

BYLAWS

Planner Emeritus Network A Subsidiary of the American Planning Association, California Chapter Adopted July 12, 2021

WHEREAS, in 1995 the American Planning Association, California Chapter (“APA California”) founded a new organization, Planner Emeritus Network, devoted to recognizing the efforts of those senior members of the planning profession who have contributed to California planning by their leadership and service to the profession; and

WHEREAS, the purpose of the Planner Emeritus Network is to serve as an auxiliary or support group to the Board of Directors of the APA California, the California Planning Foundation (CPF), and other Chapter Board authorized organizations for the purpose of providing a resource of long-tenured members of the American Planning Association (“APA”) and to ensure that their personal insights, experiences and planning history are recognized by the APA California Board;

WHEREAS, on September 17, 2000, the members of said organization voted to formalize its operation by adopting bylaws;

WHEREAS, amendment of the bylaws was required to reflect changes in APA California bylaws or the APA California Strategic Plan, and to improve the functionality of the Planner Emeritus Network; and the amendments were adopted at the annual membership meeting in Yosemite on November 1, 2005; and

WHEREAS, the APA California Board of Directors at a meeting on June 24, 2006 in Berkeley adopted changes to the structure of the Planner Emeritus Network membership which makes certain APA California members automatically members of the Planner Emeritus Network, further amendment of these bylaws was required; and

WHEREAS, further amendment of the bylaws was required to expand the Board of Directors to

expand the participation in the organization, the amended bylaws were adopted by unanimous approval of the Board of Directors by electronic vote on September 6, 2007; and

WHEREAS, further amendment of the bylaws was required to reflect changes by the APA California to how the organization is funded and the budgeting process, the amended bylaws were adopted by unanimous approval of the Board of Directors at the annual meeting in Pasadena on October 23, 2016; and

WHEREAS, further amendment of the bylaws was required to reflect changes by the APA California to awards considered by the Chapter, to standardize the organization name, and to clarify such issues as membership and leadership of the organization, the amended bylaws were adopted by unanimous approval of the Board of Directors on July 12, 2021;

NOW, THEREFORE, BE IT RESOLVED as follows:

1. Name of Organization – The official name of this organization shall be the Planner Emeritus Network (“PEN”) of the American Planning Association, California Chapter.
2. Office – The office of PEN shall be the office of APA California, and PEN shall function as a subsidiary of APA California.
3. Membership – Membership in PEN shall include the members of APA California who are:
 - a. Life Members of the APA, as defined by APA’s national offices to include those members who are over the age of 65 and have 25 years of continuous membership in APA;
 - b. Former statewide elected Board officers of APA California;
 - c. Fellows of the College of the American Institute of Certified Planners (FAICP) from California;
 - d. Members of the former California Planning Historical Society or a successor organization;
 - e. The APA California Chapter Historian(s);

- f. Retired planning professionals who are members of the APA; and
 - g. Such other members of APA California that the PEN Executive Board of Directors may from time to time determine as appropriate members of PEN, including but not limited to, past or present officers of PEN.
4. Dues – No charge shall be made for membership.
5. Annual Budget – APA California Board shall set PEN's annual budget and shall be responsible for payment of invoices submitted to APA California by the President. The PEN Treasurer shall present a report at PEN's annual meeting describing the expenses submitted to APA California and projected expenses for the coming year.
6. Meetings and Quorum – PEN's Board of Directors shall conduct an annual meeting open to all members in good standing. The annual meeting shall be in conjunction with the annual conference of APA California. Annual meetings held within two weeks of the annual conference shall meet this requirement. The annual meeting shall include two required actions: (a) a report on the annual budget for PEN; and (b) the election of officers to PEN's Executive and At-Large Board of Directors. All business meetings shall be conducted in accordance with Robert's Rules of Order.

The Board of Directors may hold meetings as necessary to conduct PEN's business. A quorum shall consist of no less than three of the four elected officers of the Board of Directors. Meetings may be in person or by conference call or electronic media.

Meetings may be called by the President or by a majority of the Executive Board of Directors. Meetings of the PEN Board may be called with notice of the time, place and agenda of said meetings provided by mail or e-mail no less than two weeks prior to the meeting.

7. Term of Office, Members and Duties of the Executive Board of Directors, At-Large Directors, Vacancies, and Elections

a. Term of Office: At the annual membership meeting, PEN shall elect officers who shall constitute PEN's Executive Board of Directors. All members in good standing with PEN who attend the annual meeting may vote in the election of officers. A majority of votes of those present at the annual meeting shall be sufficient to elect officers. Each officer shall be elected to a two-year term based on the following schedule: The President shall be elected in even years beginning in 2000; the Vice-President-North is to be elected in odd years; the Vice-President-South in even years; and the Secretary/Treasurer in odd years beginning in 2001. At-Large Board members elected by the Executive Board shall serve a two-year term, with half the At-Large Board members being elected in even years and half in odd years, beginning in 2020.

b. Executive Board of Directors: The four elected officers who constitute the Executive Board of Directors are as follows:

- (i) President, who shall be responsible for chairing PEN meetings and conducting the daily management of PEN's affairs. No less than two weeks prior to the annual conference of APA California, the President will cause the distribution to the Board of Directors of an agenda for the annual membership meeting, specifying the time and location of the meeting in conjunction with the annual APA California conference. The distribution of the agenda will include required reports from the Nominating Committee, the Secretary/Treasurer and, if appropriate, other committee reports. The President is authorized to serve as a member of the APA California Board of Directors subject to the APA California bylaws. The President shall represent PEN at meetings of other associations and organizations that request the participation or representation of PEN.
- (ii) Two Vice-Presidents, one who resides in the northern half of the state and one who resides in the southern half of the state. The Vice-Presidents may represent the organization in the absence of the President. At the time of their election, the President will name one of the two Vice-Presidents to be

President Pro Tem who will chair Board of Directors meetings in the absence of the President and who shall succeed the President if the office becomes vacant.

