

**BY-LAWS
OF
WESTERN PLANNING RESOURCES, INCORPORATED**

DATE: September 13, 2022

ARTICLE I - GENERAL PROVISIONS

Section 1. Name. The name of this organization shall be Western Planning Resources, Incorporated, hereinafter referred to as WPR.

Section 2. Organization. These By-Laws shall govern the affairs of WPR.

Section 3. Fiscal Year. The Fiscal year for WPR shall be January 1st to December 31st.

Section 4. Non-Profit Organization. WPR is a non-profit tax-exempt, Wyoming corporation.

ARTICLE II - STATEMENT OF PURPOSES

The mission of WPR is to provide a network of professional and citizen planners to share vital and relevant knowledge and educate communities about the unique aspects of planning in the West. The purpose of WPR shall be to support and develop educational research and information-sharing opportunities for professional and lay people who are active in the practice of community or regional planning in the West. The purposes shall include, but not be limited to: the development and conduct of training programs; promotion of planning education; issuance of scholarships; research; and, the assembly and dissemination of information among planners and the general public.

ARTICLE III - PARTICIPATING ORGANIZATIONS

Section 1. Organization Participation. WPR shall have organizational participants as designated by the Board of Directors. A participating organization may be any organization, promoting community and regional planning in the West, which demonstrates an active interest in WPR programs and publications, and is recognized by the Board of Directors.

Section 2. Purposes of Participation. The purposes of organizational participation are:

to insure representation of regional ideas among the Board of Directors; to provide for close communication among planners and planning organizations; to obtain appointments to the Board of Directors; and, to solicit ongoing support for activities of WPR.

Section 3. Dues. There shall be no dues for participating organizations.

Section 4. Eligibility. Any organization may petition the Board of Directors to be designated as a participating organization. The Board of Directors shall establish criteria for the selection of participating organizations. Geographic areas represented by participating organizations may overlap. Any petition for organizational participation must be approved by a majority vote of the Board of Directors. Participation will become effective immediately upon Board approval.

Section 5. Termination. The participation of any organization may be terminated for cause by the affirmative vote of two-thirds (2/3) of all of the Board of Directors. Cause for termination is a lack of support for the statement of purposes of WPR, failure to appoint a representative to the Board of Directors, or failure of the representative to comply with the duties outlined in Article IV, Section 3. A vote of termination of a participating organization may be taken at any regular or special meeting convened according to these By-Laws. The Board of Directors respectfully requests written notice of at least three (3) months from any participating organization wishing to withdraw their participation before such a withdrawal takes effect.

Section 6. Forms of Participation/Sponsorship Opportunities. Participating organizations/sponsors are critical to Western Planning Resources carrying out its purpose and mission. Participating organizations/sponsors may select from various participation/sponsorship opportunities and will receive benefits based on the type of participation/sponsorship. The forms of participation/sponsorship opportunities are reviewed and adjusted by the Board of Directors periodically.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Directors.

- a. Directors. A director is a duly appointed representative on the Board of Directors of WPR. There shall be no fewer than five (5) directors on the Board of Directors.
- b. Representation. The directors of WPR shall consist of one (1) director, representing each participating organization, plus At-Large directors, as may be appointed from time to time as provided in these By-Laws. The

number of At-Large directors shall not exceed fifty percent (50%) of the number of directors representing participating organizations.

- c. Participating Organizations' Directors. The participating organizations at the time these By-Laws revisions are enacted are as follows:

Alaska Chapter, APA
Arizona Chapter, APA
Colorado Chapter, APA
Idaho Chapter, APA
Montana Association of Planners
Nevada Chapter, APA
New Mexico Chapter, APA
North Dakota Planning Association
Oregon Chapter, APA
Planning Association of Washington
South Dakota Planning Association
Tribal & Indigenous Planning Division, APA
Utah Chapter, APA
Western Central Chapter, APA
Wyoming Planning Association

The directors of their respective participating organizations at the time these By-Laws revisions are enacted are listed in Appendix A attached.

