

Dear APA Board of Directors and National Leadership:

Thank you for providing an opportunity to ask questions, comment, and offer alternatives on the proposed changes to the American Planning Association (APA National) bylaws. Given the gravity of the changes, the American Planning Association Texas Chapter (APATX) has chosen as a body, empowered by vote of our full board of directors, to provide official correspondence stating the position of the Chapter on the proposed bylaws. Based on the review of a 15-person subcommittee charged with drafting comments, we have concluded that APATX cannot support these proposed bylaw changes. We believe the changes are radical, insufficiently vetted, and result in a variety of potentially unintended consequences that undermine the integrity and value of the Association to its members. Finally, the process by which the written changes have been proposed is inconsistent with APA's professed values supporting respect for and collaboration with the impacted community.

Significant changes to the governance structure should only be proposed after a thorough (and public) analysis of the perceived shortcomings resulting in a clear statement of the issues and how they are being resolved through the proposed alterations. This version of the bylaws is missing that clear problem statement, so it is not possible to judge the value or intention of the proposed changes.

To provide productive guidance to National, we have itemized commentary on several key aspects of the proposed bylaw changes below:

2.5 Sanctions and Reinstatement

In accordance with procedures established by the Board of Directors, membership in the Association may be terminated, suspended, or restricted for dues delinquency; conviction of, or pleading nolo contendere to, a crime; violation of the bylaws of the Association; violation of sexual harassment, anti-discrimination, or any other policy of the Association; violation of the AICP Code of Ethics or any Code adopted by the Board; or any conduct deemed by the Board to be contrary to the ethics of the planning profession. Membership may be reinstated subject to such conditions as may be established by the Board of Directors

Commentary

The intent of this bylaw change is clear and positive, particularly with the specific inclusion of sexual harassment and anti-discrimination. Likewise, violation of the AICP Code of Ethics or any conduct deemed by the AICP Commission to be contrary to the ethics of the planning profession is appropriate. More concerning is the inclusion of "any other policy of the Association." This broad language would benefit from appropriate guardrails to prevent potential abuse and better communicate alignment between levels of violation. In addition, violation of the AICP code is a determination by the Ethics Officer and the Commission's Ethics Committee, not the Board. The Board should only have jurisdiction of removal of APA membership if the member is not AICP (and therefore not under the jurisdiction of the Ethics Officer and Committee) but is only a member of the organization.

Recommended Changes, If Applicable

Provide additional language clarifying when each of the following types of sanctions are appropriate regarding membership status:

- Restriction (which in itself needs a definition)
- Suspension
- Termination

Additionally, this paragraph should be restructured into a bulleted or numbered list for readability rather than structuring it with five semi-colons that seem to require a degree in English rather than a degree in planning to decipher. As stated above, there is a distinction between AICP members (who are already governed by an Ethics Code and who would be expected to follow a higher standard), and general APA members. It is not reasonable or appropriate to expect a Planning Commissioner member (for example) to agree to some unknown set of policies intended for professional planner members.

4.2 Composition

The Board of Directors shall be comprised of sixteen (16) members of the Association. It shall be constituted as follows:

- a. The two (2) elected Officers of the Association identified in Section 5.1 of these bylaws, i.e. the President and, depending on the year, either the Immediate Past-President or the President-Elect.*
- b. Ten (10) Directors to be elected At-Large by the Association pursuant to the criteria set forth in Section 6.2.2.*
- c. One (1) Director to be elected At-Large by the Association as President of AICP, pursuant to the bylaws of AICP.*
- d. Three (3) Directors who serve respectively as the Chairs of the Chapter Presidents Council, Divisions Council and Student Representatives Council.*

Commentary

This approach eliminates regional representation on the APA Board, though it does increase the overall size of the Board. While it says this change was intended to increase diversity on the APA Board, the analysis that led to this recommendation has not been shared. We strongly support the goal of having a Board that reflects the diversity and inclusivity of planning—APATX is one of the great success stories in achieving this with its Board. Before making such a drastic change, we want to understand the data showing what the historic relationship has been and which particular areas are lacking in representation. Also, we have not seen anything that shows why abolishing regional representation would increase diversity, voter involvement, or Board member accountability. Without the analysis, we do not see how the proposed change will address the so-far undefined problem. We understand the change in board composition was prompted by a recognition of APA having a larger membership, and potential challenges in finding candidates from all regions. Likewise, we understand this may be driven by desires for a board composition that better reflects the diversity and inclusivity of the planning profession, a goal with which we heartily agree as reflected in the incredibly diverse APA Texas Chapter Board. In the absence of data to the contrary, converting to an at-large system seeks to address the symptom and not the problem. The problem lies in succession planning and cultivating a pool of volunteers, and building a support system that celebrates DEI.

