
BYLAWS



American Planning Association
California Chapter

Creating Great Communities for All



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American Planning Association
California Chapter

Creating Great Communities for All

BYLAWS

of the American Planning Association, California Chapter

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

A. NAME

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

B. AREA SERVED

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

C. 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 make payments and/or distributions in furtherance of Chapter purposes.

D. FISCAL YEAR

The Chapter shall operate on a fiscal year basis from January 1 to December 31.

Article 2. PURPOSE, MISSION AND VISION

A. PURPOSE

The **purpose** of the Chapter shall be to carry out the purposes and objectives of the American Planning Association (APA).

B. MISSION

The **mission** of the Chapter shall be to serve as a resource for and voice of professional planning in California and empower planning professionals to best serve their communities by facilitating professional growth and advocating for excellent planning.

C. VISION

The **vision** of the Chapter is that APA California is leading, innovating, and advocating for a future in which all people, in California and beyond, have an equitable opportunity to participate in, contribute to, and share in their communities’ environmental, social, and economic well-being.

Article 3. AFFILIATED ORGANIZATIONS

A. CALIFORNIA PLANNING FOUNDATION

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

B. 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 with extensive experience in planning. PEN members may be requested by the Board to provide personal insights, experience, expertise, 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.

C. CALIFORNIA PLANNING ROUNDTABLE

The Chapter shall encourage and support the mission and activities of the California Planning Roundtable (CPR). CPR is an independent nonprofit 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 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 4. MEMBERSHIP

A. MEMBERSHIP ELIGIBILITY

Any person whose work or interest is in furthering the purposes 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 described below.

B. MEMBERS OF APA RESIDING IN CALIFORNIA

American Planning Association members whose addresses of record (as provided by the members to APA) are 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.

C. 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.

D. 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 Administration, Vice President for Conferences, Vice President for Professional Development, 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 the American Institute of Certified Planners (AICP), as prescribed by APA and AICP Bylaws.

Article 5. CHAPTER BOARD OF DIRECTORS

A. MEMBERS, EXCLUSIVE DUTIES, VOTING PROCEDURES AND FIDUCIARY RESPONSIBILITIES OF THE CHAPTER BOARD OF DIRECTORS

1. MEMBERS OF THE BOARD OF DIRECTORS

The voting members of the Chapter Board of Directors includes all the statewide elected Chapter officers, the appointed Student Representative, and the Section Directors of each of the eight Sections. The Board of Directors may appoint Chapter Advisors to assist in carrying out the duties or purposes of the Chapter. (See Chapter Operations Policies to review the current Chapter Advisors.) The Board may also appoint Honorary Affiliate Members to the Board. No individual may hold more than one position on the Chapter Board of Directors at the same time unless requested by the President to temporarily fill a vacant position until the President appoints someone to fill that vacant position, or the vacant position is filled by election. Members of the Board of Directors, all Chapter Advisors and Honorary Affiliate Members must be APA or Chapter-Only members and shall be volunteers who serve without financial remuneration.

2. EXCLUSIVE DUTIES OF THE BOARD OF DIRECTORS

These actions are the exclusive duties of the Board of Directors:

- a) Approve any action that requires approval of the members.
- b) Appoint Board members to standing committees which have the authority of the Board, and fill vacancies on the Board or any committees which have the authority of the Board.
- c) Amend or repeal bylaws or adopt new bylaws, and approve the final Chapter Strategic Plan, Workplan and formal policies of the Board.
- d) Adopt an annual Chapter budget, determine the allocation of funds to the Sections, and approve any budget changes made during the year.
- e) Determine investment and emergency reserve policies, allocate and invest reserve funds consistent with those policies that are needed to ensure the future of the Chapter in the event of an emergency, and invest other monies not yet needed to either pay for member services or to maintain an annual cash flow to pay expenses.
- f) Approve the conference budget, location and venue and allow the Vice President for Conferences with the advice and consent of the President to approve the execution and acceptance of conference contracts consistent with the approved budget, location, and venue. The conference venue/conference hotel contract(s) shall also be reviewed and approved as to form by the Chapter attorney before Board approval and other conference contracts shall be reviewed by the Vice President for Conferences to maintain consistency with standard contracts and templates approved by the Chapter attorney.
- g) Approve other contracts and grants and authorize their execution or acceptance except that contracts under \$20,000, contract amendments and minor amendments that don't affect the main purpose or cost of the contract may be approved and executed by the Executive Director with the advice and consent of the President and Vice President for Administration. Contracts above \$20,000 shall also be reviewed by the Chapter attorney before Board approval. Contracts below \$20,000 shall be reviewed by the Executive Director to maintain consistency with standard contracts and templates approved by the Chapter attorney.

