE PAYABLE

Dues shall be payable during January, the first month of the membership year.

§ 9-2 NOTICE OF DUES PAYABLE

Notice of dues payable shall be sent at least thirty (30) days prior to the beginning of the next membership year.

§ 9-3 AMOUNT

The amount of annual dues shall be \$40 per year. Dues for student and retired members shall be \$15 per year.

§ 9-4 ORGANIZATIONAL DUES STRUCTURE

Any organization wishing to have four or more of their members joining the Association may do so and the maximum dues shall be \$150.

ARTICLE 10 STAFF

§ 10-1 APPOINTMENT

The Association may appoint whatever staff it deems necessary. The staff may:

- (a) Be part or full time;
- (b) Be or not be a member of the Association;
- (c) Be removed at any time by the Executive Committee.

§ 10-2 DUTIES AND COMPENSATION

The duties and compensation of the staff shall be as established by a two-thirds (2/3) vote of the Executive Committee.

ARTICLE 11 FISCAL YEAR

Except as from time to time otherwise provided by the members, the fiscal year of the Association shall end on the 31st of December each year.

ARTICLE 12 INSPECTION OF BOOKS AND PAPERS

All books, papers, and documents of every kind belonging to the Association, wherever located, shall be open to the inspection of any member at any reasonable time.

ARTICLE 13 AMENDMENTS

Except as otherwise provided by law, these by-laws may be amended, added to, altered or replaced in whole or in part by a majority vote of the members present and voting at any annual meeting or by a two-thirds (2/3) vote of the members present and voting at any special meeting thereof.

ARTICLE 14 ARTICLES OF RULES OF ORDER

All meetings of the members of the Association, of the officers or of any committee, shall be governed by *Robert's Rules of Order*, latest edition.

Adopted:

December 10, 1970

Revised:

May 31, 1974

February, 1975

May 18, 1979

May 21, 1980

June 22, 1990

March 17, 1994

June 1998 (and verified by the executive committee on July 10, 1998)

September 10, 1999

October 31, 2001

May 19, 2005

November 9, 2007

November 13, 2009

April 22, 2010