

BYLAWS of the WYOMING PLANNING ASSOCIATION



CHAPTER I - GENERAL PROVISIONS

Section 1. Organization. These rules and regulations shall regulate and govern the affairs of the Wyoming Planning Association (WYOPASS), hereinafter referred to as the Association.

Section 2. Authority. These rules and regulations for the Wyoming Planning Association were promulgated under the provisions of Wyoming Statutes Annotated, 1977 Republished Edition, Title 17, Chapter 19, Article 101 through 1807.

Section 3. Adoption. These rules and regulations shall become effective upon formal adoption of the Board of Directors of the Association.

Section 4. Amendment. Changes or amendments of these rules and regulations shall require a majority vote of the returned ballots of the members currently entitled to full membership privileges. Voting shall be by mail, fax, or e-mail ballot.

CHAPTER II - COMPOSITION OF ASSOCIATION

Section 1. Membership. The Association shall be composed of persons including, but not limited to, professional planners, planning commission members, and others involved directly or indirectly in the profession of planning.

Section 2. Classes of Membership. The membership shall consist of either a full member or student member.

- a. **Full Member.** A full member shall be any person involved directly or indirectly in the practice of planning, member of a council of governments or an elected or appointed member of a planning commission or council, or members of organizations closely related to planning. Upon payment of dues to the Association, each such member shall be entitled to one (1) vote.
- b. **Student Member.** Student member status is available to students enrolled at an accredited institution. Student members are eligible to receive official association publications, information notices, and a reduction of registration fees for Association conferences, provided the student member has satisfied current dues obligations to the Association. Upon payment of dues, student member shall be entitled one (1) vote.

CHAPTER III - PURPOSES, FUNCTIONS, AND POWERS

Section 1. Purposes and Functions. The Association shall be an independent, non-profit corporation created and established for the following purposes and functions:

- a. To promote communication and cooperation among professionals, planning commission members, and others involved directly or indirectly in the practice of planning.
- b. To provide information to the public on planning issues.
- c. To advocate planning programs that will preserve the quality of life in Wyoming.

- d. To provide a forum for discussion of relevant issues of common concern.
- e. To provide opportunities for continuing education for planning practitioners.
- f. To maintain and promote standards of professionalism among Wyoming planners.

Section 2. Powers. The Association shall have the power to:

- a. Sue and be sued, complain, and defend in its corporate name.
- b. Have a corporate seal.
- c. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- d. Sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- e. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- f. Property as security for the payment of funds so loaned or invested, including the right to invest and reinvest its funds in shares of stock of a corporation if the certificate of incorporation so provides.
- g. Conduct its affairs, carry on its operations, and have offices and exercise the power granted by this act (Section 17-222.9) in any state, territory, district or possession of the United States, or in any foreign country.
- h. Make donations for the public welfare or for charitable, scientific, or educational purposes.
- i. Indemnify any director or officer or former director or officer of the corporation against liability and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaws, agreement, vote of the board of directors, members or otherwise.

CHAPTER IV - BOARD OF DIRECTORS

Section 1. Directors. The Board of Directors of the Association contains seven (7) members and shall consist of the four (4) elected officers, two (2) members elected at-large from the general membership of the Association, and the past-president of the Association. The appointed Wyoming APA Western Central Chapter representative, the appointed Western Planning Resources representative, and a representative of the University of Wyoming Planning Program may serve in an ex-officio capacity with no voting privileges.

Section 2. Terms.

- a. The term of the President, Vice-President, and one At-Large board member shall be two (2) years beginning January 1st of the odd numbered years. The Secretary, Treasurer, and one At-Large board terms shall be two (2) years beginning on January 1st and of the even numbered years.

Section 3. Duties. The duties of the Board of Directors of the Association shall be as follows:

- a. The directors shall, by simple majority vote, establish and conduct the affairs of the Association subject to the adopted policies and bylaws of the Association.
- b. The directors shall prepare and present to the Association for approval at the annual meeting a yearly budget for the Association and shall expend funds of the Association within the budget approved or as amended by the Association. The annual meeting will be held in conjunction with the Spring Conference.
- c. The directors shall approve by majority vote recommendations from the committees of the Association.
- d. The directors shall approve by majority vote any appointments to the committees of the Association as submitted by the President.
- e. The directors shall approve by majority vote recommendations on state legislative or local community planning policy if appropriate or requested based on comments from the relevant subcommittee. Any legislative policy actions or positions advanced by the Board shall be reported to the general membership as soon as practical via electronic, or other means or notification.

Section 4. Vacancies. Any vacancy on the Board of Directors may be filled for the remainder of the term by majority vote of the remaining board members.

CHAPTER V – OFFICERS

Section 1. Officers. The officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer.

