

AMERICAN PLANNING ASSOCIATION
CALIFORNIA CHAPTER

BYLAWS



American Planning Association
California Chapter

Creating Great Communities

CONTENTS

Article 1.	NAME, AREA SERVED, AND NON-PROFIT NATURE	5
1.	NAME	5
2.	AREA SERVED	5
3.	NON-PROFIT NATURE OF CHAPTER	5
Article 2.	PURPOSE AND AFFILIATED ENTITIES	5
1.	STATEMENT OF PURPOSE	5
2.	CALIFORNIA PLANNING FOUNDATION	5
3.	PLANNER EMERITUS NETWORK	6
4.	CALIFORNIA PLANNING ROUNDTABLE	6
Article 3.	MEMBERSHIP	6
1.	MEMBERSHIP ELIGIBILITY	6
2.	MEMBERS OF APA RESIDING IN CALIFORNIA	6
3.	MEMBERS OF APA NOT RESIDING IN CALIFORNIA	6
4.	MEMBERS OF CALIFORNIA CHAPTER-ONLY	7
Article 4.	CHAPTER BOARD OF DIRECTORS	7
1.	MEMBERS OF THE CHAPTER BOARD OF DIRECTORS	7
2.	CHAPTER EXECUTIVE COMMITTEE	7
3.	ELECTED CHAPTER OFFICERS	7
4.	APPOINTED CHAPTER OFFICERS	8
5.	APPOINTED CHAPTER ADVISORS	8
6.	DIVISION OF FUNCTIONS BETWEEN EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS	9
7.	CHAPTER COMMITTEES	9
8.	PRESIDENT-ELECT	9
9.	PAST PRESIDENT	9
10.	TERM OF OFFICE	9
11.	APPOINTMENTS FOR VACANCIES AND FOR INSTANCES WHERE NO CANDIDATES RUNNING	10
Article 5.	DUTIES OF BOARD OF DIRECTORS	10
1.	DUTIES OF THE BOARD OF DIRECTORS	10
2.	DUTIES OF THE PRESIDENT	10
3.	DUTIES OF THE PRESIDENT-ELECT AND PAST PRESIDENT	11
4.	DUTIES OF THE PRESIDENT PRO TEM	11
5.	DUTIES OF THE VICE PRESIDENT FOR ADMINISTRATION	11
6.	DUTIES OF THE VICE PRESIDENT FOR POLICY AND LEGISLATION	12

7.	DUTIES OF THE VICE PRESIDENT FOR PUBLIC INFORMATION	12
8.	DUTIES OF THE VICE PRESIDENT FOR PROFESSIONAL DEVELOPMENT	13
9.	DUTIES OF THE VICE PRESIDENT FOR CONFERENCES	13
10.	DUTIES OF THE VICE PRESIDENT FOR MARKETING AND MEMBERSHIP	14
11.	DUTIES OF THE VICE PRESIDENT FOR DIVERSITY AND EQUITY	14
12.	DUTIES OF THE COMMISSION AND BOARD REPRESENTATIVE	14
13.	DUTIES OF THE CALIFORNIA PLANNING FOUNDATION PRESIDENT	15
14.	DUTIES OF THE STUDENT REPRESENTATIVE	15
15.	DUTIES OF THE PEN PRESIDENT	15
Article 5.1	DUTIES OF APPOINTED CHAPTER ADVISORS	16
1.	DUTIES OF THE CHAPTER HISTORIAN	16
2.	DUTIES OF THE CHAPTER AWARDS COORDINATOR	16
3.	DUTIES OF THE <i>CALPLANNER</i> ASSISTANT EDITOR	16
4.	DUTIES OF THE CONFERENCE SPONSOR COORDINATOR	16
5.	DUTIES OF THE CONFERENCE PROGRAMS COORDINATOR	16
6.	DUTIES OF THE TRANSPORTATION PLANNING DIVISION REPRESENTATIVE	17
7.	DUTIES OF UNIVERSITY LIAISON	17
8.	DUTIES OF THE YOUNG AND EMERGING PLANNERS COORDINATOR	17
9.	DUTIES OF THE NATIONAL POLICY AND LEGISLATION REPRESENTATIVE	17
10.	DUTIES OF THE AICP EXAM COORDINATOR	18
11.	DUTIES OF THE FAICP COORDINATOR	18
12.	DUTIES OF THE STATEWIDE PROGRAMS COORDINATOR	18
13.	DUTIES OF THE DISTANCE EDUCATION COORDINATOR	18
Article 5.2	NON-PERFORMANCE OF OFFICERS AND ADVISORS	19
Article 6.	CHAPTER INDEPENDENT CONTRACTORS	19
1.	DUTIES OF THE EXECUTIVE DIRECTOR	19
2.	OTHER CHAPTER INDEPENDENT CONTRACTORS	20
3.	OTHER CONTRACT REQUIREMENTS FOR INDEPENDENT CONTRACTORS, STUDENT INTERNS AND SPEAKERS	20
Article 7.	ELECTIONS	22
1.	PURPOSE AND GOALS	22
2.	ELIGIBILITY TO VOTE	22
3.	CONSOLIDATION OF CHAPTER ELECTIONS WITH APA ELECTION PROCESS	22
4.	CHAPTER ELECTIONS POLICIES AND PROCEDURES	22
5.	NOMINATION CRITERIA	23

6.	NOTICE	23
Article 8.	MEETINGS	23
1.	ANNUAL MEETING	23
2.	BOARD OF DIRECTORS MEETINGS	23
3.	NOTICE OF MEETINGS	24
4.	BOARD OF DIRECTORS QUORUM	24
5.	ROBERT’S RULES OF ORDER	24
Article 9.	INITIATIVE AND REFERENDUM	24
Article 10.	CHAPTER DUES	24
1.	PAYMENT REQUIREMENTS	24
2.	EXEMPTIONS	24
3.	CHAPTER-ONLY DUES	24
Article 11.	CHAPTER SECTIONS	25
1.	PURPOSES AND FUNCTION OF SECTIONS	25
2.	NAMES OF SECTIONS AND AREAS SERVED	25
3.	REVISION OF SECTION BOUNDARIES	25
4.	SECTION BYLAWS	25
5.	SECTION BOARD AND SECTION BOARD MEETINGS	26
6.	TERMS OF OFFICE FOR SECTION DIRECTORS & OFFICERS	26
7.	ELECTION OF SECTION OFFICERS	26
8.	SECTION FINANCES	27
9.	AUTHORIZATION FOR SECTION DUES & ASSESSMENTS	27
10.	ADOPTION AND AMENDMENT OF SECTION BYLAWS, INITIATIVE AND REFERENDUM	27
11.	SECTION BOARD MEMBER ETHICS, INDEMNIFICATION, CONFLICT OF INTEREST, BOARD DISSOLUTION	27
Article 12.	FORMATION OF SUBSECTIONS, SECTION DEPARTMENTS & NEW SECTIONS	28
1.	FORMATION OF SECTION SUBSECTIONS AND FUNCTIONAL DEPARTMENTS	28
2.	FORMATION OF NEW SECTIONS	28
Article 13.	CHAPTER BYLAWS AMENDMENTS	29
Article 14.	INDEMNIFICATION	30
Article 15.	CONFLICT OF INTEREST	30
Article 16.	DISSOLUTION	30

BYLAWS
of the
American Planning Association, California Chapter

Article 1. NAME, AREA SERVED, AND NON-PROFIT NATURE

1. NAME

The name of this organization shall be the American Planning Association, California Chapter (identified in these Bylaws as “APA California” or “Chapter”).

2. AREA SERVED

The area served by the Chapter shall be the State of California.

3. NON-PROFIT NATURE OF CHAPTER

The Chapter is a 501 (c)(6) non-profit corporation. Its income shall be used only for Chapter purposes, and no part of any net earnings shall inure to the benefit of any member or other individual, except that the Chapter may pay reasonable compensation for services rendered, and to make payments and/or distributions in furtherance of Chapter purposes.