- h) 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.
- i) Establish procedures for setting the Chapter-Only membership rates and benefits.
- j) Receive and consider resolutions, petitions, and recommendations from the members of the Chapter.
- k) Authorize the formation of new Sections or statewide departments within the Chapter.
- l) Approve removal of members of the Board.
- m) Perform any other duties required by the National APA.

3. VOTING PROCEDURES OF THE BOARD OF DIRECTORS

These exclusive duties of the Board shall be approved by vote at a Board of Directors' meeting in person or by Zoom or similar video option as permitted by applicable law. If a quorum is present and requirements of the articles or bylaws are otherwise followed, a board or membership meeting held by telephone or videoconference is a fully valid meeting, with the same legal effect as a meeting held in person.

The Board of Directors is also authorized to approve items through an e-vote ballot of the Board of Directors. If an e-vote ballot is used, the ballot must set forth the proposed action, provide an opportunity to specify approval, abstention, or disapproval of any proposal, and provide a reasonable time within which to return the ballot. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the period specified equals or exceeds the quorum required to be present at a meeting authorizing the action and the final vote is unanimous. The results of the vote shall be added to the minutes of the next Board of Directors' meeting.

4. FIDUCIARY RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The decisions of the Board members or officers cannot result in conflicts with the nonprofit's cause and must be consistent with their fiduciary responsibilities pursuant to the California Corporations Code in exercising its powers:

- a) **Duty of care including the duty of inquiry.** The Board members must demonstrate reasonable care in their oversight of the Chapter's finances and operations. Duty of care and inquiry requires Board members to be educated about the Chapter's nonprofit mission, structure, and programs and utilize outside expert services when the decisions at hand are outside the Board's scope of knowledge.
- b) **Duty of loyalty.** The actions and decisions of the Board members cannot further their personal financial interests, but solely those of the nonprofit organization and its constituents.
- c) **Duty of obedience.** Board members are required to observe all relevant state and federal laws and the Chapter's bylaws in their work on the Board and act under the Chapter's nonprofit mission.

B. ELECTED AND VOTING CHAPTER OFFICERS

The elected, voting officers of the Board of Directors shall be a President, President-Elect/Past President, Vice President for Administration, Vice President for Conferences, Vice President for Diversity and Equity, Vice President for Marketing and Membership, Vice President for Policy and Legislation, Vice President for Professional Development, Vice President for Public Information, California Planning Foundation President and the 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, Vice President for Conferences, and Vice President for Professional Development. **Additional qualifications and requirements for specific elected officers are as follows:**

1. 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. The

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

2. 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.
3. The **Vice President for Diversity and Equity** shall be a member in good standing of APA and shall have experience as a Section Diversity/Inclusion officer or otherwise-demonstrated experience working on diversity and equity issues.
4. 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.
5. The **Commission and Board Representative** when elected shall be a member of a planning or zoning board for a public agency in California.

C. APPOINTED AND VOTING CHAPTER OFFICERS

The Student Representative shall be an appointed and voting officer of the Board of Directors, appointed 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 President or respective Section(s), for a term to start in January of the following year.