Section 2. Duties. The duties of each officer of the Association shall be as follows:

- a. The **President** shall have the general authority and responsibility in the administration of the Association consistent with the Articles of Incorporation and these rules and regulations. The President shall coordinate the work of committees, act as chair of the board of directors, call special meetings, and be the official spokesperson for the Association.
- b. The **Vice-President** shall advise and assist the President in performance of his duties and responsibilities. The Vice-President shall perform the duties of the President in the President's absence or incapacity, and shall have the power to call special meetings. The Vice-President shall be an automatic nominee for successor to the President but shall not take office as President unless confirmed by the voting membership of the Association during the election of officers process.
- c. The **Secretary** shall keep an accurate record of all the proceedings of the Association, maintain proper records of membership, assist with fall and spring conferences, maintain and checkout educational material, send membership renewal notices, and collect and forward dues to the Treasurer.

- d. The **Treasurer** shall maintain proper records of revenues, pursue interest-bearing bank accounts and invest the revenues with terms most beneficial to the Association. The treasurer shall sign all legitimate warrants of the Association.
- e. The At-Large members will attend board meetings, serve on committees, and promote planning in the state.

CHAPTER VI - BOARD MEETINGS

Section 1. Board Meetings. The board members of the Association will meet three times each year. Board meetings will be in conjunction with the Fall and Spring Conferences and one winter board meeting will be scheduled. All members are welcome to attend board meetings. Board meetings will be scheduled by the President, who will provide information as to the place, time, and agenda to all members one week before each meeting. A quorum is constituted by the physical presence of at least one-half (1/2) of the board members.

Section 2. Special Meetings. Special meetings may be called by the President or Vice-President of the Association by giving notice thereof to the secretary who shall immediately notify each member in writing or via e-mail of the time, place, and agenda of the special meeting. Such notice shall be provided to all members one week in advance of any special meeting.

Section 3. Executive Sessions. The board may hold executive sessions to deliberate contracts, personnel matters, or legal issues only. Executive sessions may only be held by an affirmative majority of the board in attendance.

Section 4. Proceedings. At the board meetings of the Association, the following shall be the regular order of business:

- a. Roll Call
- b. Minutes of the Preceding Meeting
- c. Communications
- d. Report of the President and awards
- e. Report of the Secretary and Elections
- f. Report of the Treasurer Adoption of the Budget
- g. Report of the Committees
- h. Old Business
- i. New Business
- j. Adjournment

CHAPTER VII- GENERAL PROCEDURES

Section 1. Voting. Each eligible member of the Association who has honored his/her dues obligation shall be entitled to one (1) vote. Voting on all business brought before the membership of the Association including the election of officers, changes in the Bylaws, and the setting of policy on Legislative issues, shall be by ballot. An affirmative vote by the majority of members who return a ballot shall be necessary for the adoption of any resolution or other voting matter before the Association. Faxed or e-mailed ballots will be accepted if the name of the member is included on such ballot.

Section 2. Abstention. Any member of the Association may abstain from voting on any matter.

Section 3. Rules of Procedures. All meetings of the Board and/or Association shall be conducted in an orderly manner. When necessary, the current edition of “Robert’s Rules of Order Revised” will be used as a guide for conducting the meeting.

CHAPTER VIII- ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Nominating Committee. The Board of Directors shall appoint a nomination committee who shall be responsible to place in nomination candidates for officers and directors.

Section 2. Nomination Procedures. All names placed in nomination shall be submitted to the secretary at least one (1) month prior to the election. The secretary shall then prepare ballots and mail ballots to the membership eligible to vote by December 1st. A board member not on the ballot will collect and tally the number of ballots received.

Section 3. Voting. Each eligible member shall vote using the ballot provided. The ballot may be mailed, faxed, or e-mailed to the nominating committee chair or other appointed representative not on the ballot and must be received by midnight December 15th. Ballots received after the deadline will not be counted.

Section 4. Election Results. The nomination committee shall count the ballots. The Board of Directors shall ratify the count and send the results to the membership. The nominee who obtains the highest number of votes on returned ballots for each position shall be elected to that position. Faxed or e-mailed ballots will be accepted if the voter includes his or her name on the faxed ballot.

CHAPTER IX - FISCAL AFFAIRS

Section 1. Dues. The Association shall collect dues from each member on a calendar year basis. The dues for membership shall be established by the Board of Directors. Full membership or student membership shall be awarded upon payment of dues subject to the following provisions:

- a. If joining the Association during the year, initial membership dues may shall be prorated.
- b. The Association shall bill each member for dues in January of each year. Membership dues shall become delinquent if not paid within thirty (30) days of billing.
- c. Full member voting privileges shall begin upon payment of dues.

CHAPTER X - COMMITTEES AND REPRESENTATIVES

Section 1. Permanent Committees. The Association shall have four (4) permanent committees. The members of the committees shall be appointed by the President for one (1) calendar year of service subject to approval of the Board of Directors. The permanent committees shall be as follows:

- a. Legislative: Purpose is to review planning-related legislation proposals; to recommend modification to proposed legislation from the perspective of the professional planner; to provide WYOPASS membership with copies of proposed legislation, recommended modifications, and summarizing analysis of legislation; to poll the WYOPASS membership as to its position concerning proposed legislation; and to keep the membership informed about the process of planning-related bills in the State Legislature. Any policy on Legislative issues shall be set by a majority of returned ballots from

the general membership.