As it stands, the loss of regional representation is simply unacceptable. All Board members would be elected at-large (except for 3 Council seats)—a practice local governments abandoned decades ago due to disenfranchisement, and a resolution frequently forced on local governments because of lawsuits under the Voting Rights Act. In these cases, the solution is usually to add more geographic-based representation, not to eliminate it.

Regions were established to provide representation and perspective from the varied places around the nation. Types of planning issues and the common planning response vary due to state enabling legislation and court findings, demographics, politics and more. Framing our understanding of member needs around geography helps strengthen the quality of services provided and provides a foundation for practical approaches to policy guides and lobbying efforts. While we are aware of the commentary that the APA Board essentially represents the interests of heavily urban areas and the Pacific and Atlantic coasts, geographic representation is important to strengthening the services provided by APA, recognizing that planners in different geographies have different pressures and needs. One size does not fit all!

In addition, no transitional language is provided for the conversion, which is necessary for such a radical change. This is how City Charters are required to provide language specifically addressing the conversion from at-large to single-member districts, even though it is only used once.

Recommended Changes, If Applicable

1. Maintain regional representation. Keep the existing regional positions. Consider having regional board members selected from amongst the chapter presidents for chapters in those respective regions. If the regions are not equally representative (that is, one region has a much larger number of APA members than another), consider changing the boundaries of the regions.
2. Create two types of divisions: interest-based and affinity cohort. Add board seats for each of the affinity cohorts. This would give *immediate* representation to those groups without losing geographic diversity, and *increase* the number of avenues for someone to get to the national board. Even more important, it would give

guaranteed representation to the original sin of discrimination in the U.S.: tribal and indigenous populations. It also supports capacity building--this is like how APATX established a board seat for the DEI committee. This turned the DEI committee into a developmental league of sorts, and approximately half of the APATX board today filtered through that committee to increase their profile and build experience with APATX. APATX now has an incredibly diverse board highly reflective of the population served, achieved without eroding fundamentals of democratic elections. Affinity-Based Division seats would include:

- Latinos and Planning
 - LGBTQ and Planning
 - Planning and the Black Community
 - Tribal and Indigenous Planning
 - Women and Planning
3. Publish typical hours of time demanded and descriptions of travel expectations, as this can help candidates better decide if a position is right for them. Create video interviews of board members describing the level of work involved as well as how rewarding the work is.
 4. Create and fund, including travel costs, a leadership academy modeled on APATX <https://texas.planning.org/career-center/apatx-leadership-academy/>. We naturally recommend a look at the program in Texas, which has yielded fruitful results in creating competitive leadership races and increased interest.

4.3 Terms of Office

The Directors described in Article 4.2 (b) shall each serve a four-year term commencing on January 1 of even-numbered years. Subject to modification in accordance with a transition plan to be adopted by the Board of Directors, terms of these Directors shall be staggered such that five (5) Directors described in subsection (b) shall be elected to begin their service on January 1 of years divisible by four (4) while five (5) Directors described in subsection (b) shall be elected to begin their service on January 1 of even numbered years not divisible by four (4). The term of the two (2) elected Officers shall be as specified in Section 5.1. The term of the AICP President shall be concurrent with that of the APA President. The terms of the Directors who are Council Chairs are set by the councils, not to exceed four (4) years.

Commentary

This change in terms could have a direct impact on terms of current Regional Directors and those taking office in January 2024. Failing to define the transition here is simply unacceptable. The bylaws should function not unlike a city charter election—you have to fully develop and include the transition in the charter language. Items like this demonstrate that these bylaw amendments are rushed and not sufficiently vetted.

Recommended Changes, If Applicable

These bylaw amendments should not proceed without fully developing a transition plan and publishing it with the bylaw amendment, both for the terms of position and any conversion between regional and at-large. We are not providing recommendations on the transition, because we also believe the transition to entirely at-large is ill-advised (see above).