D. GOVERNANCE DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

DUTIES OF THE PRESIDENT

The duties of the President shall be to:

1. Preside at Board of Directors and Executive Committee meetings.
2. Nominate and appoint, with consent of the Board of Directors, all Chapter Committees.
3. Represent the Chapter at official functions.
4. Act as spokesperson along with the Executive Director and the Vice President for Policy and Legislation when the media contacts the organization for comment.
5. Serve on the APA Chapter Presidents' Council and other APA and/or AICP committees.
6. Carry out the policies and programs established by the Board of Directors and be responsible for the management of the affairs of the Chapter.
7. Chair the Strategic Plan Committee and ensure the Strategic Plan and Workplan is updated as necessary.
8. Troubleshoot both among the various portfolios and between Sections.
9. Attend Section and Chapter events in different parts of the State as scheduling allows.
10. 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 or other APA staff and elected leadership who are invited by the Chapter.
11. Oversee relationships between Chapter staff, contractors, and portfolio officers.
12. Complete and submit the required National APA Annual Chapter Performance Report, which outlines designated baseline member services, using information collected for the Annual Report.
13. Accept grants and execute contracts and agreements when specifically authorized by the Board of Directors, all within the purposes of the Chapter; and
14. Perform any other duties customary to the office of President, and consistent with these Bylaws.

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:

1. Preside at meetings if the President is absent.
2. Chair task forces and subcommittees designed to deal with organizational issues such as Bylaws amendments, or internal operations.
3. Ensure that the Bylaws are updated as necessary.
4. Act as liaison with other chapters and with specific allied programs.
5. Participate in advance preparations or training for duties assigned as Chapter President when requested by the President.
6. Act as mentor for the student representative and work with the student representative to clarify his or her portfolio, including responsibilities and budget; and
7. Serve as chairperson of the Nominating Committee as provided in the Chapter's Election Policies and Procedures.

DUTIES OF THE PRESIDENT PRO TEMP

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 Temp 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 Temp to act as President for the duration of the absence or disability.

DUTIES OF THE VICE PRESIDENT FOR ADMINISTRATION

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

1. Coordinate and oversee the financial and administrative activities of the Chapter by working with the Chapter staff to:
 - a) maintain the general funds and accounts of the Chapter and be responsible for their security.
 - b) make the payment of staff salaries, payments and other benefits authorized by the Board of Directors.
 - c) perform an external audit of the Chapter books and accounts by the Chapter's outside accountant, at times directed by the Board of Directors.
 - d) 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.
 - e) 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.
 - f) with assistance from the Chapter staff, prepare and submit an annual budget for approval by the Board of Directors.
 - g) regularly evaluate and update the Chapter Financial Policies.
 - h) conduct long range forecasting and programming in cooperation with Chapter staff.
 - i) conduct meetings with Section Treasurers at the Chapter Conference or as needed.
2. Prepare and submit an annual Chapter report for approval by the Board of Directors.
3. Function as Chairperson of the Chapter awards program and direct the efforts of the Chapter Awards Coordinator(s).
4. Conduct contract review evaluations with the President and Vice-President applicable to each contract; and
5. 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.

DUTIES OF THE VICE PRESIDENT FOR POLICY AND LEGISLATION

The duties of the Vice President for Policy and Legislation shall be to be responsible for accomplishing the following activities, working with the Chapter's legislative advocate:

1. Monitor, comment and develop positions regarding policy and legislation relating to APA California's mission.
2. Establish processes, including using the Legislative Review Team, to obtain input from members regarding state policy and legislation.
3. Identify planning issues of broad concern to members that warrant state legislation sponsored by the Chapter.
4. Determine actions to be taken to implement APA California's legislative position(s) in consultation with the Board of Directors and members.
5. Organize actions in support of APA California's position(s).
6. Act as liaison between the Chapter's legislative program and APA's Advocacy program, which represents the planning profession in Washington, D.C.
7. Conduct an annual legislative workshop or other annual conference session.
8. 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.
9. Determine if a legislator should be given a Chapter "Legislator of the Year Award".
10. Update the Chapter's Legislative Platform, *Plan California*, every two years; and
11. Perform any other duties assigned by the Board of Directors.

