

BY-LAWS

of

Massachusetts Association of Planning Directors, Inc.

History of MAPD:

The following history is for interest only and does not constitute a part of the bylaws presented herein.

- *The Conference of Massachusetts Planning Directors (MAPD) established: April 1, 1961.*
- *First documented bylaws adopted 1976.*
- *Annual Meeting voted to change the name of the organization to Massachusetts Association of Planning Directors.*
- *By-laws amended January 7, 1983, June 30, 1989 (as to earnings/activities, dissolution)*
- *MAPD incorporated, February 9, 2001*
- *501(c)(3) status achieved 2001*
- *Tax-exempt status achieved July 31, 2001*

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Section 1. NAME, PURPOSES, LOCATION, AND FISCAL YEAR

1.1 Name and Purpose.

The name of the Corporation shall be "Massachusetts Association of Planning Directors, Inc., hereinafter referred to as the "MAPD" and the purposes of MAPD shall be as set forth in its Articles of Organization.

The purposes of MAPD shall be to:

- Facilitate the exchange of information relevant to planning issues, techniques and innovations at the local level;
- Present the perspective of the planning professional at the local level with regard to legislative and programmatic proposals of various levels of government;
- Facilitate the discussion of community planning problems;
- Promote interest in and support for community planning throughout the Commonwealth;
- Encourage the coordination of the activities of the various professional and other planning organizations in Massachusetts;
- Promote fellowship and networking opportunities among members.

1.2 Kind of Corporation.

The Corporation shall be non-profit and shall observe all local, state and federal laws that apply to non-profit organizations as defined by the Internal Revenue Code.

1.3 Location.

The principal office of MAPD in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization. The Trustees may change the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate with the Secretary of the Commonwealth.

1.4 Fiscal Year.

The fiscal year of the Corporation shall end the last day of June in each.

Section 2. MEMBERSHIP

2.1 Eligibility.

Any professional planner, municipal or private sector, or other individual actively involved in planning issues as an employee or advisor, having an interest in the objectives of the Corporation shall be eligible to apply for membership.

2.2 Approval for Membership

Membership shall not unreasonably be withheld. Interested individuals shall submit Member information and annual dues to the Treasurer, at which point they shall become members, unless the Directors shall determine that the individual is ineligible for membership, in which case the Clerk shall so notify the applicant.

2.3 Dues, Fees and Assessments.

Membership dues, fees and assessments shall be at such rate as may be from time to time prescribed by the Board of Directors, payable in advance. Dues shall be assessed each September and be due November 1 of each year.

2.4 Termination.

- (a) Any member may resign upon written request to the Board of Directors.
- (b) Any member shall be expelled by the Board of Directors by a two-thirds (2/3) vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- (c) Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the

Corporation after notice and opportunity for a hearing are afforded the member complained against.

2.5 Voting Restrictions of Members.

Every member in good standing is entitled to one vote in any election, referendum or membership meeting. No voting by proxy shall be permitted. All members who are current with their dues shall be members in good standing. A majority vote of a quorum of the membership shall be controlling in a general membership meeting; a majority vote of a quorum of the Directors shall be controlling in meeting of the Board of Directors.

2.6 Honorary Membership.

Distinction in service shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 3. MEETINGS

3.1 Annual Meeting.

The annual meeting of the Corporation shall be held during June of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

3.2 Special Meetings.

(a) Special meetings may be called by the President at any time or upon petition in writing of any fifteen (15) members in good standing. Notice of special meetings shall be mailed to each member at least ten (10) days prior to such meetings.

(b) Board meetings may be called by the President or upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one day prior to said meeting.

3.3 Quorums.

At any duly called meeting of the general membership, fifteen (15) members shall constitute a quorum. Three directors shall constitute a quorum of the Board of Directors. If those in attendance shall constitute a quorum.

Section 4. BOARD OF DIRECTORS

4.1 Powers.

The business of the Corporation shall be managed by a Board of Directors who may exercise all the powers and duties conferred upon them by law, by the Articles of Organization, or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

4.2 Membership and Election.

The Board of Directors shall consist of eight (8) members. The Board of Directors shall include the two most immediate eligible past Presidents, its Current President, Vice President, Treasurer and Secretary/Clerk as well as the Legislative Chair and the CTPC Liason. The incorporator shall elect the initial Directors for a term expiring at the end of the fiscal year. At each annual meeting of the members beginning in 2001, the members shall elect Directors for the next Fiscal Year and to begin on the first day of the fiscal year immediately following such annual meeting.

4.3 Suspension or Removal.

A Director may be suspended or removed with or without cause by a vote of three-fourths of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard.

4.4 Resignation.

A Director may resign by delivering his written resignation to the Secretary, to a meeting of the Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.5 Vacancies.

Any vacancy in the Board of Directors may be filled by the remaining Directors. Each successor shall hold office of the unexpired term and until his successor is elected and qualified or in each case until he sooner dies, resigns or is removed. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 5. OFFICERS

5.1 Number and Qualification.

The officers shall be the President, Vice President, Treasurer, and Secretary/Clerk, and such other officers, if any, as the Directors may determine.

5.2 President.

The President shall preside at all membership and Director's meetings. S/he shall be the chief executive officer, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation and its day-to-day operations. S/he shall be primarily responsible for executing such policies and procedures that may from time to time be established by the Board of Directors. S/he shall present a report at the annual meeting of the members on the operations of the Corporation during the preceding year. S/he shall, with the assistance of the Treasurer, prepare and submit an annual budget to the Board of Directors for its approval and be responsible for the proper execution thereof. S/he shall perform such other and have such other powers as may be designated by the Board of Directors.