4.4 Time, Place and Notice of Meetings

There shall be at least two (2) regular meetings of the Board of Directors in any calendar year at such times and places as are determined by the President. Comment: Eliminates Board Meetings at Annual Conference making the Board activities inaccessible to the membership at the most heavily attended event of the organization. At least one (1) week's notice shall be given of all Board meetings except where the President (or in the event of the death or incapacity of the President, another Officer), for good cause, finds there to be an emergency and the Board subsequently ratifies the finding of an emergency Board meetings may be held in person, by telephone conferences or other electronic means of communication through which all Directors participating in the meeting can hear each other, or as a hybrid between in-person and remote participation. A majority of the members of the Board of Directors may convene a meeting of the Board by giving at least one (1) week's notice to the other Board members, which notice shall state the time and place of said meeting — or the fact that the meeting will be held by telephone or other method of interactive communication. All notices of Board meetings shall include the agenda for that meeting.

Commentary

Democracy dies in darkness. This amendment eliminates Board Meetings at Annual Conference, thus making the Board activities inaccessible to the membership at the most heavily attended event of the organization. The inclusion of modern meeting methods using technology is of course appropriate.

Recommended Changes, If Applicable

Maintain a required board meeting at the national conference. Schedule it at a time and in a location where the members are attending sessions. Be transparent. It also encourages board presence at the national conference—we shouldn't have to say this, but we suspect this will become an issue if instituted.

4.5.1

The CEO, in consultation with the President, shall prepare the agenda for Board meetings. The President (or, in the absence of the President, the person presiding over the meeting) shall restate any motion before a vote is taken.

Commentary

This provision is another anti-transparency proposal. As the elected leader of the organization, the President should prepare the agenda in consultation with the CEO, not the other way around. Requests for roll call votes are a staple of local, state and federal representative democracies. APA members have a right to know how their representatives are voting. Accountability is important. Is there a reason to fear our own membership knowing how we vote?

Recommended Changes, If Applicable

Strike this change.

4.7 Member Notification

Notice of Board meetings shall be given to APA members by mail, electronic mail or any other means of electronic or telephonic transmission. Notice shall include the planned agenda. Notice of meeting cancellation will be made as promptly as possible.

Commentary

This change, striking the two-week notice, eliminates any obligation to inform members in sufficient advance of a Board meeting and the planned agenda.

Recommended Changes, If Applicable

Strike this change.

4.9.1

A Director may be removed from office for cause whenever, in the judgment of two-thirds (2/3) of the Board of Directors (not including the Director in question, who shall not vote), the Director has engaged in any conduct described in Section 2.5 of these bylaws, has been absent from two (2) consecutive meetings of the Board without adequate justification in the judgment, or has otherwise acted contrary to the best interest of the Association.

Commentary

This requires 11 of 16 board members to expel, and follows the threshold used in various state and Federal governments. The provision that a Director can be removed due to "acted contrary to the best interest of the Association" is ambiguous and would benefit from further definition/guardrails. Someone could act in a way that is neutral to the interests of APA and be perfectly fine, or even in a way that is good for APA but perhaps not the "best." The issue is when they act in a way that damages the association.

Recommended Changes, If Applicable

Strike the reference to “acted contrary to the best interest of the Association,” or add language to provide a clear definition of what best interest is. Consider rephrasing to “acted in a manner detrimental to the Association” as more accurate to the issue.

5.8.3

<Bylaw amendment deletes the following>

The Executive Director shall prepare and submit to the Development Plan and Budget Committee, as the Committee may request, a plan for the development of the Association, revising the plan most recently approved and projecting it forward as directed by the Committee. The plan shall include:

- a. An analysis of the strengths and weaknesses of the Association's programs and how well it is fulfilling its mission;*
- b. Proposed activities to be pursued as strategic priorities for the following three to five years;*
- c. General program elements for the following year, involving individual-budgeted products or services, in implementation of the priorities;*
- d. Specific criteria or indicators for each program element as a basis for determining staff execution of priority activities; and*
- e. Such other items as the Committee may direct.*

Commentary

It appears there will be no reporting on the health of the Association or a Development Plan. This seems fundamental to fiduciary duties of the association and its function to provide services to professionals. The purpose of a Development Plan is to provide a framework for programmatic decision-making by the Board. Weakening the relationship between decision-making and resource allocation makes it less likely that Board decisions will, over time, impact the direction of the organization. Is this the purpose of the change?

Recommended Changes, If Applicable

Reject the removal of Section 5.8.3.