DUTIES OF THE VICE PRESIDENT FOR PUBLIC INFORMATION

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

1. Manage and oversee the production of the Chapter newsletter, providing general guidance and assistance to the Chapter's contract newsletter staff.
2. Direct and oversee implementation of the Chapter's public information and communications program, including public relations, social media, community outreach, website and marketing activities not otherwise associated with membership development.
3. Provide general information and referral services to Section newsletter editors, public information officers, and related functions.
4. Develop a multi-year public relations program with the Chapter Board and/or Chapter public relations staff.
5. Develop a website program with the Chapter Technology Coordinator.
6. Conduct meetings with Section newsletter/public information officers at the annual conference or as needed.
7. Develop public relations and media training programs for distribution to Section officials, the Board of Directors, and individual and members at large; and
8. Perform any other duties assigned by the Chapter Board of Directors.

DUTIES OF THE VICE PRESIDENT FOR PROFESSIONAL DEVELOPMENT

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

1. Promote professional development and continuing education, including the provision of Chapter-sponsored workshops each year.
2. Serve as a member of the Board of Directors of the California Planning Foundation.
3. Coordinate the activities of the Section Professional Development Officers, including preparation for the AICP exam.
4. Ensure that the annual conference includes a session relating to the AICP exam, presented by the AICP Exam Coordinator.
5. Conduct meetings with Section Professional Development Officers (PDOs) at the Chapter conference or as needed.
6. Work with Sections to ensure maintenance of members' AICP status and coordinate the Certification Maintenance (CM) Program among California AICP members.
7. Coordinate activities of the AICP Workshop Coordinator, Statewide Programs Coordinator, and the FAICP Coordinator.
8. Act as liaison with the American Institute of Certified Planners Commission and the National Planning Accreditation Board.

9. Work with other entities, such as the Governor’s Office of Planning and Research, to provide relevant professional development programs and educational opportunities; and
10. Perform any other duties assigned by the Chapter Board of Directors.

DUTIES OF THE VICE PRESIDENT FOR CONFERENCES

Duties of the Vice President for Conferences shall be to:

1. 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.
2. Act as a liaison with the local Conference Host Committee (CHC) for the Chapter Conference.
3. Work with the CHC to establish the annual conference budget by providing a Standard Line-Item Budget with fixed costs.
4. 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.
5. 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.
6. Maintain and update the Conference Planning Handbook and conference policies.
7. Serve on the Site Selection Committee to select and recommend upcoming conference locations and dates, for approval by the Board.
8. Manage and oversee the Conference Sponsorship Coordinator on the solicitation of sponsorships and exhibitors.
9. 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
10. Perform any other duties assigned by the Chapter Board of Directors.

DUTIES OF THE VICE PRESIDENT FOR MARKETING AND MEMBERSHIP

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

1. Develop programs to improve membership retention and expand membership.
2. Serve as a liaison to other strategic professional organizations.
3. Work with Sections to maintain and increase membership.
4. Develop marketing programs.
5. Identify new self-funding member benefits and services.
6. Coordinate activities of the University Liaison, and the Young Planners Group Coordinator
7. Assist the Vice President of Administration to prepare the Annual Report.
8. Coordinate with APA on membership initiatives and other policy changes that affect membership; and
9. Perform any other duties assigned by the Chapter Board of Directors.

DUTIES OF THE VICE PRESIDENT FOR DIVERSITY AND EQUITY

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

1. Promote understanding of diverse and inclusive perspectives within the organization and the planning profession and APA California including annual Chapter and Section Board demographic surveys.
2. 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 including a “Planners of Color” mixer at the state conference.
3. Organize the annual Diversity Summit at the State Conference.
4. Provide leadership and mentorship to Section Diversity/Membership Inclusion officers and collaborate on developing new programming at Section levels; hold monthly Zoom meetings with Section DEI Officers.
5. Collaborate with other Vice Presidents including VP for Policy and Legislation and VP 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.