Article 2. PURPOSE AND AFFILIATED ENTITIES

1. STATEMENT OF PURPOSE

The purpose of the Chapter shall be to carry out the purposes and objectives of the American Planning Association (APA). The mission of the Chapter is to bring together Californians to forge a better future by:

- a. Providing the vision and leadership that fosters better planning for California.
- b. Building public and political support for sound planning; and
- c. Providing its members with the tools, services and support that advance the art and science of planning.

2. CALIFORNIA PLANNING FOUNDATION

The Chapter shall encourage and support the activities and organization of the California Planning Foundation, a 501(c)(3) non-profit corporation formed by the Chapter to operate exclusively for charitable, educational, literary and scientific purposes as they relate to the objectives of the Chapter in the field of planning. The Foundation also administers a scholarship trust fund.

3. PLANNER EMERITUS NETWORK

The Planner Emeritus Network (PEN) serves as an auxiliary support group and resource to the Board of Directors. PEN is to be composed of long-tenured and senior members of the Chapter who represent persons with extensive experience in planning. PEN members may be requested by the Board to provide personal insights or experience and planning history. Established in 1995, the organization operates under the auspices of the Board but has its own bylaws and elected officers. Membership shall be defined by the PEN Bylaws and shall include all members of the Chapter who are: Life Members of the American Planning Association, Fellows of the American Institute of Certified Planners, Members of the former California Planning Historical Society, the Chapter Historian(s), retired planning professionals, and other persons determined by the PEN Board to be eligible for membership by reason of contribution to the planning field or the furtherance of the objectives of PEN.

4. CALIFORNIA PLANNING ROUNDTABLE

The Chapter shall encourage and support the mission and activities of the California Planning Roundtable (CPR), an independent corporation of experienced planning professionals who are members of the American Planning Association (APA) and whose membership is balanced between the public and private sectors, academia and planning practice, and between Northern and Southern California. CPR's mission is to be a resource for policy exploration, innovation and development for California planning to enhance the sustainability, equity and livability of California communities. CPR focuses on emerging policy issues with cutting edge solutions.

Article 3. MEMBERSHIP

1. MEMBERSHIP ELIGIBILITY

Any person whose work or interest is in furthering the purpose of the Chapter and the American Planning Association is eligible for membership. Chapter members shall be either members in good standing of the American Planning Association or Chapter-only members of the California Chapter, as provided in 3.4.

2. MEMBERS OF APA RESIDING IN CALIFORNIA

American Planning Association members whose addresses of record (as provided by the members to APA) are located in the state of California shall automatically be members of the Chapter. These members may hold any Chapter or Section office, may vote in Chapter and Section elections, and will receive, as part of APA and Chapter membership services, all appropriate APA and Chapter publications and other communications and shall be granted member access to the Chapter website.

3. MEMBERS OF APA NOT RESIDING IN CALIFORNIA

American Planning Association members whose addresses of record (as provided by the members to APA) are located outside of the state of California, may, upon payment of California Chapter dues, be non-resident members of the Chapter. Non-resident members shall have the same privileges as

Chapter-only members, except that non-resident members shall not hold any Chapter or Section office, nor shall they vote in Chapter and Section elections.

4. MEMBERS OF CALIFORNIA CHAPTER-ONLY

Any person whose work or interest is in furthering the purpose of the Chapter may join the California Chapter without joining the American Planning Association. These members shall be classified as “Chapter-Only members,” shall pay Chapter-Only member dues as set by the Board, may hold any Chapter or Section office except Chapter President, President-Elect, Vice President for Conferences, Vice President for Professional Development, Vice President for Administration, or Section Treasurer, and may vote in Chapter and Section elections. Chapter-Only members will receive all Chapter and Section publications and communications, shall be granted member access to the Chapter website, and shall receive all other services provided by the Chapter. However, Chapter-Only members will not be eligible to be members of AICP, as prescribed by APA and AICP Bylaws.

Article 4. CHAPTER BOARD OF DIRECTORS

1. MEMBERS OF THE CHAPTER BOARD OF DIRECTORS

The voting members of the Chapter Board of Directors shall include all elected Chapter Officers and the appointed Student Representative (see Appointed Chapter Officer, 4.4), and all Section Directors. The non-voting members of the Board of Directors shall include the appointed Chapter Advisors, the PEN President, the California Planning Roundtable President and the APA Region VI elected representatives. No individual may hold more than one position on the Chapter Board of Directors at the same time. Members of the Board of Directors and all Chapter Advisors shall be volunteers who serve without financial remuneration.

2. CHAPTER EXECUTIVE COMMITTEE

The Chapter Executive Committee, or Executive Board, shall consist of the President, Past-President/President-Elect, all elected Chapter Officers and the appointed Student Representative (see Appointed Chapter Officer, 4.4), and two Section Directors appointed by the President.

3. ELECTED CHAPTER OFFICERS

The elected officers of the Board of Directors shall be a President, President-Elect/Past President, Vice President for Policy and Legislation, Vice President for Public Information, Vice President for Professional Development, Vice President for Administration, Vice President for Conferences, Vice President for Marketing and Membership, Vice President for Diversity and Equity, California Planning Foundation President and a Commission and Board Representative.

Elected officers shall be members in good standing of APA. Membership in AICP is desirable. Chapter-Only members may hold any Chapter elected office except Chapter President, President-Elect, Vice President for Administration, and Vice President for Professional Development. Additional qualifications for specific elected officers are as follows:

- a. The Vice President for Professional Development shall be a member in good standing of APA and AICP; experience as a Section Professional Development Officer or otherwise

working with AICP Certification Maintenance programs is desirable.

- b. The Vice President for Conferences shall be a member in good standing of APA and shall have experience as a Conference Programs Chair or co-chair, or other responsible Conference Host Committee position.
- c. The Commission and Board Representative shall be a member of a planning or zoning board for a public agency in California when elected.
- d. The Vice President for Diversity and Equity shall be a member in good standing of APA; and experience as a Section Diversity/Inclusion officer or otherwise demonstrated experience working on diversity related issues.

4. APPOINTED CHAPTER OFFICERS

The Student Representative shall be an appointed officer of the Board of Directors, appointed in September by the Executive Committee from a selection of California Planning Foundation student scholarship winners of the accredited planning programs or from non-accredited planning programs as identified and recommended by the respective Section(s). By January of each year, Sections shall provide CPF with the names of non-accredited planning programs to be considered for the CPF student scholarship program from which the Student Representative is chosen.

5. APPOINTED CHAPTER ADVISORS

The appointed advisors of the Chapter shall include the following positions that may be filled by a single individual or may be filled by a “northern” and “southern” advisor at the discretion of the President and Vice President to which they report, based on need and workload:

- a. Chapter Historian (reporting to President)
- b. Chapter Awards Coordinator (reporting to Vice President for Administration)
- c. Cal Planner Assistant Editor (reporting to Vice President for Public Information)
- d. Conference Sponsor Coordinator (reporting to Vice President for Conferences)
- e. Conference Programs Coordinator (reporting to Vice President for Conferences)
- f. Transportation Planning Division Representative (reporting to Vice President for Marketing & Membership)
- g. University Liaison (reporting to Vice President for Marketing & Membership)
- h. Young & Emerging Planners Coordinator (reporting to Vice President for Marketing & Membership)
- i. National Policy and Legislation Representative (reporting to Vice President for Policy & Legislation)
- j. AICP Exam Coordinator (reporting to Vice President for Professional Development)
- k. FAICP Coordinator (reporting to Vice President for Professional Development)
- l. Statewide Programs Coordinator (reporting to Vice President for Professional Development)
- m. Distance Education Coordinator (reporting to Vice President for Professional Development)

All Chapter Advisors shall be appointed by the President in consultation with the Chapter Officer to which they report, with the concurrence of the Board of Directors, and shall be non-voting members of the Board of Directors.

