

**MEMO TO: The APA Board**

**FROM: Sande Stefan**

**DATE: January 15, 2021**

**SUBJECT: Bylaws Changes for Instances Where There Are Vacancies Or A Lack of Candidates for Office, and Amendments to Executive Director Duties**

**Background:** The APA Chapter Bylaws and Section Bylaws Template currently do not provide for situations in which no candidate is available to run for an elected office. As an example, in 2020 there was no candidate identified for Vice President for Professional Development by the deadline to submit them for the National election process. While the Nominating Committee continues to have the responsibility for recruitment of a qualified slate of candidates, it is necessary for the Bylaws to provide for circumstances in which no candidate is presented. As such, the Board is asked to discuss and approve changes to the APA Chapter Bylaws and Section Bylaws Template to clarify the process for appointing Board officers in the event there are no candidates running for a Chapter or Section elected office position, or if there are vacancies during a term of office.

**ACTION REQUEST:** That the Board approve the following changes to the Chapter Bylaws and the Section Bylaws Template.

**AMENDMENTS:**

**Chapter Bylaws:**

Article 4 - Chapter Board of Directors

*11. APPOINTMENTS FOR VACANCIES AND FOR INSTANCES WHERE NO CANDIDATES FOR ELECTED BOARD OFFICE ARE AVAILABLE TO RUN*

The Chapter Board of Directors may fill any vacancies in office occurring during a term through interim appointment by a 2/3 vote of the Board. ~~or by special election of the membership.~~ Such appointed officers shall serve the unexpired term of their predecessor.

*The Chapter Board of Directors may also appoint a Chapter officer who is normally elected if no candidates are available to run for that elected office during an official National election.  Such appointment may only be made if at least two Chapter-wide announcements have been made recruiting a candidate or candidates for the position prior to the election deadline to submit candidates to National, in addition to recruitment efforts by members of the Nominating Committee. The appointment shall be approved by a 2/3 vote of voting Board members. Such appointed officers shall serve the normal term for the elected position.*

*In the event that the requirements for an appointment were not met, a special election may be conducted.*

**Section Bylaws (Section Bylaws Template):**

6.2.1 *APPOINTMENTS FOR VACANCIES AND FOR INSTANCES WHERE NO CANDIDATES FOR ELECTED BOARD OFFICE ARE AVAILABLE TO RUN*

The Section Board may appoint officers to fill vacancies that occur during ~~the year~~ a term through interim appointment by a 2/3 vote of the Section Board.  Such appointed officers shall serve the unexpired term of their predecessor.  ~~In the case that Section Board discussion occurs about why an appointment to fill a particular unexpired term should not be made, a majority vote of the Section Board members may call for a special election~~.  If for any reason a Vice Director of Finance or Secretary is replaced mid-term, the Section Director will immediately contact the Chapter’s Vice President of Administration and send or review all accounting information with the VP of Administration and Chapter bookkeeper before any accounting activities are assumed by the new Vice Director of Finance/Secretary.

*The Section Board may also appoint a Section officer who is normally elected if no candidates are available to run for that elected office during a normal election process. Such appointment may only be made if at least two Section-wide announcements have been made recruiting a candidate or candidates for the position prior to the election deadline, in addition to other recruitment efforts by members of the Elections Committee. The appointment shall be approved by a 2/3 vote of voting Section Board members. Such appointed officers shall serve the normal term for the elected position.*

*In the event that the requirements for an appointment were not met, a special election may be conducted.*

**Chapter Bylaws Update to Executive Director Tasks**

**DUTIES OF THE EXECUTIVE DIRECTOR**

The Executive Director shall be ***an employee chosen*** by the President with approval of the ***Chapter*** Board of Directors, ***who shall serve*** at the pleasure of the Board; ***or, shall be an independent contractor chosen by the President with the approval of the Board.***

***The duties of the Executive Director shall be specifically outlined in the contracted Scope of Services for the Executive Director, and shall include at minimum the following duties:***

1. *Manage and operate the California APA Chapter under the portfolios of the President and the Vice President for Administration.*
2. *Identify and address operational or managerial issues and enhancements as needed to support and sustain the work of the Board.*
3. *Act as the spokesperson for the Chapter.*
4. *Facilitate implementation of the Strategic Plan.*
5. *Maintain all equipment and property belonging to the Chapter.*
6. *Arrange and attend all Board meetings and agendas in coordination with the President and Vice President for Administration.*
7. *Receive and maintain all Chapter records.*
8. *In coordination with the Chapter’s accounting services contractor(s), maintain oversight of all properly authorized disbursements of APA California funds and assist with tax preparation and draft budget.*
9. *Provide general oversight and coordination of other Chapter staff or independent contractors hired by the Chapter Board.*