

January 3, 2011

BYLAWS
of the
NEW YORK PLANNING FEDERATION

(As amended and Adopted on September 28, 2010)

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CHAPTER I - GENERAL PROVISIONS

Section 1. Organization. These Bylaws, in concert with the Constitution and Articles of Incorporation, shall govern the affairs of the New York Planning Federation, hereinafter referred to as the FEDERATION.

Section 2. Adoption. These Bylaws shall become effective upon formal adoption by the Membership of the FEDERATION, and shall supersede all prior versions of this document.

CHAPTER II – PURPOSE OF THE NEW YORK PLANNING FEDERATION

Section 1. Purpose. The FEDERATION shall be an independent, not-for-profit corporation created and established for the following purposes and functions:

- Provide education and information, thereby encouraging sound practices and effective administration in the planning and zoning fields;
- Provide a clearing house for such education and information on the purposes and techniques of planning, including zoning, land use, subdivision control and other related interests;
- To promote communication and cooperation among planning and zoning board members, municipal and public agencies, professionals and professional associations, academic institutions and others involved directly or indirectly in the practice of planning;
- Provide a forum for discussion of relevant issues of common concern among members;
- Provide opportunities for continuing education for planning practitioners and others interested in sound land use planning practices; and
- Promote community and regional planning and programs to preserve the quality of life within the counties, cities, towns and villages of New York State.

The FEDERATION shall study and recommend new and proposed legislation and existing laws, rules and regulations concerning planning and zoning consistent with, and in support of, its objectives and report its findings and recommendations to its members.

The FEDERATION may also advance the collective views and ideas of its members in order to foster improved techniques and methods for achieving sound planning and zoning practices and administration.

CHAPTER III - MEMBERSHIP

Section 1. Membership Eligibility. Any municipality, governmental planning agency, zoning board of appeals, professional planning organization or individual who is involved directly or indirectly in the field of planning and zoning, in New York State, shall be eligible for membership in the FEDERATION. Where membership is by a municipality, only one (1) member of said municipality shall be its designated representative. Only one (1) vote shall be cast on behalf of such municipality, agency or board by the designated representative.

Section 2. Membership Dues. For the support of the FEDERATION to attain its objectives and purpose, the FEDERATION shall collect dues from each member on a calendar year basis. The dues for membership shall be established by the Board of Directors.

Section 3. Membership Fee Evaluation. Membership fees shall be reviewed periodically (generally every three years) by the Board of Directors to keep pace with economic trends and conditions.

Section 4. Membership Status. Membership and voting eligibility in the FEDERATION shall become effective upon payment of dues. If joining the FEDERATION during the year, initial membership dues shall be prorated.

CHAPTER IV - BOARD OF DIRECTORS

Section 1. Directors. There shall be a Board of Directors of the FEDERATION to be comprised of Officers, Regional Directors, and Directors-At-Large, who shall be elected by the voting membership of the FEDERATION.

- a. There shall be two (2) Directors from each of the following regions:

Region I	<u>Long Island</u> : Nassau, Suffolk.
Region II	<u>Metropolitan</u> : New York City.
Region III	<u>Mid & Lower Hudson</u> : Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, Westchester.
Region IV	<u>Upper Hudson</u> : Albany, Columbia, Fulton, Greene, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie.
Region V	<u>Adirondack</u> : Clinton, Essex, Franklin, Hamilton, Jefferson, Lewis, St. Lawrence, Warren, Washington.
Region VI	<u>Southern Tier</u> : Broome, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Steuben, Tioga, Tompkins.
Region VII	<u>Central</u> : Cayuga, Herkimer, Madison, Oneida, Onondaga, Oswego.
Region VIII	<u>Finger Lakes</u> : Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Wayne, Yates.
Region IX	<u>Western</u> : Allegany, Cattaraugus, Chautauqua, Erie, Niagara, Wyoming.

- b. The right to hold office as a member of the Board of Directors for the FEDERATION shall be reserved to members of municipal planning boards or agencies and zoning boards of appeal of communities that are FEDERATION members in good standing.
- c. There shall be six (6) Directors-At-Large who represent outside interests in the fields of planning and zoning.
- d. A Director who has lost his or her appointment on a community board, through no fault of their own, shall continue to serve out their term on the Board of Directors.
- e. The Board of Directors shall also include four (4) Officers.

