

**TO: APA California Board of Directors**

**FROM: Pete Parkinson, AICP, President-elect**

**DATE: September 30, 2016**

**SUBJECT: Chapter Bylaws Update**

***Recommended Action: Review the draft amended bylaws and authorize posting a summary on the APA California website in anticipation of final Board action at the January 2017 Board meeting.***

A committee of the Board has worked over the past few months to develop amendments to the Chapter Bylaws. The amendments have several goals: 1) revise outdated provisions (e.g., elections provisions revised to reflect consolidation with APA’s annual elections); 2) clarify various provisions (e.g., composition of the Chapter Board of Directors); and 3) streamline and reorganize the Bylaws for ease of use. The committee recommends that the Board review and discuss the draft amended bylaws at its October 22 meeting and authorize posting a summary on the website. Final board action would occur at the January 2017 Board meeting.

The draft amended bylaws have a significantly different “look,” including a new cover designed by Dornia Blythe. The document now uses a consistent format that will be easier to update in the future, including an automated Table of Contents. Several of the articles have been consolidated and reorganized, as described below.

Although the changes to the bylaws are numerous, the overall substance and intent remains consistent with the current adopted Bylaws. The following are the significant changes:

1. The composition of the Board of Directors has been updated to reflect current practice. For some time, the Chapter website has shown various Chapter Advisors, the Roundtable president and the Region VI APA representatives as non-voting members of the Board, but this was not reflected in the Bylaws. See Article 4 and Appendix A. Neither the Board’s voting membership, nor the makeup of the Executive Committee has changed.
2. Article 2 is now called "Purpose and Affiliated Entities". It now includes a section on the Roundtable and the Section on Scholarship Fund is deleted and scholarships are addressed in the CPF paragraph.
3. Articles 4, 5 and 6 have been reorganized to address Board composition in Article 4, duties of directors and advisors in Article 5, and Chapter staff in Article 6.
4. The duties of the Executive Board have been clarified to allow actions related to “the administration, preparation, initiation, review and operating functions of the Board, and routine Chapter and conference matters that require action prior to the next scheduled full Board meeting,” rather than only acting on items needing “immediate action.” (Section 4.6)
5. The Technology Director and the Membership Inclusion Director have been renamed as "Coordinators."
6. The duties of the Executive Director (Section 6.1) have been revised in consultation with Sande to reflect the fact that other staff/contractors now handle many of these duties, with oversight from the Executive Director.
7. There is a new, separate section (Section 6.2) on other Chapter staff.
8. The article on elections (Article 7) has been substantially rewritten to remove many details and reflect the Chapter's coordination with APA's annual election/voting process. The intent is to set forth the basic principles in the bylaws and leave the details to the Chapter's Elections Policy & Procedure, which is very detailed.
9. The section pertaining to the annual meeting of the Chapter (Section 8.1) has been clarified to designate the first plenary session at the conference as the annual meeting.
10. Section 8.6 has been added to specify that Robert's Rules of Order are used at meetings.
11. The three articles pertaining to Sections have been condensed into a single article (Article 11) and much of the detail has been deleted. This article now contains the basic requirements and responsibilities of the Sections, but leaves more of the "how" up to the Sections themselves. Ben Kimball facilitated review of this revised Article with the other Section Directors and they have endorsed the revised Article.
12. Section 12.2 has been revised to allow the Chapter Board to initiate the process of forming a new Section. Previously this was only possible via petition from the membership. The petition process has been retained and the approval process for creating a new Section remains the same, regardless of how the process is initiated.
13. Article 13, pertaining to Bylaws amendments, has been revised to differentiate between “major” Bylaws amendments, which must be posted online prior to Board vote and must be approved by ¾ of the Board, and “minor” amendments that can be approved by majority vote of the Board at a meeting or via email.
14. At Sande’s recommendation, articles pertaining to conflict of interest and dissolution of the Chapter have been added. (Articles 15 and 16).

If you have any questions about the amended Bylaws before we meet in Pasadena, please let me know via email ([pete.parkinson54@gmail.com](mailto:pete.parkinson54@gmail.com)) or phone (707) 326-1265).