6.2.1

Any eligible member of the Association who wishes to be nominated for an elected position shall provide the Nominating Committee, in accordance with a schedule determined by the Board of Directors, with a completed application demonstrating his, her or their qualifications for that position, and all supporting documentation outlined in the Association's policies and procedures. The Nominating Committee shall nominate:

- a. At least two (2) candidates for the office of President-Elect for each year in which there is an election for this office; and*
- b. One (1) candidate for each position of Director At-Large for which there will be an election in that year. Unless otherwise provided in these bylaws, the Nominating Committee may not nominate for a position as a Director-At-Large any individual who has served two full terms as Director-At-Large.*

Commentary

This is far too much power for an unelected nominating committee and will exacerbate cronyism/clique behavior. Subsection “b” means there will be only one candidate for each position, in other words a slate. There will be no democratic effort and no representation. There will be no Position Statements.

This is acquiescing to a symptom (low interest in running and low turnout in elections) rather than treating the real problem. This insults the intelligence of members. And there is no evidence that running slates of candidates will increase member interest; the lack of choice would seem to send the message that there is no reason to take the time to become informed and vote, since the outcome is predetermined. It should be noted that the voter turnout for APA elections is similar to that of most municipal elections. Finally, if the organization is sincerely interested in member engagement, why are petition candidates being eliminated? That is the most direct form of member democratic participation.

Recommended Changes, If Applicable

See recommendations earlier regarding board composition and building a bench of volunteers. Reject this change as anti-democratic and anti-representation. We don't abandon elections in local government due to low voter turnout.

APATX has managed to field not only multiple candidates per position, but those have been legitimately competitive and had surprising results. Use your chapters as incubators of change and ideas. Adapt their tools.

6.2.3

Candidates shall: (1) be members of the Association for not less than four (4) years at the time of assuming office if elected, (2) agree in writing to serve if elected, (3) not be members of the Nominating Committee, (4) not have exceeded the term limits described in Section 4.3.1, (5) be committed to the Association's core values, (6) be familiar with the body of knowledge related to planning, (7) not have previously been removed from a Board position, and (8) demonstrate the characteristics, qualities or expertise desired by the Board to balance its composition and advance the Association's strategic goals. Any candidate for President-Elect shall be a current Board Director or have served on the Board within the previous four (4) years.

Commentary

This requires the APA President-Elect be a current Board member or recently served; since the Board will now be a slate as described above, the APA membership will no longer have a say as on who will be APA President – it will be solely under the purview of the Nominating Committee as endorsed by the Board. This also creates an incredibly long obligation for the person intending to serve as President... 2-4 years on the board, 2 years as President-Elect, 2 years as President and then 2 years as past President. This is also a stricter requirement than the President of the United States of America is subjected to, which APATX believes is a far more complex position than the President of APA National. Further, it will make it less likely that new ideas and diverse experiences are reflected in the Board members' perspectives, the opposite of the organization's DEI objectives.

Also, a number of vague criteria have been imposed including: commitment to the Association's core values which are not defined anywhere, familiarity with the body of knowledge related to planning without stating the means of determining and without recognizing the diverse knowledge/experience within the planning field, and demonstration of characteristics, qualities, or expertise desired by the Board... to advance the Association's strategic goals even though the proposed bylaw amendments later eliminate the process of coming up with those goals through the Development Plan and Budget.

Recommended Changes, If Applicable

Reject this change.

6.3 Nominations by Petition

<Bylaw amendment deletes the following>

6.3.1

Only candidates who submitted a timely and complete position statement to the Nominating Committee, but were not nominated, may petition to be put on the ballot. Candidates for regional seats may be nominated by the petition of at least 1% of applicable members in the region. Candidates for at large seats may be nominated by the petition of at least 0.5% of applicable members. For AICP regional positions, the signatures shall be from AICP members. Forms for signatures in support

of petition candidates will be supplied by the Association. Petition candidates shall meet the requirements of Section 6.2.3 and shall file their petitions with the Executive Director.

6.3.2

A petition form for President-Elect or At-Large Director shall include at least eight signatures of members in each Electoral Region.

6.3.3

A petition form for a Regional Director shall include at least ten signatures from each of at least two Chapters in the Region.

6.3.4

The deadline for filing shall be set by the Executive Director within the schedule adopted by the Board..

Commentary

This totally eliminates running by Petition, thus if the membership is not happy with the actions of the APA Board of Directors there is no avenue for making a change in Board leadership. This is a recipe for cronyism and clique behavior.

APA National created the petition process and it got surprising results that current leadership did not like, that undermined the desired slate/clique. New blood is good. Successful petition candidates are indicative of a growing pipeline and can also indicate potential misalignment between APA National and its members. If petition candidates are successful, perhaps the real question pertains to the candidates put forward by the nominating committee and the available information about each candidate.