All appointed advisors shall be members in good standing of APA or the Chapter pursuant to Section 3.4. The AICP Exam Coordinator, the Statewide Program Coordinator, and the FAICP Coordinator shall be members in good standing of APA and AICP. Status as a Fellow of AICP is highly desirable for the FAICP Coordinator. The Conference Program Coordinator shall be a member in good standing of APA and membership in AICP is highly desirable.

6. DIVISION OF FUNCTIONS BETWEEN EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Actions taken by the Executive Committee shall be restricted 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. Actions by the Executive Committee shall only be taken without objection from any Executive Committee member. All decisions and actions regarding major issues, policy positions, program and contractor/staff evaluations, budget, and election matters shall be reserved to the Board of Directors. The specific division of functions and meeting frequency of the Executive Committee shall be established by Board policy.

7. CHAPTER COMMITTEES

Chapter Committees may be established to pursue the duties assigned by the President, respective Vice President or the Chapter Board of Directors. Members of the Committees shall serve at the pleasure of the President.

8. PRESIDENT-ELECT

The President-Elect shall be a voting member of the Board of Directors during his or her term. The President-Elect shall become the President automatically following a one-year term as President-Elect.

9. PAST PRESIDENT

The Past President shall be a voting member of the Board of Directors for one year immediately following his or her term as President.

10. TERM OF OFFICE

The term of all elected officers shall be two years except for President-Elect and Past-President, whose terms shall be for one year. All elected officers shall take office on January 1 of the year following their election. The Student Representative shall serve a one-year term and shall take office at the Fall Board meeting.

The Vice President for Policy and Legislation, the Vice President for Conferences, and the Commission and Board Representative shall be elected in even years. The President-Elect, and Vice Presidents for Public Information, Marketing and Membership, Administration, Professional Development, and Diversity and Equity shall be elected in odd years.

The term of all appointed advisors shall be one year. All appointed advisors shall take office on January 1 or at the first board meeting after their appointment.

The terms of all elected officers are subject to change if the process in Section 5.28, Non-Performance of Officers, is invoked and a successor is elected or appointed prior to end of the fixed term. All appointed Chapter officers and advisors shall serve at the pleasure of the Board.

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. 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.

Article 5. DUTIES OF BOARD OF DIRECTORS

1. DUTIES OF THE BOARD OF DIRECTORS

The duties of the Board of Directors shall be to:

- a. establish policies, formulate programs and provide guidance in carrying out the purpose of the Chapter.
- b. adopt an annual Chapter budget and determine the allocation of funds to the Sections.
- c. approve contracts and grants and authorize their execution or acceptance.
- d. appoint or hire an Executive Director and other such staff or consultants as deemed necessary to assist in carrying out the affairs of the Chapter and perform evaluations as appropriate.
- e. establish procedures for processing applications for Chapter Only membership.
- f. receive and consider resolutions, petitions and recommendations from the members of the Chapter.
- g. consider and decide on certain matters pertaining to the annual Chapter conference, including but not limited to approval of the conference budget, as provided in the Conference Handbook.
- h. authorize the formation of new Sections or statewide departments within the Chapter; and perform any other duties required by the APA or Chapter Bylaws.

2. DUTIES OF THE PRESIDENT

The duties of the President shall be to:

- a. preside at Board of Directors and Executive Committee meetings.
- b. nominate and appoint, with consent of the Board of Directors, all Chapter Committees.
- c. represent the Chapter at official functions.
- d. act as spokesperson (along with the Executive Director and the Vice President for Policy and Legislation) when the media contacts the organization for comment.
- e. serve on the APA Chapter Presidents Council and other APA and/or AICP committees.
- f. carry out the policies and programs established by the Board of Directors and be responsible for the management of the affairs of the Chapter.
- g. chair the Strategic Plan Committee and ensure the Strategic Plan is updated as necessary.
- h. troubleshoot both among the various portfolios and between Sections.
- i. attend Section and Chapter events in different parts of the State as scheduling allows.
- j. coordinate Board-related conference activities, including general troubleshooting and assigning leadership events; prepare opening/closing remarks as requested by the conference committee; assist with arrangements for special

guests invited by the Chapter such as the APA President and or other APA staff and elected leadership who are invited by the Chapter.

- k. oversee relationships between Chapter staff, contractors, and portfolio officers.
- l. accept grants and execute contracts and agreements when specifically authorized by the Board of Directors, all within the purposes of the Chapter; and
- m. perform any other duties customary to the office of President, and consistent with these Bylaws.

3. DUTIES OF THE PRESIDENT-ELECT AND PAST PRESIDENT

The President-Elect and Past President shall serve as at-large members of the Board of Directors and perform duties assigned by these Bylaws or by the President with the consent of the Board, including but not limited to the following:

- a. Preside at meetings if the President is absent.
- b. chair task forces and subcommittees designed to deal with organizational issues such as Bylaws amendments, or internal operations.
- c. ensure that the Bylaws are updated as necessary.
- d. act as liaison with other chapters and with specific allied programs.
- e. participate in advance preparations or training for duties assigned as Chapter President when requested by the President.
- f. act as mentor for the student representative and work with the student representative to clarify his or her portfolio, including responsibilities and budget; and
- g. serve as chairperson of the Nominating Committee as provided in the Chapter's Election Policies and Procedures.

4. DUTIES OF THE PRESIDENT PRO TEM

When necessary due to absence of the President and the President-Elect or Past President, the Board of Directors may appoint one of the Vice Presidents to serve as President Pro Tem to preside at all meetings and represent the Chapter as needed. In the event of an extended absence or disability of the President and President-Elect or Past President, the Board of Directors may authorize the President Pro Tem to act as President for the duration of the absence or disability.

5. DUTIES OF THE VICE PRESIDENT FOR ADMINISTRATION

The duties of the Vice President for Administration shall be to:

- a. be responsible for coordinating the financial and administrative activities of the Chapter by working with the Chapter staff to accomplish the following:
- b. maintain the general funds and accounts of the Chapter and be responsible for their security.
- c. make the payment of staff salaries and other benefits authorized by the Board of Directors.
- d. perform an external audit of the Chapter books and accounts by the Chapter's outside accountant, at times directed by the Board of Directors.
- e. provide the Board of Directors with quarterly reports of the income and expenditure status of the annual budget and a financial statement indicating the status of the Chapter accounts.
- f. prepare and submit to the Board of Directors a year-end financial report indicating the final status of the Chapter budget accounts, including deficits or carryovers that may occur.
- g. with assistance from the Chapter staff, prepare and submit an annual budget for approval by the Board of Directors.

- h. prepare and submit an annual Chapter report for approval by the Board of Directors.
- i. function as Chairperson of the Chapter awards program and direct the efforts of the Chapter Awards Coordinator(s).
- j. Complete and submit the required National APA Annual Chapter Performance Report, which outlines designated baseline member services, using information collected for the Annual Report.
- k. regularly evaluate and update the Chapter Financial Policies.
- l. conduct long range forecasting and programming in cooperation with Chapter staff.
- m. conduct meetings with Section Treasurers at the Chapter Conference or as needed.
- n. conduct contract review evaluations with the President and Vice-President applicable to each contract; and
- o. perform any other duties assigned by the Chapter Board of Directors.

In the event the Vice President for Administration resigns or is removed from office in mid-term, an external audit may be authorized by the President.

6. DUTIES OF THE VICE PRESIDENT FOR POLICY AND LEGISLATION

The duties of the Vice President for Policy and Legislation shall be to:

- a. be responsible for accomplishing the following activities, working with the Chapter's legislative advocate:
 - i. monitor, comment and develop positions regarding policy and legislation relating to APA California's mission.
 - ii. establish processes, including using the Legislative Review Team, to obtain input from members regarding state policy and legislation.
 - iii. identify planning issues of broad concern to members that warrant state legislation sponsored by the Chapter.
 - iv. determine actions to be taken to implement APA California's legislative position(s) in consultation with the Board of Directors and members.
 - v. organize actions in support of APA California's position(s).
- b. act as liaison between the Chapter's legislative program and APA's Advocacy program, which represents the planning profession in Washington, D.C.
- c. conduct an annual legislative workshop or other annual conference session.
- d. assist the Chapter legislative advocate in conducting the Legislative Review Team program, involving a minimum of two meetings each per year, in both northern and southern California.
- e. determine if a legislator should be given a Chapter "Legislator of the Year Award".
- f. update the Chapter's Legislative Platform, Plan California, every two years; and
- g. perform any other duties assigned by the Board of Directors.