6. Promote programming and learning activities for disadvantaged and underrepresented students to learn about and enter the profession and encourage programming that meets National's criteria for CM Equity credit.
7. Review website and update to use language supporting diversity and equity in the Chapter.
8. Outreach to and develop relationships with other affinity groups that work with disadvantaged and underrepresented communities and encourage equitable policies and engagement.
9. Coordinate with the National APA Diversity Committee's initiatives.
10. Organize one by-right session at the annual conference that focuses on indigenous communities.

DUTIES OF THE COMMISSION AND BOARD REPRESENTATIVE

The duties of the Commission and Board Representative shall be to:

1. 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.
2. Increase planning commissioner participation in APA and APA California.
3. 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.

DUTIES OF THE CALIFORNIA PLANNING FOUNDATION PRESIDENT

The duties of the California Planning Foundation (CPF) President shall be to:

1. Act as a liaison between the Board and the CPF Board of Directors for the purpose of furthering the activities of the CPF.
2. Promote and coordinate CPF's annual professional development workshops with the Board.
3. Appoint a CPF Board Member to serve as a liaison to the Vice President of Conferences and the Conference Host Committee.

DUTIES OF THE STUDENT REPRESENTATIVE

The duties of the Student Representative shall be to:

1. 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.
2. Participate in development and implementation of Chapter policies and programs to represent the concerns of students in California.
3. Work in conjunction with the Chapter University Representative(s) in promoting Chapter and Section activities for students.
4. Act as liaison between the Board and students attending accredited and non-accredited planning programs throughout California.
5. 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.
6. Advise the Board concerning student affairs; compile and maintain student contact lists; promote student internship opportunities; and
7. Perform any other duties assigned by the Board.

DUTIES OF THE SECTION DIRECTORS

The duties of the Section Directors shall be to:

1. Reflect the perspectives and interests of the Sections as a member of the Board of Directors.
2. Participate in development and implementation of Chapter policies and programs to represent the interests and needs of the Sections.
3. Report back to the Section Boards on actions taken by the Board.
4. Implement Board policies that apply to the Sections, Section policies, and Section finances.
5. Participate in monthly Section Director calls to discuss issues of specific interest to the Sections.
6. Perform any other duties assigned by the Board.

E. TERMS 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 on January 1. The term of office for statewide elected officers who are first appointed to a vacant elected position shall be two years plus any amount of time served to fill the vacant position.

The Vice Presidents for Conferences, Policy and Legislation, and Public Information, and the Commission and Board Representative shall be elected in even years. The President-Elect, and Vice Presidents for Administration, Diversity and Equity, Marketing and Membership, and Professional Development, 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 Article 8, Removal or Leave of Absence is invoked, and a successor is elected or appointed prior to the end of the fixed term. All appointed Chapter officers and advisors shall serve at the pleasure of the Board.

F. 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 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, 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. If the requirements for an appointment were not met, a special election may be conducted.

G. 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 Article 5 (B) 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 13. 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 Article 4., APA members residing in California and Chapter-only members, shall be eligible to vote.

3. CHAPTER ELECTIONS PROCESS

The Chapter may either conduct its own elections or use the consolidated election system provided by APA National, for all Chapter-wide elected offices. Affiliated organizations such as the California Planning Foundation and the California Planning Roundtable may also use either the Chapter or the consolidated election system if they so choose.

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) Appointment of the Nominating Committee by the President in coordination with the President-Elect/Past President 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.
- c) Provisions for the nomination of candidates by petition.
- d) Standards of election behavior.
- e) Term limits of elected officers if any.

