

**VERMONT PLANNERS ASSOCIATION
BYLAWS**

[as amended and adopted November 1, 2013]

ARTICLE I: NAME

The name of this organization shall be the Vermont Planners Association (VPA)

ARTICLE II: PURPOSE

The primary purpose of this organization shall be to provide leadership in the planning field in Vermont through the professional development of planners; education and coordination with the community at large; and effective representation to local, state and federal governments and agencies.

ARTICLE III NONPROFIT STATUS

In addition to the foregoing, the organization may engage in any activity not inconsistent with the laws of the State of Vermont, within the purposes for which nonprofit corporations may be organized under the Vermont Non-Profit Corporation Act.

In any taxable year in which the corporation is a private foundation as described in IRC §501(a), the corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4943(c); (b) make any investments in such manner as to subject the corporation to tax under IRC §4944; or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provision of any subsequent federal tax laws.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter "IRC"), and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No substantial part of the activities of the organization shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) and does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

ARTICLE IV: RELATIONSHIP TO THE NORTHERN NEW ENGLAND CHAPTER OF THE AMERICAN PLANNING ASSOCIATION (APA)

The Vermont Planners Association shall coordinate its activities to the greatest extent possible with the Northern New England Chapter of the American Planning Association (“NNECAPA” or the “Chapter”). VPA shall have two liaisons with the Chapter Executive Committee, through the Vermont Chapter Representative and the Vermont Legislative Liaison, and shall assist with the annual Chapter meeting as well as professional development seminars.

ARTICLE V: ACTIVITIES

Programs and activities in addition to those listed below may be developed by the officers and/or membership. The officers shall approve any activity.

Section 1. Annual Awards

The Association shall sponsor an Annual Vermont Planners Association Awards Program and may recognize: a Project of the Year/Outstanding Project, a Plan of the Year, a Citizen Planner or Board of the Year, a Professional Planner of the Year, and any other awards as determined by the Executive Committee. Recipients of the Vermont Planners Association Awards will be nominees to the Northern New England Chapter of the American Planning Association Annual Awards Program.

Section 2. Vermont Planners Association Annual Meeting

The Vermont Planners Association shall hold an annual meeting in the fall of the year.

Section 3. Other Meetings

Other meetings of VPA may be held as needed. These may be: quarterly topic specific meetings held throughout the state, meetings for specific groups of planners (e.g. Planning Commissioners, Municipal Planners), and/or monthly meetings held in Montpelier during the legislative session. The Executive Committee will arrange meetings that address the needs of planners and recognize their resources and geographic distribution.

Section 4. Newsletter/Website

VPA shall distribute information on activities of interest to its members. It may use the NNECAPA quarterly newsletter, develop and distribute a newsletter of its own, use an e-mail listserv or utilize other distribution methods. This information shall also be distributed to non-members by request. In addition, VPA maintains a website to provide members and the public with information about VPA and planning issues.

Section 5. Coordination with Other Associations

Every effort shall be made to coordinate activities and information with other groups and associations including but not limited to: State agencies, departments and staff; the Vermont Community Development Association; the Vermont League of Cities and Towns (VLCT); the Vermont Association of Planning and Development Agencies (VAPDA); the Vermont Society of Landscape Architects; the Vermont Downtown Development Board; the Land Use Education and Training Collaborative; the Vermont Chapter of the American Institute of Architects; the Vermont Natural Resources Council; the Vermont Law School; the University of Vermont; legislative committees and other organizations. VPA recognizes the importance of working with other organizations to advance the profession and practice of planning.

ARTICLE VI: MEMBERSHIP AND ORGANIZATION

Section 1. Eligibility

Any individual involved in any aspect of planning in Vermont may be a member of VPA. The VPA Executive Committee may, with approval of the membership at the annual meeting, establish separate categories of membership to include individual, organizational and student.

Section 2. Dues

The dues shall be set by the Executive Committee with the approval of the membership at the annual meeting.