- d. At-Large Directors. The At-Large directors at the time these By-Laws revisions are enacted are listed in Appendix A attached.

e. Emeritus Directors. The Emeritus (non-voting) directors at the time these By-Laws revisions are as enacted by the Board of Directors and listed in Appendix A attached.

Section 2. Terms of Directors. The length of the terms of directors representing participating organizations may be designated by their respective organizations. The term of each At-Large director shall not exceed three (3) years, commencing upon appointment at the Annual Meeting (see Article IV, Section 14) as provided for herein and terminating upon the appointment of a new director, terminating for cause, or for voluntary withdrawal. Directors shall be eligible for an unlimited number of successive terms. The Board of Directors, as it deems necessary, may adjust the length of the initial terms of At-Large directors to provide for staggered terms.

Section 3. Duties. The duties of the directors shall be as follows:

- a. The directors shall, by majority vote, establish and conduct the affairs of WPR through adopted policies and these By-Laws of WPR.
- b. The directors shall approve each calendar year's budget and shall expend funds of WPR within guidelines adopted by the Board.
- c. The directors shall approve, by majority vote, any appointments to the committees of the WPR, as submitted by the President.
- d. The directors shall approve, by majority vote, recommendations from the committees of WPR.
- e. The directors shall support WPR publications through solicitation of articles, advertising, and sponsorships from their respective regions.
- f. The directors shall consider proposals for an annual Western Planner conference within the region of participating organizations and shall provide guidance for the Conference according to approved guidelines.
- g. The directors shall fulfill the responsibilities outlined in the Board of Directors Handbook.
- h. The directors shall approve the hiring and managing of an editor through contractual agreement to assist in the marketing and publication of the Western Planner Journal in digital form, and to assist in other duties as provided for and approved by the directors.

Section 4. Appointment of Directors.

- a. Appointment.
 1. Participating Organization Directors. One (1) director shall be nominated by each participating organization according to its own rules and procedures. The appointment must be approved by an affirmative vote of a two-thirds (2/3) majority of the full Board of Directors. It is most desirable that each participating organization be represented by its own, unique, director. Two (2) participating organizations may appoint the same director to represent them on the WPR Board of Directors, or in other words, a director may not represent more than two (2) participating organizations.
 2. At-Large Directors. At-Large directors shall be appointed by an affirmative vote of a two-thirds (2/3) majority of the full Board of

Directors. Appointments shall be made according to the schedule and terms specified herein. At-Large directors may not also simultaneously serve as a director from a participating organization. An At-Large director may be removed by the affirmative vote of a majority of all members of the Board of Directors for failure to support the statement of purposes of the organization or failure to fulfill the duties of a Board member as defined in Article IV, Section 3.

- b. Replacement. The President shall solicit from respective participating organizations, replacements on the Board of Directors in a timely manner upon receiving notice of resignation or termination of a director or prior to the end of a director's term.
- c. Eligibility. Each director representing a participating organization must be a representative in good standing of the respective participating organization. The WPR Board of Directors officers shall investigate the standing of each new director.
- d. Vacancies. In the event of a vacancy among directors representing a participating organization, the respective participating organization shall designate a replacement for the remainder of the term.

Section 5. Termination. It is the intent of these By-Laws that all of the directors of the Board of Directors be active in the promotion and administration of WPR activities, as defined in the Board of Directors Handbook and Article IV, Section 3 of the By-Laws. Should any member of the Board of Directors accumulate two (2) consecutive, unexcused absences from regular meetings, the director shall be considered to have resigned. The President shall write and advise the director of same and provide an opportunity to account for the absence. The letter and any reply will be submitted to the Board for final action at the next regular or special meeting convened according to these By-Laws. The membership of any member of the Board of Directors may be terminated by the affirmative vote of a majority of all members of the Board of Directors for failure to support the statement of purposes of the organization or failure to fulfill the duties of a Board member as defined in Article IV, Section 3. Representation on the Board of Directors shall cease upon written notification to the President by a participating organization requesting termination of a director and appointing a replacement. If the participation of an organization is terminated, the representation on the Board of Directors of any director representing that organization shall automatically be terminated.

Section 6. Meeting and Notice. Regular meetings of the Board of Directors shall be held two (2) times in each calendar year, or as the Board otherwise determines. All

directors shall be notified at least four (4) weeks in advance, with the time and place of said meeting determined by the President.