- (iii) Secretary/Treasurer, who shall be responsible for maintaining PEN's records, including minutes of meetings of the Board of Directors, and preparing its correspondence. The Secretary/Treasurer shall: maintain the official list of members of the PEN Board of Directors; maintain the financial records of PEN; prepare an annual report on the budget for the Board of Directors; and, prepare financial reports of PEN's assets, expenditures and obligations as required by APA California financial policies.

In addition to the four elected officers, the immediate past President shall act as a voting member of the Executive Board for two years after leaving office, or until a new President is elected and the position is filled by a new past President. The APA California Chapter Historian(s) shall be a voting member(s) of PEN's Board of Directors representing APA California. The Chapter Historian(s) position may be held concurrently with any position as described above in Section 3.

c. At-Large Board of Directors: The Board of Directors shall be expanded by action of the entire Board by appointment of PEN members as members of the Board for purposes of encouraging participation in the organization by members. The number of additional Board members appointed by the Executive Board shall not exceed six. Members of PEN may be solicited personally by the Executive Board or any Board member. Any member of the Board may serve on any committee and perform other functions as directed by the President or Executive Board.

d. Vacancies: Vacancies on the Board of Directors may occur under certain conditions, including resignation, death, or removal from office. If a vacancy occurs in the office of the President, the President Pro Tem shall assume the office of President for the balance of the term. If a vacancy occurs in any of the other offices, the President may

appoint, upon consultation with the Board, a member in good standing to fill that position for the balance of the term. The Board, upon a three-fourths vote, may remove an officer for cause as prescribed in the bylaws of APA California for the APA California Board of Directors. Such position shall then be filled as described in this section. Non-elected members of the Board may be replaced by the Executive Board in the event of vacancy created by removal, death, or resignation, by majority vote of the Executive Board.

e. Voting Privileges: All members of the Board of Directors, including the Executive Board, At-Large Board, Past President, and Chapter Historian(s), may vote on any matter which comes before the Board.

8. Committees –

a. Nominations Committee. No less than three months prior to the annual meeting, the President shall appoint a three-member nomination committee to identify individuals for positions on the Executive and At-Large Boards of Directors. The nomination committee shall consist of at least one current member of the Executive Board of Directors and at least one member of PEN who is not a member of the Executive Board of Directors. All members of PEN who are in good standing may be nominated to the Executive and At-Large Boards of Directors. The nominating committee shall provide its list of candidates to the President no later than three weeks prior to the annual membership meeting.

b. Standing Committees. PEN will have two standing committees: (i) Planning History Committee; and, (ii) Honors Committee.

(i) The Planning History Committee is chaired by the Chapter Historian(s) appointed by the President of APA California. The chair shall be a member of PEN. The Planning History Committee shall also consist of the Historian(s) and no less than two other members in good standing, appointed by the PEN President. One shall reside in Northern California and one in Southern California. The Planning History Committee shall

recommend to the Historian(s), potential Planning Landmark and Planning Pioneer candidates for APA California Historical Awards in accord with AICP guidelines. The Historian shall work with applicant to develop the application which is to be transmitted to the Awards Selection Committee by the Historian.

The Planning History Committee shall also be responsible for soliciting and receiving historical California planning documents for and transmitting such documents to the APA California archives at California State University, Northridge.

- (ii) The Honors Committee shall consist of no less than three members in good standing of PEN appointed by the President of PEN. The Honors Committee will present to PEN's President no later than four months prior to the annual membership meeting a list of potential nominees to receive official honors from PEN at the annual APA California conference. The President will distribute the Honors Committee report to the Board of Directors, and no later than three months prior to the annual APA California conference the Board shall vote on the Honors Committee's nominees. Those nominees approved by a majority of the Board of Directors shall be invited by the Chair of the Honors Committee to attend the annual membership meeting and/or the APA California Awards Ceremony to receive special recognition from PEN at the annual APA California conference.

- c. Other Committees: In addition to the Nominations and two Standing committees, the President may create and appoint committees from time to time as determined necessary by the President or the Board of Directors to assist in the conduct of the organization. Said committees shall terminate at the end of the elected term of the President who created the committee and appointed its members.

9. Amendment of Bylaws

- a. Amendment of these bylaws shall occur only by a majority vote of the members in good standing at the annual meeting or by a ballot distributed to members in good standing as indicated on the official mailing list maintained by the APA California office or by the Secretary/Treasurer; or
- b. Amendment of these bylaws may also be approved by a vote of three-fourths of the elected members of the Board of Directors. Members of PEN shall be notified by the Secretary/Treasurer of changes being considered by the Board at least four weeks in advance of Board action. The Board shall consider any comments or objections received prior to taking action on the proposed amendment.

MOVED, SECONDED AND ADOPTED by unanimous/majority vote of the Planner Emeritus Network Executive Board of Directors on July 12, 2021.

Attest:

President of the Planner Emeritus Network: 
Hanson Hom, AICP

Secretary/Treasurer of the Planner Emeritus Network: 
Gina Natoli, AICP