7. DUTIES OF THE VICE PRESIDENT FOR PUBLIC INFORMATION

The duties of the Vice President for Public Information shall be to:

- a. manage and oversee the production of the Chapter newsletter, providing general guidance and assistance to the Chapter's contract newsletter staff.
- b. direct and oversee implementation of the Chapter's public information program, including public relations, community outreach, website and marketing activities not otherwise associated with membership development.
- c. provide general information and referral services to Section newsletter editors, public

- information officers, and related functions.
- d. develop a multi-year public relations program with the Chapter Board and/or Chapter public relations staff.
- e. develop a website program with the Chapter Technology Coordinator.
- f. conduct meetings with Section newsletter/public information officers at the annual conference or as needed.
- g. develop public relations and media training programs for distribution to Section officials, the Board of Directors, and individual and members at large; and
- h. perform any other duties assigned by the Chapter Board of Directors.

8. DUTIES OF THE VICE PRESIDENT FOR PROFESSIONAL DEVELOPMENT

The duties of the Vice President for Professional Development shall be to:

- a. promote professional development and continuing education, including the provision of Chapter-sponsored workshops each year.
- b. serve as a member of the Board of Directors of the California Planning Foundation.
- c. coordinate the activities of the Section Professional Development Officers, including preparation for the AICP exam.
- d. ensure that the annual conference includes a session relating to the AICP exam, presented by the AICP Exam Coordinator.
- e. conduct meetings with Section Professional Development Officers (PDOs) at the Chapter conference or as needed.
- f. work with Sections to ensure maintenance of members' AICP status and coordinate the Certification Maintenance (CM) Program among California AICP members.
- g. coordinate activities of the AICP Workshop Coordinator, Statewide Programs Coordinator, and the FAICP Coordinator.
- h. act as liaison with the American Institute of Certified Planners Commission and the National Planning Accreditation Board.
- i. work with other entities, such as the Governor's Office of Planning and Research, to provide relevant professional development programs and educational opportunities; and
- j. perform any other duties assigned by the Chapter Board of Directors.

9. DUTIES OF THE VICE PRESIDENT FOR CONFERENCES

Duties of the Vice President for Conferences shall be:

- a. manage and oversee the planning of the annual Chapter Conference providing general guidance and assistance to the Chapter's Conference Management Contractor and other Chapter staff.
- b. act as a liaison with the local Conference Host Committee (CHC) for the Chapter Conference.
- c. assist the CHC with establishing the annual conference budget by providing a Standard Line Item Budget with fixed costs.
- d. oversee the Conference Programs Coordinator and assist the Coordinator and the CHC with the annual conference program selection, including assurance of the provision of mandatory sessions, balance of conference programming, and pre-conference sessions.
- e. request assistance from the Vice President for Public Information for the promotion of the Chapter conference in all Chapter publications and electronic media and work with Chapter staff to assure conference promotion.
- f. maintain and update the Conference Manual and conference policies.
- g. serve on the Site Selection Committee to select and recommend upcoming conference

- locations and dates, for approval by the Board.
- h. manage and oversee the Conference Sponsorship Coordinator on the solicitation of sponsorships and exhibitors.
- i. manage and oversee the Conference Management Contractor and all other Chapter staff related to the execution of the conference; present a final report on the conference at the first Board meeting following the conference; and
- j. perform any other duties assigned by the Chapter Board of Directors.

10. DUTIES OF THE VICE PRESIDENT FOR MARKETING AND MEMBERSHIP

Duties of the Vice President for Marketing and Membership shall be:

- a. develop programs to improve membership retention and expand membership.
- b. serve as a liaison to other strategic professional organizations.
- c. work with Sections to maintain and increase membership.
- d. develop marketing programs.
- e. identify new self-funding member benefits and services.
- f. coordinate activities of the University Liaison, and the Young Planners Group Coordinator
- g. assist the Vice President of Administration to prepare the Annual Report.
- h. coordinate with APA on membership initiatives and other policy changes that affect membership; and
- i. perform any other duties assigned by the Chapter Board of Directors.

11. DUTIES OF THE VICE PRESIDENT FOR DIVERSITY AND EQUITY

Duties of the Vice President for Diversity and Equity shall be:

- a. promote understanding of diverse and inclusive perspectives within the organization and the planning profession and APA California.
- b. promote the recruitment, support and retention of planners of color and others from culturally underrepresented groups in the planning profession and in APA California, and coordinate activities with the Vice President for Marketing and Membership.
- c. organize the annual Diversity Summit at the State Conference.
- d. provide leadership and mentorship to Section Diversity/Membership Inclusion officers and collaborate on developing new programming at Section levels.
- e. collaborate with other Vice Presidents including that for Policy and Legislation and for Public Information to increase visibility of the Board's core values of diversity, inclusion and social justice in policy positions and activities in APA's communications and publications.
- f. promote programming and learning activities for disadvantaged and underrepresented students to learn about and enter the profession.
- g. outreach to and develop relationships with other affinity groups that work with disadvantaged and underrepresented communities and encourage equitable policies and engagement.
- h. coordinate with the National APA Diversity Committee's initiatives.

12. DUTIES OF THE COMMISSION AND BOARD REPRESENTATIVE

The duties of the Commission and Board Representative shall be to reflect planning officials' perspectives on planning and planning issues in California, both as a member of the Board of Directors and at the Chapter conference, and to increase planning commissioner participation in APA and APA California. The Commission and Board Representative shall also assist with implementing the Strategic Plan by implementing the goals of the Mission Statement, the fundamental tenets and the strategies associated with membership development and diversity and to develop a more

complete set of tasks centered around Planning Commission involvement. The Commission and Board Representative shall report to the President.

13. DUTIES OF THE CALIFORNIA PLANNING FOUNDATION PRESIDENT

The duties of the California Planning Foundation (CPF) President shall be to act as a liaison between the Board and the CPF Board of Directors for the purpose of furthering the activities of the CPF. The President shall administer the Scholarship Fund to be used for the purpose of providing scholarships to students in accredited or non-accredited planning programs in California, who will practice planning in California after their graduation. The President shall also promote and coordinate with the Board of Directors its annual professional development workshops. The President shall appoint a CPF Board Member to serve as a liaison to the Vice President of Conferences and the Conference Host Committee.

14. DUTIES OF THE STUDENT REPRESENTATIVE

The duties of the Student Representative shall be to:

- a. reflect student perspectives on planning and planning education issues in California as a member of the Board of Directors, at the annual APA California conference, and at Section meetings.
- b. participate in development and implementation of Chapter policies and programs to ensure that the concerns of students in California are represented.
- c. work in conjunction with the Chapter University Representative(s) in promoting Chapter and Section activities for students.
- d. act as liaison between the Board and students attending accredited and non-accredited planning programs throughout California.
- e. develop an agenda in consultation with the President-Elect or the Past President that includes providing information services to students regarding APA California student membership, activities of the Board of Directors, planning schools and programs, and career opportunities; and
- f. advise the Board concerning student affairs; compile and maintain student contact lists; promote student internship opportunities; and perform any other duties assigned by the Board.

15. DUTIES OF THE PEN PRESIDENT

The Planner Emeritus Network (PEN) President shall be a non-voting member of the Board of Directors and serve as liaison between the Board and the PEN membership. The PEN President shall assist the Board in utilizing the professional talent and experience of PEN members, including identifying to the Board any PEN members who may have particular knowledge or experience of benefit to the Chapter when requested. The PEN President shall submit an annual budget stating projected expenses to the Vice President for Administration for consideration and inclusion in the Chapter's annual budget. The PEN President shall appoint a PEN member to serve as a liaison to the Vice President of Conferences and the Conference Host Committee.

