

BY-LAWS OF PLANNERS NETWORK, INC.

Proposed Changes October 2009

ARTICLE I. ORGANIZATION

Section 1. Mission. Planners Network (PN) is an association of professionals, activists, academics, and students involved in physical, social, economic, and environmental planning in urban and rural areas, who promote fundamental change in our political and economic systems.

ARTICLE II. MEMBERS

Section 1. Membership. Membership shall be open to all persons interested in the purposes of the Planners Network. All Members must make an annual financial or other contribution to the Planners Network.

Section 2. Meetings. The annual meeting of the Members (the "Annual Meeting") for the transaction of all business as may come before the Members shall be held each year at the place (which may be either within or outside the State of New York), time and date, as may be fixed by the Steering Committee, or, if not so fixed, as may be determined by the Chairperson(s) of the Steering Committee. Annual meetings will normally be conducted at the time of the annual conference but are not required if there is no conference and no business requiring action by the membership.

Special meetings shall be held whenever called by resolution of no less than three Steering Committee members, the Chairperson(s), or by a written demand of no less than 5% of the Members to the Chairperson(s).

Section 3. Notice of Meetings. Written notice of the place, date and hour of any meeting shall distributed via the Planners Network email list(s) and announced on the Planners Network web site and magazine not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4. Quorum, Adjournments of Meetings. At all meetings of the Members, a majority of the Members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the meeting may occur but proposed action items must be distributed by postal, email or through an on-line survey for members to vote.

Section 5. Organization. The Chairperson(s) of the Corporation shall preside at all meetings of the Members or, in the absence of the Chairpersons an acting Chairperson shall be chosen by the Members present. In the absence of the Secretary the presiding officer may appoint any person to act as secretary of the meeting.

Section 6. Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote, **with the exception of any member who has joined the organization for the first time within the seven (7) days prior to the meeting. Members renewing their membership at the meeting are eligible to vote, as long as the membership has not lapsed more than three years.** Upon demand of any Member, any vote for the Steering Committee or upon any question before the meeting shall be by ballot.

Section 7. Action by the Members. Except as otherwise provided by statute or by these by-laws, any action, including changes to these by-laws, authorized by a majority of the votes cast at a meeting of Members shall be an act of the Members.

Section 8. Special Action Requiring Vote of Members. The following corporate actions may not be taken without approval of the members:

- (a) a majority of the votes cast at a Meeting of the members, or via ballot distributed via the magazine, email list(s), and web site with at least 30 days allowed for a response, is required for (1) any amendment of or change to the Certificate of incorporation, or (2) a petition for judicial dissolution;
- (b) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum numbers of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 9. Chapters. Members may organize themselves into “chapters” to promote the Planners Network principles of social, economic, and environmental justice at the local level. Chapters may not act in a way that contradicts the Planners Network Statement of Principles, and may not act in the name of Planners Network without endorsement from the Planners Network Steering Committee. Chapters should otherwise identify themselves as local chapters - for example, Planners Network New York.

ARTICLE III. STEERING COMMITTEES

Section 1. Powers and Numbers. The property, affairs and activities of Planners Network shall be managed and controlled and its powers exercised by the Steering Committee. The number of members constituting the entire Steering Committee after the first annual meeting of the Members shall be no less than three (3) and no more than 14, plus one (1) or two (2) representatives from the Young Planners Network and the head of the Planners Network advisory board.

Section 2. Election and Term of Office. The initial Steering Committee members shall be the persons elected at the organizational meeting. They shall serve until the first annual meeting of the Members. Thereafter, the Steering Committee members shall be elected to hold office for two years; provided, however, that any member elected to fill an unexpired term (whether resulting from death, resignation or removal) or created by an increase in the number of Steering Committee members shall hold office until the next election. Steering Committee members may be elected to any number of consecutive terms. Steering Committee members shall be elected at the Annual Meeting of Members by a plurality of the votes cast or by mail, email ballot or an on-line survey distributed to all Members via the magazine and web site/email list and due at least 30 days after mailing or emailing. The form of voting is determined by the chairperson(s).

One or two liaisons to the PN Steering Committee shall be appointed by the Young Planners Network steering committee. This persons shall not have voting rights, but shall be kept up to date on Steering Committee business via the listserv. This person shall be responsible for providing updates to the Steering Committee on a regular basis.

The head of the PN Advisory Committee shall serve as an ex-officio member of the Steering Committee

Section 3. Newly Created Steering Committee positions. Newly created positions and vacancies among the Steering Committee for any reason may be filled by vote of a majority of the Steering Committee members then in office, regardless of their number, and the members so elected shall serve until the next annual meeting of the Members.

Section 4. Chairperson. The Chairperson(s) shall preside at all meetings of the Members and of the Steering Committee. The Chairperson(s) shall have general supervision of the affairs of the Planners Network, and shall keep the Steering Committee fully informed about the activities of the Planners Network. He or she has the power to sign and execute alone in the name of Planners Network all contracts authorized either generally or specifically by the Steering Committee.