5.3 Vice-President.

The Vice-President (which position shall be optional) shall have and may exercise all of the powers and duties of the President during the absence of the President or in the event of his/her inability to act and shall have such duties and powers as the Directors may from time to time delegate to him/her, including the planning of the Annual Conference.

5.4 Treasurer.

The Treasurer shall be the chief financial officer and the chief accounting officer. S/he shall be in charge of its financial affairs and shall safeguard all funds, securities and valuable papers and shall keep full and accurate records thereof. S/he shall also be in charge of its books of account, accounting records and its accounting procedures. S/he shall file all reports of a financial nature that are required to be filed by the Corporation with any public authority including the Commonwealth of Massachusetts and the Internal Revenue Service. S/he shall report on the financial affairs of the Corporation at each meeting of the Board of Directors and at the end of each fiscal year shall prepare an annual financial statement showing the receipts and expenses of the Corporation for such fiscal year for presentation at the annual meeting of the members. S/he shall assist the President in the preparation of an annual budget for submission to the Board of Directors. In addition, s/he shall have such other duties and powers as may be delegated to her/him from time to time by the Board of Directors.

5.5 Secretary.

The Secretary shall record and maintain records of all proceedings of the Directors and membership meetings in a book or series of books kept for that purpose. Such book or books shall also contain the Articles of Organization and By-Laws of the Corporation and the names of all current Directors and officers and the usual residential address of each. S/he shall conduct all correspondence not otherwise delegated specifically. The Secretary or her/his delegates shall properly notify the Directors of a meeting of the Directors whenever notice of such meetings is required by these By-laws. If the Secretary is absent from any meeting of the Directors a Temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

5.6 Legislative Liaison.

The legislative liaison shall follow planning related bills before the State Legislature and shall report on such activity to the membership of the Corporation, through monthly mailings or at scheduled meetings.

5.7 Other Officers.

Each other officer that may be elected by the Board of Directors shall perform such duties and have such powers as may be designated from time to time by the Board of Directors. Each officer shall, subject to these By-Laws, and in addition to the duties and powers specifically set forth in these By-Laws, have such duties and powers as are customarily incident to his office. Each other officer may, but need not, be a member of the Board of Directors.

5.7 Reimbursement.

Any Director who expends money on behalf of the Corporation shall be reimbursed for such expense, provided documentation of the expense is provided to the Treasurer. Approval of such reimbursement shall be granted by any Director, other than the Director to be reimbursed, who may direct the Treasurer to make such reimbursement, which shall not be unreasonably withheld.

Section 6. COMMITTEES

The Board of Directors may appoint such committees as it deems advisable to conduct the affairs of the Corporation, such committee or committees shall have such duties and powers as may, from time to time, be delegated to them by the Board of Directors.

Section 7. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibility.

Section 8. PERSONAL LIABILITY

The Directors and officers shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claims against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 9. MISCELLANEOUS PROVISIONS

9.1 Execution of Instruments

All contracts, deeds, leases, transfers, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the President or the Treasurer except as the Board of Directors may generally or in particular cases otherwise determine.

9.2 Corporation Records

The original, or attested copies, of the Articles of Organization, By-Laws, and records of all meetings of the incorporators and the Board of Directors, which shall contain the names and the record address of all Directors and officers, shall be kept in Massachusetts at the principal office of the Corporation or at an office of its Secretary. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any Director or officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a director or officer, relative to the affairs of the Corporation. Except as may be otherwise required by law, by the Articles of Organization, or by these By-Laws, the Corporation shall be entitled to treat the record address of a Director or officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of

each such person to notify the Corporation of her/his latest mailing address.

9.3 Evidence of Authority

A certificate by the Secretary, or Acting Secretary as to any action taken by the Directors or any officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

9.4 Ratification

Any action taken on behalf of the Corporation by a director or any officer or representative of the Corporation that requires authorization by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the Board of Directors, if action by it was necessary for authorization.

9.5 Earnings and Restrictions on Activities

No part of the net earnings of MAPD shall inure to the benefit of, or be distributed to, the members, directors, officers of, or other private persons associated with MAPD, except that MAPD shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-laws. No substantial part of the activities of MAPD shall be the carrying on of propaganda, or otherwise attempting to influence legislation. MAPD shall not participate in, or intervene in ((including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these By-laws, the Corporation is organized and shall be operated exclusively for charitable educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. MAPD shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 509(a)(2) of the Code, or corresponding provisions of future U.S. Internal Revenue Law.

9.6 Articles of Organization

All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended, and in effect from time to time.

9.7 Corporate Seal

The Directors may adopt and alter the seal of the Corporation.

Section 10. AMENDMENTS

The power to make, amend, or repeal these By-Laws, in whole or in part, shall be in the Directors. Unless a larger percentage is required by law, the Articles of Organization or any other provision of these By-Laws may be exercised by the Directors at any meeting of the Directors by vote of two-thirds of the Directors present at such meeting and entitled to vote thereat, provided that the notice for such meeting indicated a change in the By-Laws was to be considered (but it shall not be necessary that such notice contain the subject matter of the proposed By-Law change, unless the same shall be required by law, by the Articles of Organization, or by these By-Laws).

Section 11. DISSOLUTION

Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all justified liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed, shall be disposed of, exclusively for such corporate purposes, by or as directed by a court of competent jurisdiction in Massachusetts.