Section 3. Officers and Directors

The Association shall have officers and directors as presented below:

OFFICERS:

President. The President shall call and preside at all meetings of the Executive Committee and VPA, represent VPA at other meetings and in legislative matters, and fulfill all other duties imposed by these bylaws.

Vice-President. The Vice-President shall assist the President in carrying out his/her duties. The Vice-President shall carry out the duties of the President when the President is unable to do so.

Treasurer. The Treasurer shall be responsible for the accounting of all VPA funds. The Treasurer shall ensure that financial reports are prepared and distributed as necessary and that an annual report of the finances of VPA is presented at the annual meeting. The Treasurer shall be responsible for the filing of such annual reports and other matters as are necessary to maintain

the status of VPA as a nonprofit corporation with the State of Vermont, Secretary of State and as a tax exempt entity with the Internal Revenue Service.

Secretary. The Secretary shall ensure that minutes, agendas and a brief summary of Executive Committee meetings for the membership are prepared and distributed as necessary, and that an annual report of activities of VPA is presented at the annual meeting.

DIRECTORS:

Vermont State Director of NNECAPA. The Vermont State Director shall be one of two liaisons between VPA and the Chapter. He/she is responsible for primary communication between VPA and the Chapter Executive Committee. He/she shall serve as Conference Chair when the annual conference occurs in Vermont and serves on the awards committee to request nominations, review nominations received and make awards. The Vermont State Director shall report to the Executive Committee on the activities of NNECAPA at least quarterly.

Vermont Legislative Liaison. The Vermont Legislative Liaison shall be one of two liaisons between VPA and the Chapter. He/she should exhibit a strong interest in legislative issues and coordinate legislative activities of VPA, consistent with VPA's nonprofit status. He/she shall be charged with representing any adopted VPA positions or policies where they exist and for transmitting APA or NNECAPA legislative requests or proposed legislative policies and positions to the membership of VPA.

Vermont Downtown Development Board Representative. The Vermont Downtown Development Board Representative shall be responsible for representing VPA on the Vermont Downtown Development Board pursuant to 24 V.S.A. § 2792. He/she should exhibit a strong interest and experience with growth center issues, and he/she shall be charged with representing any adopted VPA positions or policies where they exist. The Vermont Downtown Development Board Representative shall report to the Executive Committee on the activities of the Downtown Development Board at least quarterly.

Vermont Downtown Development Board Alternate. The Vermont Downtown Development Board Alternate shall be responsible for representing VPA on the Vermont Downtown Development Board pursuant to 24 V.S.A. § 2792 if the Vermont Downtown Development Board Representative is unavailable. He/she shall be charged with representing any adopted VPA positions or policies where they exist.

At-large Directors. There shall be six (6) at-large directors on the Executive Committee. These positions are to ensure a regional balance and representation of various land use and development concerns on the Executive Committee.

Section 4. Executive Committee

With the exception of the Vermont Downtown Development Board Representative and the Vermont Downtown Development Board Alternate, the officers and directors identified in Section 3 shall constitute the Executive Committee of the Vermont Planners Association. The immediate past-president may continue his/her membership on the Executive Committee.

In addition to the statutory duties given to a Board of Directors under Vermont Statutes Annotated Title 11B, the Executive Committee shall have the following powers and responsibilities:

1. It shall be the custodian of all VPA property.
2. It shall authorize contracts and purchases, but shall not incur any liabilities exceeding the amount of un-appropriated funds in the hands of the Treasurer. The signatory on all contracts shall be the President, or Vice-President if authorized by the Executive Committee.
3. It shall authorize use and distribution of VPA membership lists, in accordance with adopted policies and federal and state statutes.
4. It shall carry out the direction of the membership.
5. It may transact all ordinary and routine business not requiring action by the membership as a whole.
6. It may adopt governing policies and protocols, relating to matters including, but not limited to, accepted accounting practices and financial controls, procurement practices, rules of procedure, conflicts of interest and legislative activities.
7. It may appoint committees comprised of the membership to focus on appropriate issues and to carry out the duties of the organization under the direction of the Executive Committee.
8. It shall fulfill all other duties imposed by these bylaws.
9. It shall have the authority to appoint individuals to fill vacancies on the Executive Committee.