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 to make the race as balanced 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 *eNews* and/or *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 6. CHAPTER STANDING COMMITTEES

Chapter standing committees may be established to pursue the duties assigned by the President, respective Vice President, or the Chapter Board of Directors. Members of the standing Committees shall serve at the pleasure of the Board of Directors. The specific division of functions of Chapter standing committees shall be established by Board policy. Chapter standing committees have the authority of the Board to approve actions except for items which are of the exclusive authority of the Board as listed in Article 5 A. 2. For items listed in Article 5 A. 2. Chapter standing committees may make recommendations for actions to the Board of Directors. Final action on such recommendations shall be reserved to the Board of Directors. The President and Board of Directors also have the authority to appoint ad hoc committees as needed and prescribe functions and authority for those ad hoc committees. Members of ad hoc committees shall serve at the pleasure of the President.

The Board has established the following standing committees:

A. EXECUTIVE COMMITTEE

The Chapter Executive Committee shall consist of the President, Past-President/President-Elect, all elected Chapter Officers, the appointed Student Representative, and two Section Directors appointed by the President. The Executive Committee shall have the authority of the Board except for those items listed in Article 5 A. 2. and items the President determines require full board approval.

B. AWARDS JURY

An APA California jury shall be appointed annually by the Vice President for Administration in coordination with the State Awards Coordinator to judge the award entries. An open solicitation of the Chapter membership shall be made. Jurors shall reflect the Chapter membership and be chosen to represent different areas of expertise, geographic locations, and professional experiences in the private/public sector, to achieve an overall balance of the jury. The diversity in jurors will also be considered. The decision of the majority of the jury shall be final.

C. CHAPTER CONFERENCE COMMITTEE

The Chapter Conference Committee may be convened each year and include past conference co-chairs, past Chapter presidents, past VP's for Conferences, the current Chapter President, the immediate Past President/President-Elect, and other knowledgeable Board-associated individuals as determined by the Vice President for Conferences and the President. The purpose of this committee is to gather a diverse group familiar with Chapter conference needs and operations. If an issue arises that affects a sitting Conference Host Committee, the Section Director of that Section will be asked to participate in discussions that could affect that conference. The VP for Conferences, in consultation with the President and President-Elect/Past President, may determine that one or more representatives of the Chapter Conference Committee should participate in matters being handled by the sitting Conference Host Committee.

The VP for Conferences may convene the Chapter Conference Committee for the following purposes:

1. Facilitate coordination between various years' conference committees.
2. Discuss issues related to the annual conference.
3. Review the Conference Planning Handbook and make recommendations as necessary.
4. Interpret conference requirements and practices.
5. Conduct calls or meetings during the year as necessary to update the Handbook and keep the conference on track.
6. Collect input and distribute the updated Handbook to the upcoming Conference Host Committee(s).

In addition to the above purposes, the Chapter Conference Committee can provide advice and guidance to the VP Conferences on larger matters, including but not limited to the following:

1. Conference trends or emerging/changing needs.
2. Issues and questions that arise from the current year Conference Host Committee.
3. Conference financial matters.
4. Possible revision of conference policies, procedures, or practices for future conferences.

The VP for Conferences and Chapter Conference Committee can forward its recommendations to the APA California Board for approval.

D. NOMINATING COMMITTEE

A Nominating Committee shall be appointed by the APA California Chapter President in coordination with the President-Elect/Past President each year. This appointment will open a season of Leadership Recruitment and Development. The APA California President-Elect or Past-President shall serve as the Committee Chair and will work to recruit up to eight (8) additional members. The Chair shall solicit Section input for committee members and shall make every effort to ensure a diverse committee representing a mix of ages, ethnicity, geography, and Section representation to gain access to a broad spectrum of interested members. The Committee shall include at least one member who has not previously served as a statewide officer on the Chapter Board. The Nominating Committee will be discussed at a meeting of the Executive Board before being appointed by the President. The key purpose of the Nominating Committee is to recruit and nominate candidates with demonstrated leadership qualities, a commitment to ethical principles, an interest in serving the Chapter membership, and a commitment to dedicate the time necessary to fulfill the obligations of the elected office. The final slate of candidates shall be approved by the Board of Directors.