Section 7. Quorum. A quorum is constituted by the physical presence of at least one-half (1/2) of the directors representing participating organizations of the Board of Directors or by their presence via telephone or other media. Proxies shall count toward establishment of a quorum. In the event that a state representative is not present and an At-Large Board member is present, the at-large member shall count toward the establishment of a quorum.

Section 8. Voting. Each director representing participating organizations and each of the At-Large directors shall be entitled to one (1) vote. A director representing two (2) participating organizations is entitled to only one (1) vote. Voting on all business brought before the Board of Directors may be in person, over the telephone, or by electronic means, e.g., email. Voting for the election of officers may be written ballot, if a written ballot is requested by any director, except for telephone votes which may be by voice. An affirmative vote of a quorum of the Board of Directors shall be necessary for the adoption of any resolution or other voting matter. Proxies shall be eligible to vote.

Section 9. Abstention. Any director may abstain from voting on any matter. The director shall disclose his abstention, and the Secretary shall so record in the minutes that no vote was cast by such director.

Section 10. Rules of Procedure. All meetings of the Board of Directors shall be conducted in accordance with the current edition of "Robert's Rules of Order, Revised", by General Henry M. Roberts, copyright 1971, William Morrow Company, Inc., as amended by these rules and regulations.

Section 11. Proceedings. At any regular meeting of the Board, the following shall be the regular order of business:

- a. Roll Call
- b. Minutes of the Preceding Meeting
- c. Communications
- d. Editor's Report
- e. Report of the President
- f. Report of the Secretary
- g. Report of the Treasurer
- h. Report of the Committees
- i. Old Business
- j. New Business
- k. Adjournment

Section 12. Meeting Agenda. All items of business to be placed on the agenda shall be approved by the President.

Section 13. Proxies. Any director may be represented by a proxy at any regular or special meeting of the Board, provided the proxy presents the Board a notice (a written letter or email message) by the absent director.

Section 14. Annual Meeting. There shall be an annual meeting of the Board of Directors. The Board of Directors shall determine the specific location, date and time of each annual meeting. The Secretary shall notify all directors of the place, date and time of the annual meeting in a publication of WPR, or by another communication, that is mailed (or emailed) to each director at least four (4) weeks before the meeting. The purposes of the annual meeting shall include appointment of At-Large directors, nomination and election of officers, approval of an annual budget, and approval of an annual work program.

Section 15. Special Meetings. Special meetings may be called by the President, President-Elect, or a majority of the Executive Board of WPR by giving notice thereof to the Secretary, who shall immediately notify each director, in writing (or email) at least three (3) weeks in advance, of the time, place and agenda of the special meeting.

Section 16. Telephone Meetings. As needed, the President, President-Elect, or a majority of the members of the Board of Directors may call and conduct a telephone meeting of the Board of Directors. Reasonable effort shall be made to notify all directors in advance of telephone meetings.

Section 17. Executive Sessions. The WPR Board of Directors may hold executive sessions to conduct its affairs. Executive sessions may only be held by an affirmative vote of a majority of the directors in attendance.

Section 18. Emeritus Directors. The Board of Directors may appoint Emeritus Directors if it so chooses. Such appointees do not count either for or against establishment of a quorum and are not entitled to vote at any meeting of the Board of Directors. Emeritus Directors are not required to fulfill the responsibilities outlined in Section 3 Duties, above.

ARTICLE V - OFFICERS

Section 1. Officers. The four (4) officers of WPR shall be a President, President-Elect, Secretary, and Treasurer, elected from the Board of Directors. The Immediate Past President is also considered to be an officer of WPR.

Section 2. Terms. The term of each officer shall be for two (2) years, commencing on January 1st following each election. After completion of the President's two-year term of office, the President-Elect shall ascend to the office of President for a two-year term. The Secretary and Treasurer shall be eligible to run for an unlimited number of consecutive terms.

Section 3. Duties.