Article 5.1 DUTIES OF APPOINTED CHAPTER ADVISORS

REPORTING TO THE PRESIDENT:

1. CHAPTER HISTORIAN

The duties of the Chapter Historian shall be to oversee the APA California archive program at Cal State University, Northridge and coordinate and oversee the historical awards programs of APA and the Chapter. The Chapter Historian shall report to the President.

REPORTING TO THE VICE PRESIDENT FOR ADMINISTRATION:

2. CHAPTER AWARDS COORDINATOR

The duties of the Chapter Awards Coordinator shall be to assist Sections with awards programs, coordinate the Chapter award program, and assist Chapter award winners with APA Awards submittals. The Chapter Awards Coordinator shall also promote all Section, Chapter, and APA Award programs. The position shall report to the Vice President for Administration.

REPORTING TO THE VICE PRESIDENT FOR PUBLIC INFORMATION:

3. CALPLANNER ASSISTANT EDITOR

The duties of the *CalPlanner* Assistant Editor shall be to solicit submissions for the *CalPlanner* and assist in developing editorial content. The position shall report to the Vice President for Public Information.

REPORTING TO THE VICE PRESIDENT FOR CONFERENCES:

4. CONFERENCE SPONSOR COORDINATOR

The duties of the Conference Sponsor Coordinator shall be to solicit sponsorships and exhibitors for the annual APA California Chapter Conference. The position shall report to the Vice President for Conferences.

5. CONFERENCE PROGRAMS COORDINATOR

The duties of the Conference Programs Coordinator shall be leading or advising on the following annual conference program components:

- a. become familiar with the upcoming year's conference location and overall program schedule for educational sessions.
- b. solicit ideas and develop the Pre-Conference training sessions based on 'hot topics' and past offerings and taking advantage of experts who may be based near the conference site.
- c. work with the Conference Host Committee's (CHC) Programs Committee to develop a Call for Presentations.
- d. discuss the session submittal process and timing with the Chapter contractors and the CHC Programs Committee.

- e. advise the CHC Programs Committee of the Chapter's interest in ensuring a sufficient number of sessions are included in the program, balance among the selected sessions' topics, and that all mandatory sessions are submitted and accepted by the Programs Committee.
- f. serve as the Board representative to work with the Programs Committee to select sessions, distribute among Session Blocks to assure a program balanced over all conference days, assure mandatory sessions are appropriately placed, and assign all sessions to rooms; and
- g. review the Conference Program as it is being developed and prior to publication.

The position shall report to the Vice President for Conferences.

REPORTING TO THE VICE PRESIDENT FOR MARKETING & MEMBERSHIP:

6. TRANSPORTATION PLANNING DIVISION REPRESENTATIVE

The duties of the Transportation Planning Division Representative shall be to act as a liaison between the Chapter Board and the Transportation Planning Division of National APA. The position shall report to the Vice President for Marketing and Membership.

7. UNIVERSITY LIAISON

The duties of the University Liaison shall be to act as a liaison between the Chapter Board and the planning schools and programs within the State. Other duties include supporting the Chapter Student Representative. The position shall report to the Vice President for Marketing and Membership.

8. YOUNG & EMERGING PLANNERS COORDINATOR

The duties of the Young & Emerging Planners (YEP) Coordinator shall be to assist with organizing Young & Emerging Planners Groups within the Sections. Emphasis shall be placed on recruiting new APA California members and retaining existing members through programs and social events. The YEP Coordinator shall also work with the Student Representative to assist members in the transition from student membership to Young Professionals membership. This position shall report to the Vice President of Marketing and Membership.

REPORTING TO THE VICE PRESIDENT FOR POLICY & LEGISLATION:

9. NATIONAL POLICY AND LEGISLATION REPRESENTATIVE

The duties of the National Policy and Legislation Representative shall be to oversee the Chapter's participation in, and act as a liaison with, APA's Advocacy programs. The National Policy and Legislation Representative shall report to the Vice President for Policy and Legislation and work with the Chapter's contract lobbyist as appropriate to:

- a. share updates on national APA advocacy guidance materials to be posted on the Chapter website.
- b. provide updates and share national APA policy documents and other relevant information to ensure consistency with the Chapter's legislative program.
- c. attend National APA's annual national Policy and Advocacy Conference and report back to the Chapter Board.

- d. represent the Chapter in the development process for National Policy Guides; recruit Chapter members to participate in delegate assemblies and voting; report to the Chapter Board on the status and outcomes of policy guide development.
- e. assist with guidance to APA California Sections that are undertaking lobbying or advocacy activities to ensure they are consistent national APA policies and positions.

REPORTING TO THE VICE PRESIDENT FOR PROFESSIONAL DEVELOPMENT:

10. AICP EXAM COORDINATOR

The duties of the AICP Exam Coordinator shall be to assist and report to the Vice President of Professional Development to accomplish the following:

- a. coordinate and ensure that Sections provide AICP Exam Workshop training; and
- b. assist Sections to increase awareness of AICP training opportunities.

11. FAICP COORDINATOR

The duties of the FAICP Coordinator shall be to coordinate the Chapter's FAICP nomination process and Chapter-sponsored FAICP application submittals. The FAICP Coordinator shall work with National to identify those eligible for FAICP; solicit and lead a committee of FAICP members to serve as mentors; and provide recommendations to the Board regarding which FAICP candidates the Chapter should sponsor. The FAICP Coordinator shall report to the Vice President for Professional Development. The President and the Vice President for Professional Development shall appoint an FAICP Coordinator by October of even years.

12. STATEWIDE PROGRAMS COORDINATOR

The duties of the Statewide Program Coordinator shall be to assist and report to the Vice President for Professional Development to accomplish the following:

- a. coordinate APA California sponsored workshops and programs.
- b. promote Chapter and Section programs throughout California; and
- c. implement related initiatives from the Chapter Strategic Plan.

13. DISTANCE EDUCATION COORDINATOR

The duties of the Distance Education Coordinator shall be to assist and report to the Vice President for Professional Development to accomplish the following:

- a. coordinate and implement the Conference Session Recording Program and the Chapter Webinar Program.
- b. ensure that all recordings are made available for CM credits.
- c. provide support to the Sections for the production of "live-online" and "on-demand" educational offerings to be made available to the entire Chapter membership.
- d. maintain the Chapter's online recording library.

Article 5.2. NON-PERFORMANCE OF OFFICERS AND ADVISORS

NON-PERFORMANCE OF OFFICERS AND ADVISORS

Any elected Officer may be removed from office for non-performance upon a motion adopted by a two-thirds vote of the Board of Directors. A motion will require the following:

- a. The grounds for non-performance must be submitted to the Board and may include: non-attendance at Board meetings or committee meetings, failure to execute adopted programs, incurring legal liability for the Chapter based on dilatory performance of duties, misconduct or dereliction of duty, or other criteria that may be added to this subsection.
- b. Due process for elected officers will require at least two consecutive Board meetings to conclude a motion, the first for the making of the motion and a submission of grounds; and the second to consider any response submitted by the officer charged and to allow the Board to then sustain or deny the motion.

Appointed officers and advisors serve at the pleasure of the Board and require only one Board meeting to conclude a motion for removal from the position.

Article 6. CHAPTER INDEPENDENT CONTRACTORS

1. 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 Chapter 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:

- a. Manage and operate the California APA Chapter under the portfolios of the President and the Vice President for Administration.
- b. Identify and address operational or managerial issues and enhancements as needed to support and sustain the work of the Board.
- c. Act as the spokesperson for the Chapter.
- d. Facilitate implementation of the Strategic Plan.
- e. Maintain all equipment and property belonging to the Chapter.
- f. Arrange and attend all Board meetings and agendas in coordination with the President and Vice President for Administration.
- g. Receive and maintain all Chapter records.
- h. 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.
- i. Provide general oversight and coordination of other Chapter staff or independent contractors hired by the Chapter Board.