Section 2. Officers. The Officers of the FEDERATION shall include a President, a First-Vice President, a Second Vice President, and the Immediate Past President.

- a. The Officers shall be elected by the membership directly from the Board of Directors.
- b. Where a Director is elected as an Officer, his or her term shall terminate as a Director, and a vacancy shall occur for his or her unexpired term as Director.
- c. The First Vice President shall also serve as Secretary to the Board of Directors and the Second Vice President as Treasurer.

- d. All past presidents shall become non-voting ex-officio members of the Board and may attend all Board of Directors meetings.
- e. The Immediate Past President shall continue to be a voting member of the Board of Directors for a period not to exceed two (2) years upon completion of his or her term in office.
- f. The President shall preside at all meetings of the FEDERATION, of the Executive Committee and the Board of Directors.
- g. The First Vice President shall act on behalf of the President when he or she is unable to fulfill his or her duties.

Section 3. Executive Committee.

- a. There shall be an Executive Committee consisting of the elected Officers of the FEDERATION, the Chairperson of the Budget and Finance Committee and the Chairperson of the Program and Education Committee.
- b. The Executive Committee shall meet, as necessary, between regular Board of Directors meetings to implement the expressed policies of the FEDERATION, as determined by the Board of Directors, and/or to consider other special matters.
- c. The Executive Committee shall have the power to receive and administer funds, to make contracts and to authorize expenditures for the purposes and objectives of the FEDERATION, and to perform all functions and exercise all powers not specifically reserved to the membership.
- d. The Executive Committee shall handle all personnel matters, including execution of FEDERATION personnel policies, and the hiring, evaluation and termination of an Executive Director.
- e. The Executive Committee shall work with the Executive Director to ensure proper operation and administration of the FEDERATION (as noted in Chapter VI).

Section 4. Terms of Office.

- a. **Director Terms.** All Directors shall serve a three (3) year term, and be eligible for two (2) subsequent three (3) year terms, for a maximum of nine (9) years.
- b. **Officer Terms.** The term of the President, First Vice-President (Secretary) and Second Vice-President (Treasurer) shall be two (2) years, beginning immediately following election at the Annual Meeting. No Officer shall serve more than one two-year term.
- c. All terms of office shall start (and end) at the time of swearing in of new Officers or Directors, or those Directors who are renewing their term, at the Annual Meeting of the FEDERATION.
- d. A Director who has served three (3) full and consecutive terms shall automatically become a non-voting, non-dues paying, life time **Emeritus Board Member** of the FEDERATION.

Section 5. Duties. The duties of the Board of Directors of the FEDERATION shall be as follows:

- a. The Directors shall, by simple majority vote of those present at a Board of Directors Meeting (see Chapter VIII, Section 2.), establish and conduct the business of the FEDERATION subject to the Constitution, adopted policies, and Bylaws of the FEDERATION.
- b. The Directors shall approve an annual budget for the FEDERATION and shall expend funds of the FEDERATION within the limits of the approved budget or as amended by the Board of Directors.
- c. The Directors shall approve, by majority vote, any appointments to the committees of the FEDERATION, as submitted and recommended by the President.
- d. The Directors shall work to further the objectives of the FEDERATION, adopt policy to be pursued by the FEDERATION, represent their Region and vote on all matters before the Board.
- e. A majority of the Board of Directors present at its meetings may refer a question of policy to the general membership at the Annual Meeting for final action.
- f. The Directors shall exercise fiduciary responsibilities as required by law.

- g. The **Secretary** shall work with FEDERATION staff to keep an accurate record of all the proceedings of FEDERATION Board of Directors meetings and the annual meeting, and to maintain proper records of membership.
- h. The **Treasurer** shall assist FEDERATION staff with the maintenance of proper records of revenues. The treasurer shall sign all legitimate warrants of the FEDERATION.
- i. The **At-Large members** will attend board meetings and serve on committees to help further the mission and objectives of the FEDERATION.