- a. President. The President shall preside at meetings of the Board of Directors. The President shall provide leadership on the development of WPR policies in coordination with the Executive Board. The President shall prepare an annual budget for approval by the Board of Directors. The President shall have power to create, appoint, and discharge all WPR committees, unless otherwise provided by the By-Laws. The President shall call meetings and perform other duties required by these By-Laws or customary to the office and any additional duties that may be assigned by

the Board of Directors.

- b. President-Elect. The President-Elect shall assist the President in the guidance and coordination of committee activities. The President-Elect shall carry out any other duties assigned by the President. In the absence of, or in the event of the incapacity of the President, the President-Elect shall assume the duties of the President. The President-Elect shall manage an annual awards program as established by the directors and held at the Western Planner conference and shall perform such other duties required by these By-Laws or customary to the office.
- c. Secretary. The Secretary shall:
 1. Maintain an accurate list of the member organizations of WPR.
 2. Notify directors of meetings and prepare and report minutes of the Board of Directors meetings within 45 days after each meeting.
 3. The Secretary shall also assume the role of Keeper of the Legends (KOTL) and shall be responsible for assuring the safekeeping of all historical publications, photographs, personal biographies, and other such documents as may be important in continuing the legacy of the WPR organization into the future.
 4. Perform other duties required by these By-Laws or customary to the office.
- d. Treasurer. The Treasurer shall:
 1. Receive and disburse funds of WPR.
 2. Assist the President in preparing an annual budget for review by the Board of Directors.
 3. Maintain accounts, which shall be open to inspection by officers and subject to audit.
 4. Prepare for each meeting of the Board of Directors a financial report to include a current balance sheet and an income statement reflecting the preceding twelve (12) months of WPR operations.
 5. Perform such other duties as required by these By-Laws or customary to the office.

6. The Treasurer shall be bonded.
- e. Immediate Past President. The Immediate Past President shall assist in the general transition of leadership of WPR and serve as a member of the Executive Committee.

Section 4. Election of Officers.

- a. Nominations. Nominations of officers shall be made by the Nominating Committee (see Article VI, Section 4) and may also be made by any member of the Board of Directors at the annual meeting.
- b. Eligibility. Any member in good standing of the Board of Directors is eligible to be nominated for election to any one (1) of the four (4) offices.
- c. Plurality to Elect. Election shall be determined by a plurality of those voting for each elective position.
- d. Vacancies. In the event there is a vacancy among the elected officers, except for the President, the Board of Directors shall have the authority to fill the vacancy for the remainder of the current term. In the event of a vacancy in the position of President, the President-Elect shall complete the current term as President.
- e. Terms. The terms of officers shall commence on January 1st following each election and run for two (2) years.

Section 5. Termination. Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of all directors.

ARTICLE VI - BOARDS/COMMITTEES

Section 1. Executive Board. The Executive Board shall consist of the President, President-Elect, Secretary, Treasurer, and the Immediate Past President. The Executive Board shall conduct the day-to-day business of the corporation between meetings of the Board of Directors subject to the adopted budget, policies of the Board of Directors, and these By-Laws of WPR.

Section 2. Conference Committee. The Conference Committee shall consist of any number of members. The chairperson of the committee shall be the director representing the geographical area hosting the annual conference. Members of the

committee, other than the chairperson, need not be members of the Board of Directors. It shall be the duty of the Conference Committee to organize, schedule, and conduct the annual conference of WPR. The committee shall prepare a budget and a conference agenda in a timely fashion for approval by the Board of Directors.

Section 3. Editorial Board. The Editorial Board shall consist of at least three (3) members selected by Editor of the Western Planner Journal together with the Chair of the Editorial Board and approved by the WPR Board of Directors. By a plurality of those voting, the Editorial Board shall select one of its members to be the Chair. It shall be the duty of the Board to coordinate with the Editor to establish procedures for soliciting and reviewing articles, establishing standards for articles and content materials, and act as a filtering body to ensure the quality of content, grammar, etc. of the Western Planner Journal.

Section 4. Nominating Committee. The Nominating Committee shall consist of three (3) Board officers, the President-Elect, the Secretary, and the Treasurer. It is the task of the Committee to survey all Board members for their interest in officer positions at least six (6) months prior to the annual meeting when officer elections will be conducted. It is the responsibility of the Committee to nominate worthy candidates for all open officer positions at the annual meeting (see also Article V, Section 4, a.).