2. OTHER CHAPTER INDEPENDENT CONTRACTORS

The Chapter may contract with other independent individuals or entities as deemed necessary by the Board to carry out the purpose and mission of the Chapter. All such contracts, including the scope of services, therefore, shall be reviewed and approved by the President, Executive Director and Chapter legal counsel, and shall be executed by the President on behalf of the Chapter. The work of individual independent contractors shall be managed by the elected Chapter officer, in coordination with the Executive Director. Other Chapter staff or independent contractors may include, but are not limited to, contractors providing the following services or combination thereof for the Chapter or the annual conference, or both:

- a. Association Management
- b. Legislative Advocacy
- c. Accounting Services
- d. Certification Maintenance Services
- e. Newsletter management and graphic design
- f. Conference Management
- g. Certified Public Accountant and tax services
- h. Conference/event registration and membership management
- i. Website management
- j. Social media management
- k. Technology consulting
- l. Membership Programs Management

3. OTHER CONTRACT REQUIREMENTS FOR INDEPENDENT CONTRACTORS, STUDENT INTERNS AND SPEAKERS

In addition to Chapter contracts with independent contractors being reviewed and approved by the President, Executive Director and Chapter legal counsel and executed by the President on behalf of the Chapter, contracts must also meet labor law requirements for independent contractors and student interns. Similar requirements are required to be met by the Sections as included in the Section Bylaws Template.

In light of recent changes required by AB 5 (2019) and AB 2257 (2020) related to when persons are considered employees or independent contractors, APA's attorney suggests the following general guidance for the Chapter when planning to hire an independent contractor to provide services, or use student interns for any tasks:

a. INDEPENDENT CONTRACTORS:

Include the following in any contract for consultants/sole proprietors so they will be able to qualify themselves under the general business-to-business exemption labor laws by:

1. Maintaining a business license.
2. Providing formal invoices.
3. Making themselves available to work for multiple client businesses.
4. Meeting other specified conditions in Section 2776.
5. Moving from a sole proprietor to an LLC or corporation.

b. STUDENT INTERNS:

Student researchers or interns are either unpaid student interns or they are employees under current employment laws and AB 5 since they are unlikely to hold themselves out to be a business meeting the above criteria as an independent contractor.

Under current labor laws, if structured correctly unpaid interns are not employees. However, the relationship should be specifically structured so that they are not considered employees. In general, both state and federal laws are looking for the following components:

1. Interns cannot displace regular employees.
2. Interns are not guaranteed a job at the end of the internship.
3. The employer and the intern(s) understand that the interns are not entitled to wages during the internship period.
4. Interns must receive training from the company, even if it somewhat impedes on the work of the organization.
5. Interns must get hands-on experience with equipment and processes used in the industry.
6. Interns' training must primarily benefit them, not the company.

“Wages” include any type of compensation including direct cash payments, gift cards, or free registration to a conference or workshop or other in-kind remuneration.

Unless all of the criteria above are met, the intern is legally an employee of the Chapter, who must be paid the minimum wage, earn overtime, and receive all of the other protections guaranteed by state and federal employment laws. AB 5 also makes it clear that persons that are paid that cannot meet the requirements under Independent Contractors in the new law as described above would be considered employees.

While the Labor Code presumes that that any person rendering services for another is an employee, the Labor Code specifically excludes:

“Any person performing voluntary service for a public agency or a private, nonprofit organization, who receives no remuneration for the services other than meals, transportation, lodging, or reimbursement for incidental expenses,” from the definition of an employee. (Labor Code §§ 3357, 3352(i).) Further, the Fair Labor Standards Act ('FLSA') defines a volunteer as an individual who performs hours of service for a public agency for civic, charitable, or humanitarian reasons, without promise, expectation or receipt of compensation for services rendered" (29 C.F.R. § 553.101 (a).) Individuals are only considered volunteers where “their services are offered freely and without pressure or coercion, direct or implied, from an employer.” (29 C.F.R. § 553.101(c).) Similarly, to qualify as volunteers, the services by the individuals must be provided “with no promise expectation, or receipt of compensation for the services rendered, except for reimbursement for expenses, reasonably benefits, and nominal fees. (29 C.F.R. § 553.104(a).)

If the Chapter decides to hire an unpaid intern, the unpaid intern must sign an agreement acknowledging that the student understands that the position will be unpaid. Please contact the Executive Director for the written waiver template before securing the student.

c. SPEAKERS:

It does not appear that a person receiving an honorarium would be considered an employee. CA Lab. C. section 2750.3(a)(1) asserts that one is an employee if they receive payment for services unless the person can control their own work performance, the work is outside the scope of the usual course of the hiring entity, and the person is typically working in some other occupation. Given the activities performed to receive an honorarium, the receiving person likely can control how they perform the requested functions. Furthermore, the action of speaking, writing, or attending a conference seems to be outside the typical scope of the APA. As long as the person who the honorarium is bestowed upon has a different occupation, it does not seem that CA Lab. C. section 2750.3(a)(1) would apply.

An honorarium is “any payment made in consideration for any speech given, article published, or attendance at any public or private conference, convention, social event, meal, or like gathering.” CA Gov’t C. section 89501. This does not include income for personal services unless the predominant activity of the business is making speeches.

This is just the general rule for employment. There are different standards specific to other professions such as insurance agents, doctors, lawyers and a few others. This is laid out in CA Lab C. section 2750.3(b) and CA Lab C. section 1750.3(c). There are limitations on government officials receiving an honorarium. It is impermissible for state and local elected officers, candidates for those offices, and all officials holding positions listed in Gov’t C. section 87200 to receive honoraria. Employees designated under the state or local government’s conflict of interest code are also prohibited from receiving honoraria. This is articulated in CA Gov’t C. section 89502.

Article 7. ELECTIONS

1. PURPOSE AND GOALS

The purpose of this Article is to establish the general standards and process for the election of the statewide officers identified in Section 4.3 of these Bylaws. The election of Directors of the California Planning Foundation shall be conducted in a manner consistent with this Article. The election of Section officers is addressed in Article 11. The goal of these election provisions is to ensure a dignified, transparent, and equitable professional election process designed to provide members with a diversity of candidate choices, inform members as to the positions of the candidates, and allow members to make informed choices about the future of their organization.

2. ELIGIBILITY TO VOTE

All members in good standing as described in Section 3.3 (APA members residing in California) and Section 3.5 (Chapter-only members) shall be eligible to vote.

3. CONSOLIDATION OF CHAPTER ELECTIONS WITH APA ELECTION PROCESS

Elections for Chapter elected officers shall be consolidated with the annual election process managed by APA, as follows:

- a. All balloting shall be electronic.
- b. Electronic ballots shall be distributed and tallied by APA.
- c. Election results will be as determined by APA.
- d. The timing of annual elections shall be determined by APA.

Elections for Directors of the California Planning Foundation may be consolidated with the APA election process when feasible to do so.

4. CHAPTER ELECTIONS POLICIES AND PROCEDURES

The Board of Directors shall adopt Elections Policies and Procedures to govern the elections described in this Article in a manner consistent with these Bylaws. The Elections Policies and Procedures shall include the following, at minimum:

- a. Establishment of a Nominating Committee to oversee the recruitment and slating of candidates.
- b. A schedule for candidate recruitment and selection that provides sufficient time for the Nominating Committee to complete its work prior to the deadline for submitting candidates to APA.
- c. Provisions for the nomination of candidates by petition; and
- d. Standards of election behavior.

5. NOMINATION CRITERIA

Nominees for the APA California Board shall possess demonstrated leadership qualities, a commitment to ethical principles, an interest in serving the membership of the organization, and the ability to dedicate the necessary time to fulfill the obligations of the elected office.