The Chairperson(s) shall perform all the duties usually incident to the office of the Chairperson, and shall perform such other duties as from time to time may be assigned by the Steering Committee.

Section 5. Removal. Any Steering Committee member may be removed at any time with cause by a majority of the Steering Committee at any meeting, provided that at least one week's notice of the proposed action shall have been given to the entire Steering Committee. Any Steering Committee member can be removed at any time with cause by a majority vote of the Members.

Section 6. Meetings. Meetings of the Steering Committee may be held at any place as the Steering Committee may from time to time fix, or as shall be specified in the notice or waivers of notice thereof.

Section 7. Quorum and Voting. At a Steering Committee meeting, unless a greater proportion is required by law, a majority of the entire Steering Committee shall constitute a quorum for the

transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Steering Committee members present at the time of the vote, if a quorum is present at such time, shall be an act of the Steering Committee. If at any meeting of the Steering Committee there shall be less than a quorum present, the members present may adjourn the meeting until a quorum is obtained. Any one or more members of the Steering Committee may participate by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

If a quorum is not present, the group in attendance can still put actions for vote to the entire Steering Committee by an e-mail vote. Business may also be conducted and action(s) taken without the holding of a meeting, if two-thirds of all Steering Committee members consent in writing/email to the action(s) to be taken. . The resolution and the written consent thereto by the members of the Steering Committee shall be filed with the minutes of the proceedings of the Committee.

Section 8. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Steering Committee, together with a written agenda stating all matters upon which action is proposed to be taken and to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each Steering Committee member, postage prepaid, addressed to him or her at his or her residence or usual place of business, or sent via email, at least seven days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by fax, telegram, electronic mail or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours.

Section 9. Committees of the Steering Committee. The Steering Committee has the power to create committees of members to carry out the functions of the organization, i.e. a publication, chapter & membership, conference, fundraising, YPN committee, etc. All committees shall be chaired by a member/s of the Steering Committee, who shall be appointed by a vote of the Steering Committee. The chair(s) is/are responsible for reporting to the Steering Committee on the actions of the committee. Committee members must be active, due-paying members of PN, and the names of committee members and the opportunity to join the committee will be publicized on the website.

Each committee has the power to make non-binding proposals and recommendations to the Steering Committee on any issue related to their work. Committees also have the power to carry out work as delegated to them by the Steering Committee.

ARTICLE IV. OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number, Election and Term of Officers. The officers of Planners Network shall be a Chairperson or Chairpersons, Secretary and Treasurer. The Chairperson(s), Treasurer and

Secretary shall be elected at the annual meeting of the Steering Committee held immediately following the annual meeting of the Members.

All officers are expected to the Annual Meeting and annual Steering Committee meeting. In the event of the Chairperson(s) or other officers is/are unable or unwilling to serve until the next annual meeting, the Steering Committee shall elect an interim officers to serve until the next annual meeting.

Section 2. Employees and other Agents. The Steering Committee may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Steering Committee, and shall have such authority and perform such duties, and shall receive such reasonable compensation, as a majority of the Steering Committee may from time to time determine.

Section 3. Removal. Any officer, employee or agent of the Planners Network may be removed with cause by a vote of the majority of the entire Steering Committee.

Section 4. Chairperson(s), Powers and Duties. The Chairperson(s) shall preside at all meetings of the Members and of the Steering Committee. The Chairperson(s) shall have general supervision of the affairs of the Planners Network, and shall keep the Steering Committee fully informed about the activities of the Planners Network.

He or she has the power to sign and execute alone all contracts authorized either generally or specifically by the Steering Committee. The Chairperson(s) may also authorize this power to other steering committee members for specific purposes (organizing a conference or administering a grant).

Stacy Harwood 12/6/08 11:24 AM
Comment: Same as section 4 in Part II. Is that oaky?

The Chairperson(s) shall perform all the duties usually incident to the office of the Chairperson, and shall perform such other duties as from time to time may be assigned by the Steering Committee.

Section 5. Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meeting and all meetings of the Steering Committee, maintain the Membership roll and tabulate election results. S/he shall be responsible for the serving of notice.

Section 6. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursement, and shall deposit or cause to be deposited all moneys and other valuable documents of Planners Network in such banks or depositories as the Steering Committee shall designate at the Annual meeting and whenever else required by the Steering Committee, s/he shall render a statement of Planners Network's accounts. The treasurer has the power to sign and execute alone all contracts authorized either generally or specifically by the Steering Committee.

Section 7. Compensation. Any officer, employee or agent of Planners Network is authorized to receive a reasonable salary or other reasonable compensation for services rendered when authorized by a majority of the Steering Committee, and only when so authorized.

ARTICLE V. AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of the entire Steering Committee at any meeting of the Steering Committee, or by the Members of the Planners Network at the annual meeting or a special meeting, providing notice of the proposed alteration has been included in the notice of the meeting.