Section 5. Other Boards/Committees. The President shall appoint such other boards/committees as are deemed necessary by the President and the Board of Directors. The size and purposes of the boards/committees shall be determined by the Board of Directors. The Boards/Committees shall perform the duties as assigned and report back to the Board of Directors.

Section 6. Temporary Boards/Committees. The President, subject to the approval of the Board of Directors, may establish additional boards/committees to undertake additional tasks necessary to WPR. The members of these temporary boards/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.

ARTICLE VII - BY-LAW ADOPTION AND AMENDMENT

Section 1. Adoption. By-Laws shall be adopted by a majority of all directors.

Section 2. Amendments. These By-Laws may be amended by the Board of Directors upon an affirmative vote of two-thirds (2/3) of the Board.

ARTICLE VIII - DISSOLUTION

WPR may be dissolved by resolution adopted by the affirmative vote of two-thirds (2/3) of all directors. Assets of WPR shall be liquidated upon dissolution and the proceeds divided equally among the participating organizations which are in good standing at the time of dissolution, as long as IRS provisions are met.

ARTICLE IX - NON-PROFIT CHARACTER

No director, trustee, officer, or agent, or employee of WPR shall at any time receive or be entitled to receive any compensation or any pecuniary profit from the operation of WPR, or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to WPR in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said non-profit purposes.

ARTICLE X -DESIGNATED AGENT

Unless otherwise determined by the Board of Directors, the representative of the Wyoming Planning Association on the Board of Directors shall be the designated agent of WPR, as required by the laws of the State of Wyoming.

ARTICLE XI – WPR ENDOWMENT FUND

The Board of Directors has designated the WPR Endowment Fund for the perpetual benefit of the organization. The principal shall only be spent in the event of dissolution as described in Article VIII herein. Investment of the principal shall be in a manner deemed appropriate by the Treasurer and approved by the Board of Directors. Proceeds (income) from investment of the principal shall support the Western Planner Journal or other activity deemed worthy and approved by the Board of Directors. The Executive Board shall oversee the WPR Endowment Fund in accordance with adopted policies of the Board of Directors.

ARTICLE XII - ADOPTION

These By-Laws of Western Planning Resources, Incorporated, as amended, are hereby officially adopted this 13th day of September, 2022.

Appendix A

Listed below are the Board of Directors of WPR as of September 13, 2022. It is the intent of this Appendix A to be a supplement to the WP By-Laws and list the current Board of Directors. As changes occur in the listing of Directors this Appendix A will be updated. Appendix A updates do not represent revisions to the By-Laws and thus do not require a vote of the Board of Directors, except in cases of At-Large Directors (as per Article IV, Section 4) or Emeritus Directors (as per Article IV, Section 18).

A. Participating Organizations' Directors. The Directors and their respective participating organizations are as follows:

Megan Nelms	Wyoming Planning Association
Vacant	Montana Association of Planners
Donna Bye	North Dakota Planning Association
Kerwin Jensen	Planning Association of Washington
Shelly Wade	Alaska Chapter, APA
Kevin Smith	South Dakota Planning Association
Andrew Bowen	Colorado Chapter, APA
Brian Carver	Utah Chapter, APA
Larry Weil	Western Central Chapter, APA
Margo Wheeler	Nevada Chapter, APA
Dan Pava	New Mexico Chapter, APA
Loras Rauch	Arizona Chapter, APA
Alison Tompkins	Idaho Chapter APA
Allison Platt	Oregon Chapter, APA
Sherwin Racehorse	Tribal & Indigenous Planning Division, APA

B. At-Large Directors. The At-Large directors are as follows:

Angela Parker
Brad Stebleton

C. Emeritus Directors. The Emeritus (non-voting) directors at the time these By-Law revisions are enacted are as follows:

Art Greenberg	Ben Orsbon
Dave Spencer	Earl Finkler
Joanne Garnett	Joe Racine
Ken Waido	Robb McCracken
Ron Faas	Matt Ashby