Section 5. Terms of Office

With the exception of the Vermont State Director, the Vermont Legislative Liaison, the Vermont Downtown Development Board Representative and the Vermont Downtown Development Board Alternate, all officers shall serve a one-year term. The term of office shall be from one annual meeting to the next.

The Vermont State Director's term shall be set by the Chapter.

The Vermont Legislative Liaison, the Vermont Downtown Development Board Representative and the Vermont Downtown Development Board Alternate shall serve for a term of two years concurrent with the term of the Vermont State Legislature. The respective terms shall begin at the conclusion of the annual meeting in alternate years.

All officers may be re-elected to the same office.

Section 6. Elections; Nominations

With the exception of the Vermont State Director, the Vermont Downtown Development Board Representative, the Vermont Downtown Development Board Alternate and the Vermont Legislative Liaison, elections for all officers and directors shall be held at the annual meeting in the fall. Officers and directors shall be elected by the plurality of votes cast. Voting shall be by ballot or acclamation as decided by the membership at the time.

The Legislative Liaison shall be elected as above at the annual meeting in alternate years corresponding with the term of the Vermont State Legislature.

The President shall appoint a nominating committee, which shall present a slate of officers and directors with the exception of the Vermont State Director, the Vermont Downtown Development Board Representative, and the Vermont Downtown Development Board Alternate to the membership when appropriate. The nominating committee shall make every effort to solicit membership input and shall strive to present a slate that reflects the wide diversity of membership in all respects. Nominations shall also be taken from the floor at the time of elections. In alternating years corresponding with the term of the Vermont State Legislature, the nominating committee's proposed slate shall include a nominee for Legislative Liaison.

The Executive Committee shall recommend to the Chapter nominating committee up to two candidates for Vermont State Director in accordance with Chapter bylaws. The Chapter shall conduct the election for Vermont State Director.

The Executive Committee may appoint a VPA member as an alternate to the Legislative Liaison, an alternate to the Vermont Downtown Development Board Representative and to any legislative study committee or other "ad hoc" position as required, provided such appointees shall report to the Executive Committee at least quarterly.

Section 7. Secretariat

VPA may enter into a contract with an organization to serve as its secretariat. In doing so, VPA is not formally joining the organization and is not represented by it in any matters of program or policy.

Section 8. Budget

The Executive Committee shall prepare an annual budget for consideration and approval by the membership. VPA's annual budget shall be adopted at the annual meeting by a majority of those members present and voting. The budget will be based on the calendar year. Following each calendar year, the Treasurer shall reconcile the previous calendar year's annual budget with the

actual income and expenses of VPA for the previous calendar year. The Treasurer shall present the reconciled annual budget for the previous calendar year to the Executive Committee no later than the Executive Committee's March meeting.

ARTICLE VII: AMENDMENT TO BYLAWS

The Bylaws of VPA may be amended from time to time as necessary by the membership or the Executive Committee. Bylaw amendments may be proposed by any VPA member. Proposed amendments shall be reviewed by the Executive Committee and submitted to the membership by regular or electronic mail prior to the annual meeting. Amendments shall be voted on only at VPA's annual meeting and shall be adopted by a majority of those members present and voting.

ARTICLE VIII: INDEMNIFICATION

VPA shall indemnify and hold harmless its Directors and Officers to the fullest extent provided by Vermont Statutes Annotated Title 11B, Chapter 8, Subchapter 5 and as the same may be amended from time to time.

ARTICLE IX: DISSOLUTION

At a special meeting of the members called for that purpose, the members may dissolve VPA by a vote of two-thirds of those present and voting in person or by written ballot, received by the Secretary prior to the time for such special meeting. The Executive Committee shall dispose of all VPA's remaining assets by causing same to be transferred, conveyed, distributed, or assigned to an organization and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.