Section 6. Board Attendance. Any Director who fails to attend two (2) consecutive regular and/or special meetings of the Board of Directors without permission from the President and without good and sufficient cause, acceptable to a majority of the members present at such meetings, shall be deemed to have resigned and will no longer serve as a member of the Board. Absence due to confining illness shall be conclusively deemed to have been excused by the President.

CHAPTER V – EXECUTIVE DIRECTOR

- a. The general operation and administration of the FEDERATION shall be the responsibility of an **Executive Director**.
- b. The duties of the Executive Director shall include the day-to-day operation of the FEDERATION office and governance of FEDERATION staff.
- c. The Executive Director shall:
 - have the general authority and responsibility for the administration of the FEDERATION consistent with the Articles of Incorporation and these Bylaws,
 - implement the strategic plan as adopted by the Board of Directors and help to carry out the mission and purpose of the FEDERATION,
 - coordinate training and educational opportunities on behalf of the membership,
 - submit all required reports to the Board of Directors,
 - coordinate with the Board Committees, and
 - be the official spokesperson for the FEDERATION

CHAPTER VI – ADVISORY COUNCIL

Section 1. Purpose of the Advisory Council. The FEDERATION shall establish an Advisory Council to provide guidance and assistance, as required, for a variety of issues and matters to help achieve and progress the mission and purpose of the organization. The FEDERATION has benefitted from the expertise of a number of individuals whose term on the Board of Directors has expired or who have otherwise provided technical or professional assistance to the organization. The purpose of the Advisory Council is to enable the FEDERATION to continue to profit from the knowledge, expertise and dedication of qualified individuals. The unique talents of such individuals can help to fill voids on the Board.

Section 2. Establishment of the Advisory Council. There are certain individuals, who assistance is or has been of great value, but who, for one reason or another, never served on the Board of Directors, never achieved the position of President and/or have not served three full and consecutive terms on the Board of Directors. Hence, these individuals shall be deemed to qualify as **Associate Members** of the FEDERATION to comprise the Advisory Council. Advisory Council members would serve as non-voting members, and continue to advise the FEDERATION on a wide range of issues.

- a. The Board of Directors shall appoint members to an Advisory Council as Associate Members of the FEDERATION.
- b. There shall be no limit on the number of individuals that may sit on the Advisory Council.
- c. The Board shall have the pleasure of utilizing the services of individual Council members or calling a meeting of the Council for matters that warrant a higher level of assistance.
- d. Contact information and other relevant information shall be kept on file by FEDERATION staff and provided to the Executive Committee and Board of Directors.
- e. Advisory Council members shall be queried annually to ensure that they wish to continue in their capacity (this shall be the duty of the Nominating Committee).

CHAPTER VII - ELECTION OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Nominating Committee. The Board of Directors shall appoint a Nominating Committee who shall be responsible for evaluating potential candidates and garnering nominations for vacant officer and Director positions. The Nominating Committee shall be appointed by Board of Directors, at the recommendation of the President, not less than ninety (90) days prior to the Annual Meeting.

Section 2. Nomination Procedures. Election of Officers and Directors shall be held at the Annual Meeting. The Nominating Committee shall present the slate of Officers to the FEDERATION at the Annual Meeting, offering one (1) or more names for each of the eligible office. Additional nominations may be offered from the floor. A majority of the votes cast shall be necessary to elect new Officers and Directors. (See Article III, Section 1 of the Constitution.) Those voting members present at the Annual Meeting shall constitute a quorum.

CHAPTER VIII - BOARD MEETINGS

Section 1. Board Meetings. The members of the Board of Directors of the FEDERATION will meet no less than four (4) times each year, including a meeting to be held at the Annual Planning and Zoning Conference. Board meetings will be scheduled by the President, who will work with FEDERATION staff to provide an agenda to the Directors at least one week before each meeting. Meetings can also be scheduled at the request of a least five (5) Directors upon written or electronic request.

Section 2. Quorum and Voting. A quorum of the Board of Directors shall consist of one-half (½) of the authorized Directors, including Officers, Regional Directors, and Directors-At-Large. Past Presidents in attendance at any Board of Directors meeting may be counted in order to establish a quorum, although they may not vote on any matter of the FEDERATION pursuant to Chapter IV, Section 4 of these By Laws. Attendance at Board of Directors meetings may be achieved by physical presence or electronic means to establish quorum.