- b. Conference/Continuing Education: Purpose is to arrange locations, dates, topics, and speakers for conferences; to publicize conferences, to provide information about conferences to WYOPASS members and interested people; to develop conference packets; to set conference registration fees with approval of the Board; and to develop and conduct planning courses, training and education programs for WYOPASS members and interested people. The chairman of the conference committee shall be from the host city/area if possible.
- c. Newsletter: The newsletter committee shall be chaired by the Western Planning Resources (WPR) representative. This committee shall coordinate with WPR to prepare a column on WYOPASS activities, which will act as the newsletter of the organization, and which will appear in the WPR publication; and ensure that information and planning articles are contributed to the Association's website and social media platforms.
- d. Awards: The awards committee shall be an ad hoc committee whose purpose is to solicit the membership for award nominations. The Committee members shall vote on the nominations and the awards will be presented at the Fall Conference.
 - 1) Urban Planning Project of the Year, for large municipalities
 - 2) Rural Planning Project of the Year, for smaller communities
 - 3) Planner of the Year (may be staff or commissioner)
 - 4) Planning Commission of the Year
 - 5) New Planner of the Year
 - 6) Other award categories as deemed by the Board of Directors

Nominations/nominees must comply with the following minimum criteria:

- 1) Individuals nominated for awards must be full members of WYOPASS.
- 2) Projects nominated must be projects of WYOPASS members and must be completed and implemented.
- 3) Individuals must show a strong record of public participation and community support.
- 4) Provide a narrative fully describing the reasons for nomination.

Section 2. Temporary Committees. The President, subject to the approval of the Board of Directors, may establish additional committees to undertake additional tasks necessary to the Association. The members of these temporary committees shall be appointed by the President for no longer than one (1) year of service, subject to the approval of the Board of Directors. The temporary committees shall be as follows:

- a. Nomination: The Nomination Committee shall be an ad hoc committee whose purpose is to develop a procedure for nomination of WYOPASS officers and Board Members; to verify candidacy with nominees; to supervise the election process; and to tabulate ballots.

Section 3. Committee Operation.

- a. Each committee chairperson shall be appointed by the President.
- b. Each committee shall have not less than three members.

- c. The President shall assign one board member to each committee.

Section 4. Representatives and Liaisons. The President, subject to the approval of the Board of Directors, may appoint representatives to represent the Association. The representatives shall be appointed by the President for no longer than four (4) years of service, subject to the approval of the Board of Directors. The representatives shall be as follows:

- a. **Western Central Chapter (American Planning Association) Representative.** The representative shall: serve as the Professional Development Officer (PDO); attend Western Central Chapter (WCC) Board meetings; and, provide updates of WCC activities to the Board of Directors. Responsibilities of the PDO shall include: encourage and promote continuing education and professional development for Association's members; advise prospective members of American Institute of Certified Planners (AICP) as to the qualifications, purposes, and programs of the AICP; inform Association members of the AICP *Code of Ethics and Professional Conduct*; upon request by the Board of Directors, inquire into the conduct of individual AICP members with regard to professional ethics and make appropriate recommendations for action; submit necessary application and materials for continuing education (CM) credits to WCC. Unless otherwise directed by the Board of Directors, the President of WYOPASS shall serve as the representative to the executive board of the of the APA Western Central Chapter.
- b. **Western Planning Resources Representative.** The Western Planning Resources (WPR) Representative shall be appointed for a four-year term to be appointed at the time the elected President takes office. The WPR Representative shall serve as an ex-officio, non-voting member of the Board of Directors. The representative shall: serve as the chair of the Newsletter committee; act as liaison between the Board of Directors and the WPR Board to engender cooperation and collaboration that benefit both memberships; provide the Board of Directors updates of WPR actions; provide at least quarterly updates to the President of WPR actions; inform the President of WPR meetings, events and their attendance status; encourage and coordinate activities, programs, and/or conferences jointly sponsored by the Association and WPR.
- c. **Western Planning Resources Editorial Board Representative.** The President, or an appointed representative, as approved by the Board of Directors, shall serve as the representative to the Western Planning Resources Editorial Board. They shall be responsible for review of articles and information for the WPR Magazine, as well as solicitation of articles by Wyoming Planning Commissioners and Professionals for publication in WPR Magazine.

CHAPTER XI - DISSOLUTION

Section 1. The Association may be dissolved by resolution adopted by the affirmative vote of two-thirds of the members by mail ballot in accordance with these rules and regulations. Upon dissolution, the assets of the Association will be distributed according to the Articles of Incorporation.

CHAPTER XII - ADOPTION

These Bylaws of the Wyoming Planning Association are hereby officially adopted on this 15th day of June, 1979, AD.

Amended on this 23rd day of October, 1981, A.D.

Amended on this 13th day of September, 1984, A.D.

Amended on this 17th day of December, 1990, A.D.

Amended on this 15th day of March, 1999, A.D.

Amended on this 21st day of September, 2001, A.D.

Amended on this 20th day of March, 2008, A.D.

Amended on this 15th day of April 2010. A.D.

Amended on this 1st day of July 2014. A.D.

Megan Nelms, President

ATTEST:

Donald Threewit, Secretary