Article 7. EXECUTIVE DIRECTOR, CHAPTER ADVISORS AND HONORARY BOARD MEMBERS

The executive director of the Chapter has the right to attend and participate in all meetings of the Board, except when the Board enters executive session, but shall have no voting powers. The appointed Chapter Advisors of the Board of Directors shall have no voting powers but may be invited to Board meetings. Honorary Affiliate Board members, which may include the PEN President, the California Planning Roundtable President, and the APA Region VI elected representatives, shall have no voting powers but may be invited to Board meetings. (Information about Chapter Advisors and Honorary Board members, their positions, and duties, are included in the Chapter Operational Policies.)

Article 8. REMOVAL OF OFFICERS AND ADVISORS FROM OFFICE AND RESIGNATION

A. REMOVAL OF OFFICERS AND ADVISORS

The Board of Directors may, by written notice to the elected officer, terminate that officer at any time and without cause by giving written notice of such removal, and specifying the effective date thereof, at least thirty (30) calendar days before the effective date of removal. Upon termination, the Board of Directors may require the elected officer to provide all finished or unfinished documents and data and other information of any kind prepared by the officer in connection with the performance of his or her office. The officer shall be required to provide such documents and other information within fifteen days of the request.

Due process for elected officers will require at least two consecutive meetings of the Board to conclude a motion, the first for the making of the motion; and the second to consider any response submitted by the officer to be removed and to allow the Board to then sustain or deny the motion.

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

B. RESIGNATION OR LEAVE OF ABSENCE

Each Board member shall have the right to resign at any time upon written notice thereof to the President or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. Each Board member may also ask the Board for a leave of absence for up to two months at the discretion of the Board.

Article 9. CHAPTER PROFESSIONAL MANAGEMENT: EXECUTIVE DIRECTOR DUTIES

The formal duties of the Chapter Executive Director are below. Information about other Chapter professional management of the Board of Directors, as well as contract requirements for independent contractors, student interns and speakers, are included in the Chapter Operational Policies.

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:

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 and Workplan.
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.

Article 10. MEETINGS

A. 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.

If any actions are taken at a Chapter annual meeting, they 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.

B. 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 as permitted by applicable law. Voting may be conducted at such meetings or via email. (See Article 5 A. 3. for the process for video or emailed voting.) All Board meetings shall be open to any Chapter member wishing to attend.

C. NOTICE AND MINUTES OF CHAPTER BOARD OF DIRECTORS MEETINGS

Notice of the time and place of Chapter Board meetings shall be provided to Chapter members at least 10 business days in advance of the meeting. Such notice shall include, at minimum, notification on the Chapter website calendar.

D. QUORUM OF THE BOARD OF DIRECTORS

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

E. 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 but deviations from the strictest interpretation of Robert's Rules of Order may be allowed if consistent with the intent.

Article 11. 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 accept any initiative proposed by APA members on an issue to be voted on by APA members, or referendum to repeal any action adopted by the Board of Directors to be voted on by APA members. The initiative or referendum shall be placed on the next ballot used for election of statewide officers.

Article 12. CHAPTER DUES

A. 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 in Article 4. shall be payable to the executive offices or bookkeeping offices of the Chapter.

B. EXEMPTIONS

Any member of the California Chapter (as defined in Article 4.) 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.

C. 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 and Sections.

Article 13. CHAPTER SECTIONS

A. 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.

B. NAMES OF SECTIONS AND AREAS SERVED

Within the Chapter, there shall be the following Sections:

1. Central Section – serving Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, Stanislaus, Tulare, and Tuolumne Counties.
2. Central Coast Section – serving San Luis Obispo, Santa Barbara, and Ventura Counties.
3. Inland Empire Section – serving San Bernardino and Riverside Counties.
4. Los Angeles Section – serving Los Angeles County.
5. 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.
6. Orange Section – serving Orange County.
7. 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.
8. San Diego Section – serving Imperial and San Diego Counties.