Actions of the Board of Directors may be accomplished only upon a vote of a majority of the authorized Directors present either in person or by electronic means.

Section 3. Special Meetings. Special meetings may be called by the President, upon confirmation with the Executive Committee. Notice of any special meeting will be given by the Executive Director or NYPF staff, via email or by telephone, indicating the time, place, and agenda of the special meeting. Notice of one week in advance of any special meeting shall be provided to all Directors.

Section 4. Executive Committee Meetings. Meetings of the Executive Committee shall be held at the call of the President or by any three (3) members of the Committee. Three (3) members of the Executive Committee shall constitute a quorum.

Section 5. Abstention. Any Director of the FEDERATION may abstain from voting on any matter.

Section 6. Rules of Procedures. All meetings of the Board and/or FEDERATION 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 for matters not otherwise addressed in the FEDERATION Constitution or Bylaws.

CHAPTER IX - COMMITTEES

Section 1. Permanent Committees. The FEDERATION shall have five (5) standing 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 President shall make recommendations for committee chairmanship, as well as for the establishment of adhoc committees. The President shall also be an ex-officio member of all committees, except the Nominating Committee.

The standing committees and their respective duties and responsibilities shall be as follows:

- a. **Nominating Committee:** The Nominating Committee shall be established to seek qualified individuals to serve as Officers and members of the Board of Directors. The Executive Director and/or FEDERATION staff shall provide this Committee with an up to date listing of Officers and Directors and the terms of their appointment. Nominating Committee members shall:
 - assist the Chairperson in formalizing the nominations process,
 - confirm that sitting Directors, whose current term is expiring, wish to pursue a subsequent term,
 - actively solicit nominees from the various FEDERATION regions where vacancies exist,
 - identify and review the candidates for each board vacancy and confirm eligibility requirements for new nominees, and
 - identify Directors to fill Officer position, as they become available.
 - Contact Advisory Council members on an annual basis to ensure their willingness to continue as active members of the Council (see Chapter VIII, Section 3.).
- b. **Budget and Finance Committee:** The Budget and Finance Committee shall work with the Executive Director in the preparation of the annual budget and financial statements. This Committee shall:
 - oversee the administration, collection, and disbursement of the financial resources of the organization’
 - advise the Board of Directors with respect to making significant financial decisions,
 - evaluate appropriate bank accounts and investment strategies, as required, and
 - evaluate sources and means for generating new revenues.

As Treasurer for the FEDERATION, the Second Vice President shall be designated as the chairperson of this Committee.

- c. **Audit Committee:** The Audit Committee is responsible for financial oversight. This Committee shall recommend the engagement of, and receiving of all reports from, independent certified public accountants; and ensure that all reports are disseminated to the Board of Directors. This Committee also has oversight of the systems of internal controls, including overseeing compliance by management with applicable policies and procedures and risk management.

- d. **Site Selection Committee:** The Site Selection Committee is responsible for evaluating site for future Planning and Zoning Conferences. The Committee must ensure that the conference is held in appropriate locations to meet the needs of the membership. The Committee shall:
- identifying and evaluating prior and future sites for the annual conference,
 - conduct site visits, as required, to evaluate venues,
 - ensuring that the conference moves from site to site to address regional representation needs and define a rotation of preferred site,
 - working with the Executive Director and FEDERATION staff to identify sites for regional conferences,
 - establish a list of sites for conferences five years out, on a continual basis.

The chairperson of this committee shall be a sitting member of the Board of Directors.

- e. **Awards Committee:** The Awards Committee is charged with conducting the awards campaign for the Annual Planning and Zoning Conference. Their goal is to promote the awards program and identify individuals or municipalities that deserve special recognition for their contributions to planning and zoning throughout New York State. This Committee shall:
- work with FEDERATION staff to publicize the annual awards program, including notifying the Board of Directors, in an effort to solicit nominations for the annual awards,
 - organize , review and evaluate nomination applications for the various awards,
 - identify award recipients based on the criteria and qualifications for each award,
 - work with FEDERATION staff to ensure notification and promotion of award recipients,
 - help to increase awareness of the awards program to increase the pool of qualified nominees each year, and
 - regularly review and establish qualifying criteria for each award.