Where feasible, nominated candidates shall represent the diversity of the Chapter membership, including a balance of the northern and southern areas of the state, gender, ethnicity, public/private practice, and lay-planners as well as professional planners. The relative size of the nominated candidates' home Sections shall also be considered in order to make the race as fair as possible.

Nominating Committee members shall not be eligible to be nominated for office.

6. NOTICE

The Chapter shall use a variety of communication channels to notify members of open positions and provide information about the nomination and election process. Notification and information shall be provided to members via e-blast, notice in the *CalPlanner* and all Section newsletters, the Chapter website, the Chapter's social media accounts, and any other communication channel deemed appropriate. Notification to members shall occur sufficiently in advance of the close of the nomination process to provide meaningful opportunity for members to be involved in this process.

Article 8. MEETINGS

1. ANNUAL MEETING

The first plenary session held at the annual Chapter conference shall constitute the annual meeting of the Chapter. Additional Chapter meetings may be held at a time and location selected by the Chapter Board of Directors.

Any actions taken at a Chapter meeting shall be considered the opinion of the majority of those Board members present at such meeting, whether or not a quorum of the Board is present and shall be referred to the Chapter Board of Directors for study and consideration as to appropriate action.

2. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet at the annual Chapter Conference. Other Board and Executive Committee meetings may be held at such times and places as the President or Board of Directors may determine, and may be conducted in person, by conference call, or online. Voting may be conducted at such meetings or via email. All Board meetings shall be open to any Chapter member wishing to attend.

3. NOTICE OF MEETINGS

Notice of the time and place of Chapter and Board meetings shall be provided to Chapter members at least 10 and no more than 90 days in advance of the meeting. Such notice shall include, at minimum, notification on the Chapter website.

4. BOARD OF DIRECTORS QUORUM

A majority of the Board of Directors shall constitute a quorum for the purposes of transacting business at a meeting of the Board.

5. ROBERT'S RULES OF ORDER

Robert's Rules of Order shall govern Chapter and Board meetings when they are not in conflict with the organization's bylaws.

Article 9. INITIATIVE AND REFERENDUM

Upon the receipt of a petition signed by not less than ten percent of the Chapter members eligible to vote, the Board of Directors shall place any initiative or referendum issue on the ballot used for election of statewide Officers as described in Section 7.3.

Article 10. CHAPTER DUES

1. PAYMENT REQUIREMENTS

Annual Chapter dues for APA members shall be payable to APA in accordance with the APA Bylaws. Dues for Chapter-Only members (as defined Section 3.4) shall be payable to the executive offices of the Chapter.

2. EXEMPTIONS

Any member of the California Chapter (as defined in preceding Sections 3.2 and 3.3) who has retired from planning employment and has been a dues paying member of APA and/or its preceding organization for at least ten consecutive years shall hereby be exempt from paying Chapter dues.

3. CHAPTER-ONLY DUES

The Board of Directors shall establish the annual dues for Chapter-Only members based upon a program and budget for the Chapter. Chapter-Only dues shall be equitably related to the Chapter dues collected by APA and shall, at minimum, be sufficient to cover the costs associated with the Chapter-Only member services provided by the Chapter.

Article 11. CHAPTER SECTIONS

1. PURPOSES AND FUNCTION OF SECTIONS

The purposes and function of the Sections shall be to carry out the purposes and objectives of the California Chapter and the American Planning Association, as applicable within the established geographic boundary of the Section area, as well as serving the members of the Section. Sections shall serve to provide members with a tangible local expression of APA purposes and objectives and as a vehicle for maximum membership involvement in the affairs of the Chapter. The Sections are organized to facilitate the accomplishment of the purposes of the Chapter as described in these Bylaws in all matters of interest and concern in the areas served by the Sections.

2. NAMES OF SECTIONS AND AREAS SERVED

Within the Chapter, there shall be the following Sections:

- a. Central Section - serving Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, Stanislaus, Tulare, and Tuolumne Counties.
- b. Central Coast Section - serving San Luis Obispo, Santa Barbara and Ventura Counties.
- c. Inland Empire Section - serving San Bernardino and Riverside Counties.
- d. Los Angeles Section - serving Los Angeles County.
- e. Northern Section - serving Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Monterey, Napa, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz, Solano, and Sonoma Counties.
- f. Orange Section - serving Orange County.
- g. Sacramento Valley Section - serving Alpine, Amador, Butte, Calaveras, Colusa, El Dorado, Glenn, Lake, Lassen, Modoc, Nevada, Placer, Plumas, Sacramento, San Joaquin Shasta, Sierra, Siskiyou, Sutter, Tehama, Trinity, Yolo and Yuba Counties.
- h. San Diego Section - serving Imperial and San Diego Counties.

3. REVISION OF SECTION BOUNDARIES

The Chapter Board of Directors may approve revisions to the Section boundaries upon affirmative recommendation of all Sections affected by such revisions.

4. SECTION BYLAWS

Each Section shall adopt Bylaws to govern Section affairs. Section Bylaws shall be consistent with Chapter Bylaws and the Section Bylaws Template and shall include, at minimum, the following provisions:

- a. Establishment of a Section Board and the election thereof, as described in Section 11.5 of the Chapter Bylaws.
- b. Duties of Section Board members.
- c. Section meetings to carry out the purposes and objectives of the Section.
- d. Management and accounting of Section finances, as described in Section 11.8 of the Chapter Bylaws
- e. Procedures and criteria for the formation and maintenance of Subsections and functional departments.

Adopted Section Bylaws and any amendments thereto shall be forwarded to the Executive Director for filing in the Chapter office within 30 days of adoption or amendment.

5. SECTION BOARD & SECTION BOARD MEETINGS

The elected officers of a Section shall include, at minimum, a Section Director, a Section Director Pro Tem (or equivalent thereof), and a Secretary/Treasurer. The Section Board may create additional elected and/or appointed positions. Each Section shall have an elected or appointed officer responsible for professional development or may assign professional development responsibilities to one of its other elected or appointed Board positions. The Section officer responsible for professional development shall be a member in good standing of AICP. The Section Board shall additionally appoint or elect a Student Representative and a representative to serve on the Chapter Legislative Review Team.

A Section may elect or appoint a Commission and Board Representative (or similar position as deemed appropriate to the Section), for the purposes of advocacy, recruitment, and development of planning commission and zoning board related programming. Any such representative shall be a member of APA in good standing who is serving on a planning or zoning board for a local public agency at the time of their election or appointment. A Section may also elect or appoint an officer who meets the requirements to be a member of the Young & Emerging Planners Group/Young Planners Group (title shall be up to the Sections).

Sections are required to have regular meetings as set by the Section Board. The Bylaws shall describe the number and nature of Section Board meetings, quorum requirements, how meeting agendas will be determined, and minutes taken and when they will be distributed, and how business will be conducted at Section Board meetings, either in person and/or via conference call or virtual meetings. An emergency meeting may be called by the Section Director only when an item under the Board's authority must be addressed before the next regular meeting due to restrictions on the time to act and must be conducted pursuant to 7.2 of the Section Bylaws Template.

6. TERMS OF OFFICE FOR SECTION DIRECTORS & OFFICERS

The term of office of all Section Directors shall be for two years, as follows:

- a. The Directors of Los Angeles, Orange, Sacramento Valley and Central Coast Sections shall take office on January 1 of even numbered years.
- b. The Directors of Northern, San Diego, Inland Empire and Central Sections shall take office on January 1 of odd-numbered years.

The term of office of all other elected and appointed members of the Section Board shall be specified in the Section Bylaws. The Section Board may appoint officers to fill vacancies that occur during the year. Such appointed officers shall serve the unexpired term of their predecessor.

7. ELECTION OF SECTION OFFICERS

Each Section shall establish policies and procedures for the election of Section officers. Such policies and procedures shall be consistent with the goals described in Section 7.1 of the Chapter Bylaws and with the provisions of the Chapter's adopted Election Policies and Procedures relating to standards of election behavior, partisanship by the Section Board and advertising or articles in Section publications. Policies and procedures for election of Section Officers shall include, at minimum, the use of secret ballots (via mailed ballot or online), the formation of a nominating committee, policies and procedures relating to election cycle schedule and dates and tallying the vote. Eligible voters

shall include all members in good standing of APA and/or the Chapter who reside or work within the Section area.