The petition process allows for the organization to right itself if the nomination process produces a slate of candidates who are not achieving the results desired by the members. If you eliminate the petition process, there is no way to correct a nomination process that has gone awry.

Recommended Changes, If Applicable

Keep this provision, as well as 6.2.4.

6.3.4

Elections for At-Large Directors shall be by vote on an uncontested slate of candidates. The slate shall be deemed elected if it receives the approval of more than 50% of the Association's members who voted. If the slate is rejected, the then-current Directors At-Large will remain in office until a new slate can be voted on by the members.

Commentary

The message sent in even proposing this amendment is that APA National is seeking to avoid accountability to its membership. This is not a reasonable approach to establishing a board, creating an all or nothing situation and no real outlet for members to vote for change. For lack of a better word, this is just incredibly lazy and exacerbates cronyism and clique behavior.

Recommended Changes, If Applicable

Reject this change.

7.1.2 Nominating Committee

The Immediate Past-President shall chair the Nominating Committee. If there is no Immediate Past-President, the President shall appoint a Chair from among the Directors. Subject to modification in accordance with the transition plan to be adopted by the Board of Directors, the Nominating Committee will be comprised of the Chair, two (2) additional Board members, and four (4) non-Board members. It shall be the responsibility of the Committee to identify and recruit perspective leaders year-round, review prospective Board candidates using criteria outlined in section 6.2.2 and 6.2.3, slate candidates on the ballot for election to the Board of Directors, and recommend its successors and present them to the Board. The Immediate Past President and Board members shall serve a two-year term encompassing one (1) election cycle. Non-Board members

shall serve four (4) years encompassing two (2) election cycles. Half of the non-Board members will rotate off of the committee in each election cycle. Nominating Committee members will be solicited in the Association's call for volunteers, vetted with respect to qualifications defined by the Board for committee service, and presented by the Nominating Committee to the Board for ratification.

Commentary

Unclear as to the total impact of the undefined “transition plan”. Nominating Committee serving for 4 years thus some Presidents may not have opportunity to appoint members to Nominating Committee.

Recommended Changes, If Applicable

Reject this change.

7.1.8 Planning Officials Committee

<Bylaw amendment deletes the following>

The Immediate Past-President shall chair the Nominating Committee. If there is no Immediate Past-President, the President shall appoint a Chair from among the Directors. Subject to modification in accordance with the transition plan to be adopted by the Board of Directors, the Nominating Committee will be comprised of the Chair, two (2) additional Board members, and four (4) non-Board members. It shall be the responsibility of the Committee to identify and recruit perspective leaders year-round, review prospective Board candidates using criteria outlined in section 6.2.2 and 6.2.3, slate candidates on the ballot for election to the Board of Directors, and recommend its successors and present them to the Board. The Immediate Past President and Board members shall serve a two-year term encompassing one (1) election cycle. Non-Board members shall serve four (4) years encompassing two (2) election cycles. Half of the non-Board members will rotate off of the committee in each election cycle. Nominating Committee members will be solicited in the Association's call for volunteers, vetted with respect to qualifications defined by the Board for committee service, and presented by the Nominating Committee to the Board for ratification.

Commentary

The fact that APA doesn't do a good job demonstrating value to or providing clear direction on how to have planning officials join is not justification for removal of this seat. Planning officials are who actually make many decisions. In small towns, it could be that there is no professional planning staff. Quality training for layperson participants in planning should be featured and celebrated as truly advancing our profession, not deleted. Deleting creates at least a perception of elitism. Planning is not a Delphi Method—it is community driven.

Recommended Changes, If Applicable

Reject this change. Market better and create easy to use membership packages for planning officials. Offer a “first year free” option.

As demonstrated through APATX's comments above, we do not think it is appropriate to place these bylaws before members for consideration. At a minimum, they should be broken out to allow voting on key provisions individually (like how municipal Charter amendments are conducted). Few local governments would undertake major community engagement initiatives over the holidays. The timing itself defies good planning practice.

We hope APA National reconsiders its position in putting forth these amendments considering our commentary. The proposed bylaw changes will consolidate power among a small “selected” group of leaders. This is in no way representative of the planning profession. We celebrate broad and deep engagement. Planning magazine has featured this extensively in its content. That is fundamental to serving the public interest.

Please provide a copy of our correspondence to each Board member. This matter is too grave to rely upon summary documents prepared by staff.

Sincerely,

<add your name and member number>