The chairperson of this committee shall be a sitting member of the Board of Directors.

- f. **Amicus Committee:** The Amicus Committee shall be established to track court cases that will have a statewide impact on planning and zoning. As appropriate, amicus curiae briefs will be produced on behalf of the FEDERATION or at the request of constituents and submitted to the court. Such briefs shall express the concerns of the FEDERATION with regard to the case and its potential impact on communities throughout the State. Committee members will assist the Chairperson in identifying potential cases to consider for writing amicus briefs. They will also assist the Chairperson in conduction the research necessary prior to writing the briefs, and will prepare the briefs as directed by the Chairperson.
- g. **Legislative Committee:** The purpose of the Legislative Committee is to generally advance the objectives of the FEDERATION through legislative action and legislative awareness. This Committee will solicit ideas for, and formulates, draft proposal and seeks to have such proposals introduced in the State Legislature. It also tracks legislation that is introduced by the FEDERATION or by others and, where necessary, issues appropriate comments to legislative officials. Committee members much become familiar with the legislative process and keep abreast of the need for legislative initiatives in the field of planning. The Committee shall keep the Board of Directors informed of all relevant legislation introduced in the State, as well as innovative legislative initiatives introduced in other states.
- h. **Program and Education Committee:** The purpose of the Program and Education Committee is to determine educational programming for the FEDERATION each year. The Committee will provide guidance and information to FEDERATION staff and recommend the scope of programs and services to be provided by the FEDERATION to the Board of Directors. This Committee shall:

- help develop and maintain a reference library, education materials and other resources to benefit our membership,
- work with staff to keep educational resources available through the website, newsletter and other media accessible to FEDERATION members,
- work with staff to develop programming, materials, publicity, sponsors, and other resources for the Annual Planning and Zoning Conference, and
- work with staff to develop programming, materials, publicity, sponsors, and other resources for regional workshops and training sessions.
- recommend fee structures for local training workshops and other training services provided by the FEDERATION.

The chairperson of this committee shall be a sitting member of the Board of Directors.

- i. **Marketing and Resource Development Committee:** The Marketing and Resource Development is charged with determining the future of the FEDERATION. The Committee will evaluate ways to expand the informational, financial and influential base of the FEDERATION. The Committee shall:
 - evaluate means for increasing FEDERATION membership statewide,
 - evaluate and recommend improvements for member services,
 - review and identify ways to strengthen publicity and promotion for FEDERATION services and resources, including improvements to the website, newsletter and other promotional services and materials, and
 - develop guidance for Directors to help them better promote the FEDERATION.

The chairperson of this committee shall be a sitting member of the Board of Directors.

Section 2. Ad Hoc Committees. The President, subject to the approval of the Board of Directors, may establish additional committees to undertake additional tasks necessary to the FEDERATION.

CHAPTER X – ANNUAL MEETING

The Annual Meeting of the FEDERATION shall be held in the last third of each year, coincidental with the Annual Planning and Zoning Conference.

CHAPTER XI - AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) of the votes cast at any Annual Meeting of the FEDERATION, or at any other meeting for such purpose, provided that the proposed amendments shall be stated in the call for the meeting at which they are to be considered. Notice of such meeting shall be issued to each member a minimum of ten (10) days prior to the meeting. Such notice may be given as a publication in the PLANNING NEWS, on the FEDERATION website, or in a direct mailing to the membership.

CHAPTER XII – ENACTMENT

The Bylaws shall become effective at the end of the meeting at which they are ratified or amended by two-thirds (2/3) of the votes cast, provided that the call for the meeting included notification of this

action.

CHAPTER XIII - DISSOLUTION

Section 1. The FEDERATION may be dissolved by resolution, as adopted by an affirmative vote of two-thirds (2/3) of the membership in accordance with these rules and regulations.

Section 2. Upon termination of this FEDERATION, the assets remaining after payment of all due accounts shall be distributed by the Board of Directors to accredited educational institutions for the furtherance of research and the provisions of scholarships in the field of municipal planning and zoning.