Each Section shall also include the process for filling of vacancies and non-performance of elected officers and appointed Board members as specified in the Section Bylaws Template.

8. SECTION FINANCES

Section finances shall be held and managed consistent with the Chapter Bylaws and Chapter Financial policies and Article 8 of the Section Bylaws Template. Each Section Secretary-Treasurer shall submit quarterly financial reports, including a year-end financial report, to the Chapter for inclusion with the Chapter's tax returns. Quarterly Section financial reports shall be due within two weeks of the end of each fiscal quarter, except that the year-end and 4th quarter report shall be due by February 15. In addition, the Section Secretary-Treasurer shall be responsible for the following:

- a. Receiving and holding all funds, dues or assessments collected by the Section, and all Section financial records; and
- b. Preparing and submitting an annual budget to the Section Board for adoption.
- c. Comply with additional policies and procedures governing the Section finances which shall include requirements governing the internal financial oversight of the Section finances.

Any candidate for Section Treasurer shall be knowledgeable in accounting procedures, including posting debits and credits into accounting software, balancing accounts and reconciling statements.

9. AUTHORIZATION FOR SECTION DUES & ASSESSMENTS

Section dues and/or special assessments necessary for pursuing Section affairs may be collected when authorized by an affirmative vote of a majority of those Section members eligible to vote. Any member who is not required to pay Association dues shall also be exempt from paying Section dues and assessments.

10. ADOPTION AND AMENDMENT OF SECTION BYLAWS, INITIATIVE AND REFERENDUM

The Section shall include provisions consistent with Article 9 of the Section Bylaws Template related to the adoption of Section Bylaws, the amendment and adoption of Section Bylaws, and initiative and referendum petitions.

11. SECTION BOARD MEMBER ETHICS, INDEMNIFICATION, CONFLICT OF INTEREST, AND BOARD DISSOLUTION

The Section shall also include, consistent with Article 10 of the Section Bylaws Template, provisions in the Bylaws related to ethics, conflict of interest, indemnification and Section Board dissolution.

Article 12. FORMATION OF SUBSECTIONS, SECTION DEPARTMENTS & NEW SECTIONS

1. FORMATION OF SECTION SUBSECTIONS AND FUNCTIONAL DEPARTMENTS

When authorized by the Section Board(s) concerned, subsections and/or functional departments may be formed within a Section or in combination with an adjoining Section(s) or portion(s) thereof, for the purpose of better serving the professional needs of the members and furthering the objectives of the Chapter. Such Section Board authorization must specify the manner in which the subsections or functional departments will be maintained. Subsections and/or functional departments shall operate as part of the Section(s) that authorized their formation, including but not limited to conformance with the relevant Section(s) bylaws.

Subsections and/or functional departments shall not be considered separate entities within the Chapter organization and shall not have bylaws separate from those of the Section(s) that formed them.

2. FORMATION OF NEW SECTIONS

2.1. Submission of Petition

Petitions requesting formation of a new Section shall be submitted to the Board of Directors signed by not less than two-thirds of the members eligible to vote within the proposed new section, and shall provide the following information:

- a. Names of two members who shall be the sponsors of the petition.
- b. Area proposed to be included within the new Section.
- c. Number of members in the proposed new Section.
- d. Factors which, in the opinion of the petitioners, would make the new Section desirable in the interest of the profession and the Chapter, including a discussion addressing the factors in Section 12.2 (c).
- e. Demonstration of the fiscal viability of the new Section.
- f. Substantiation that the area proposed to be included in the new Section has been a subsection of the existing Section(s) for at least two consecutive years prior to submission of the petition, including a description of the services provided, and the activities and involvement of subsection members during that period.

2.2 Initiation by the Board of Directors

The Board of Directors may initiate the process of forming a new Section by appointing a subcommittee consisting of the Section Directors of all affected Sections, the President, and the Vice President for Administration. The subcommittee shall provide a written recommendation to the Board. If the subcommittee recommends formation of a new Section, the recommendation shall describe the factors that make the new Section desirable in the interest of the profession and the Chapter, including a discussion addressing the factors in Section 12.2 (c) of these bylaws and shall demonstrate the financial viability of the proposed new Section.

2.3 Board of Directors Action on Petition or Subcommittee Recommendation

The Board of Directors may vote to accept or reject the petition or recommendation of the subcommittee. Should the Board vote to accept a petition or recommendation to form a new Section, it shall propose the geographical boundaries for the Section, together with necessary modification to the boundaries of the existing Sections, to provide the maximum benefit to each Section and the Chapter as a whole.

Factors to be considered by the Board in determining whether to accept a petition or subcommittee recommendation to form a new Section shall include, but are not limited to, the following:

- a. The geographic area and membership size of the area, and whether the area is more convenient for members.
- b. Whether the proposed Section represents a logical geographical area, including consideration of county and/or city boundaries, based on zip code boundaries.
- c. Whether the area is more effectively served by improving the delivery of services from the existing Section or by creation of a new Section.
- d. The impact of the new Section on the existing Section(s).
- e. The financial impact of the formation of the new Section including whether the new Section will be self-supporting and able to deliver services effectively.
- f. The degree to which there is a rationale for the area to be represented on the Board, including criteria such as unique regional identity or needs; and
- g. The impact of the addition of a new Section on the Chapter budget and ability to carry out APA California's mission.

2.4 Amendment to Bylaws

If a petition or subcommittee recommendation to form a new Section is accepted with or without modification by the Board, the matter shall then be submitted to a vote of the Chapter members as an amendment to the Bylaws.

Article 13. CHAPTER BYLAWS AMENDMENTS

Upon authorization of a majority of the Board of Directors, or upon petition of ten percent of the members of the Chapter eligible to vote, any proposed amendment to these Bylaws may be submitted to the membership as a written or online ballot. Reasoned arguments for or against the change must be included in the ballot statement. Not less than twenty days shall be allowed from the date of availability of the ballot to members to the final date specified for casting a vote. Adoption of the amendment requires the affirmative vote of a majority of those voting on the amendment. Unless otherwise specified, the amendment will become effective immediately upon determination of the final vote if the amendment passes. Notice of the final vote and whether the amendment passed or failed shall be provided to the membership on the Chapter's website.

Alternatively, major amendments that substantially alter the intent of these Bylaws may be approved and adopted at any regular meeting of the Board of Directors at which a quorum is present by a vote of three-quarters (3/4) of the Board or by an email vote of three-quarters (3/4) of the Board of Directors. The intent and likely effect of such amendment shall be posted on the

Chapter's website at least thirty days prior to the Chapter Board meeting or email vote. Members shall be invited to submit comments on the Bylaws changes to the Board of Directors within those thirty days and prior to the vote on the amendments by the Board. "Major amendments" of these Bylaws shall be defined and determined by the Board of Directors. Notice of the final vote and whether the amendment passed or failed shall be provided to the membership on the Chapter's website.

Minor amendments to these Bylaws, including corrections and clarifications that do not substantially alter the intent of these Bylaws, may be approved and adopted by a majority vote of the Board at any regular meeting, or by an email vote. No posting on the Chapter's website is required for such minor amendments. "Minor amendments to these Bylaws" shall be defined and determined by the Board of Directors.

Article 14. INDEMNIFICATION

The Board of Directors, on behalf of the Chapter, shall indemnify all persons for whom indemnification is permitted under California law up to the fullest extent permissible under the law.

Article 15. CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Chapter to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 16. DISSOLUTION

The Chapter may be dissolved by a two-thirds vote of the Board of Directors at a meeting where a quorum of the Board is present. Such vote shall only be taken following a minimum fourteen (14) calendar day notice to all Chapter members and APA.