C. 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.

D. 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:

1. Establishment of a Section Board made up of APA members as defined in Article 4. and the election thereof.
2. Duties of the Section Board.
3. Section meetings to carry out the purposes and objectives of the Section.
4. Management and accounting of Section finances, as described in Article 13 H. of the Chapter Bylaws.
5. Procedures and criteria for the formation and maintenance of subsections and functional departments.

E. SECTION BOARD & SECTION BOARD MEETINGS

The elected officers of a Section shall include, at minimum, a Section Director, a Section Director Pro Temp (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. All elected and appointed officers of a Section must be APA members, or Chapter-Only members for those offices in which Chapter-Only officers can serve.

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 Section 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](#).

F. TERMS OF OFFICE FOR SECTION DIRECTORS & OFFICERS AND FILLING VACANCIES

Section Directors shall be members of the Chapter Board of Directors with full voting powers. The term of office of all Section Directors shall be for two years, as follows:

1. The Directors of Los Angeles, Orange, Sacramento Valley, and Central Coast Sections shall take office on January 1 of even numbered years.
2. 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.

G. 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 Article 5. G. of the Chapter Bylaws and with the provisions of the Chapter's adopted [Election Policies & 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.

H. 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 an annual budget and quarterly financial reports, including a year-end financial report, to the Chapter bookkeeper for inclusion with the Chapter’s tax returns. Quarterly Section financial reports shall be due to the Chapter bookkeeper 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:

- 1. Receiving and holding all funds, dues or assessments collected by the Section, and all Section financial records working with the Chapter bookkeeper.
- 2. Preparing and submitting an annual budget to the Section Board for adoption and to the Chapter bookkeeper.
- 3. Complying with additional policies and procedures governing the Section finances which shall include requirements governing the internal financial oversight of the Section finances. Such oversight must include review of monthly financial reports by the Section Board.

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

I. 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.

J. 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.

K. 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 14. FORMATION OF SUBSECTIONS, SECTION DEPARTMENTS & NEW SECTIONS

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 way 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. The process for formation of new Sections and approval by the Chapter Board of Directors can be found in the Chapter Operational Policies.

Article 15. CHAPTER BYLAWS AMENDMENTS AND ADOPTION OF STRATEGIC PLAN

A. 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.

The Bylaws shall be reviewed no less than once every five years and updated as needed.

B. ADOPTION OF STRATEGIC PLAN

The Chapter Board shall also adopt a Strategic Plan by majority vote based on the criteria and timeline outlined in National APA's adopted Chapter Performance Criteria. The Strategic Plan shall consist of:

- 1) a 4-year Strategic Plan (updated every 4 years) and
- 2) a 2-year Workplan, as an appendix to the Strategic Plan (updated every 2 years).

The Strategic Plan shall articulate a long-term (4-year) vision for the Chapter's future programs and services. These will include actions and programs the Chapter wants to accomplish in future years. The Workplan shall identify specific quantifiable goals and actions for the coming year(s), based on the Mission Statement and Strategic Plan. The Chapter Workplan shall contain a list of goals and objectives, as well as actions and programs that the Chapter can accomplish with available resources. The actions and programs adopted in the Workplan shall be reflected in the Chapter Budget. The Board may use a Board Retreat as a best practice to enhance interpersonal Chapter Board member relationships, as well as provide an opportunity to focus on building the Strategic Plan, Workplan and budget.

Article 16. 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 17. SEVERABILITY OF CLAUSES

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Article 18. 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 19. 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. Upon dissolution, all remaining assets of the Chapter shall be distributed and paid over to an organization dedicated to non-profit purposes consistent with the Chapter's non-profit purposes and which has established its tax-exempt status pursuant to as either S. 501 (c) (6) as is the Chapter, or S. 501 (c) (3).