

BYLAWS
CENTRAL SECTION, CALIFORNIA CHAPTER
AMERICAN PLANNING ASSOCIATION

(Revised June 24, 2025 – Public Review Draft #1)

ARTICLE 1: SECTION NAME, AREA SERVED, AND NON-PROFIT NATURE OF THE SECTION

The name of this Section of the American Planning Association (APA), California Chapter shall be Central Section (hereafter referred to as “the Section”) . The area served by the Section shall be Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, Stanislaus, Tulare, and Tuolumne Counties. The Section is established through the California Chapter Bylaws. The Section shall be a not-for-profit entity under the auspices of the American Planning Association, California Chapter (California Chapter), which is a 501(c)(6) non-profit corporation.

ARTICLE 2: PURPOSES OF THE SECTION

2.1. SECTION ESTABLISHED

The Section is established through the California Chapter Bylaws as a tangible local expression of APA purposes and objectives and as a vehicle for maximum membership involvement in the activities of the California Chapter.

2.2. CONSISTENT BYLAWS

The Bylaws of the Section shall be consistent with the policies and procedures of the California Chapter Bylaws *Article 11 – Chapter Sections*, which directs provisions addressing: establishment of a Section Board, identification of duties of Section Board members, description of Section meetings, management and accounting of Section finances, and procedures and criteria for formation and maintenance of Subsections and functional departments.

2.3. SECTION PURPOSE

The purpose of the Section, pursuant to Section 11.1 – Purposes and Function of the Sections of the Chapter Bylaws, shall be to carry out the purposes and objectives of the California Chapter of the APA, as applicable within the established geographic boundary of the Section area, as well as serving the members of the Section. In addition, the purpose of the Section shall be to carry out the objectives of promoting planning related activities and membership services, with reference to the Section area, as follows:

1. To provide an arena for communication and exchange of information among those engaged in, or interested in, planning or planning related activities;
2. To provide adequate financial resources to support membership programs and services;
3. To maintain liaison with California Chapter and State Sections;
4. To provide a forum for the discussion of issues and legislation vital to the planning process;
5. To serve as a professional development resource for Section members, including AICP certification and continuing education;

6. To encourage a high degree of professionalism in the conduct of its members, pursuant to the APA Ethical Principles and the AICP Code of Ethics;
7. To provide a vehicle for maximum membership awareness and involvement in the affairs of the Association; and
8. To increase public awareness of the importance of planning.
9. To provide equitable opportunities for membership to learn about, participate in, contribute to, and share in their communities' equity, environmental, social, and economic well-being.

ARTICLE 3:SECTION MEMBERSHIP

3.1. MEMBERSHIP ELIGIBILITY

California Chapter members whose address of record, as provided to the APA National or California Chapter office, are in Fresno, Inyo, Kern, Kings, Madera, Mariposa, Merced, Mono, Stanislaus, Tulare, and Tuolumne Counties, shall automatically be a member of this Section through the payment of membership dues and enrollment.

3.2. MEMBERS OF APA RESIDING IN CALIFORNIA

APA members whose addresses of record (as provided by the members to APA) are within the state of California and within the Section area boundary shall automatically be members of the Chapter and Section. Per *Section 3.2 – Members of APA Residing in California* of the California Chapter Bylaws, 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.

3.3. MEMBERS OF CALIFORNIA CHAPTER-ONLY

Persons who are not members of APA may choose to be California Chapter-Only member whose membership eligibility roles and restrictions are addressed in the California Chapter Bylaws Section 3.4 – Members of California Chapter-Only. After demonstrating to the California Chapter an address of record that is within the Section area boundary, the person shall also be a member automatically of the Section. Per Chapter Bylaws Section 3.4, Chapter-Only members may vote in Section elections and may hold a position on the Section Board except for the positions of Section Director, Section Director-Elect, Past Section Director, Director for Professional Development, or Director for Administration and Finance.

ARTICLE 4: SECTION EXECUTIVE COMMITTEE BOARD OF DIRECTORS

4.1. ELECTED OFFICERS

The Section Board comprises the following elected positions:

- Section Director
- Section Director – Elect
- Director for Administration and Finance
- Director for Professional Development
- Director for Membership and Public Information

4.2. APPOINTED OFFICERS

The appointed members of the Section shall include:

- Policy and Legislation Coordinator
- California Planning Foundation (CPF) Liaison
- Awards Coordinator
- Historian
- Marketing and Sponsorship Coordinator
- AICP/FAICP Coordinator
- Young and Emerging Professionals (YEP) Coordinator
- Website Coordinator
- Student Representative(s)
- Diversity, Equity, and Inclusion (DEI) Coordinator
- Sierra Retreat Coordinator
- Social Media and Newsletter Coordinator
- Special Events/Projects Coordinator
- Division Directors
- Other Committee Representatives, as required

4.3. INDEPENDENT CONTRACTORS AND STUDENT INTERNS

Section contracts with Independent Contractors and Student Interns shall be reviewed by Legal Counsel and executed by the Section Director. Contracts must also meet labor law requirements.

4.4. FORMATION AND STRUCTURE OF OFFICIAL DIVISIONS

1. PURPOSE AND FUNCTION OF THE DIVISIONS

Divisions shall serve to provide members with a tangible local expression of APA purposes and objectives and a vehicle for maximum membership involvement in the affairs of the association. The Divisions are organized to facilitate the accomplishment of the purpose of the Central Section as set forth in these By-Laws in all matters of interest and concern in the areas served by the Division.

2. DIVISION SERVICE AREA

Within the Section, a Division must serve the membership of at least one (1) county. The Director for Membership shall provide a current mailing list of members residing in the Division.

3. FORMATION OF A DIVISION

A. Submission of Petition

Petitions requesting formation of a Division shall be submitted to the Executive Committee signed by at least fifteen (15) members of the proposed Division. The petition shall set forth the following information:

- Area to be included;
- Nomination of a Division Director.

The Executive Committee may accept or reject the petition. Should the Executive Committee vote to reject the petition, the Board shall identify the reasons for such rejection.

B. Formation by the Executive Committee

The Executive Committee may establish a Division with concurrence of at least 50 percent of the Board. Such action shall include a mission statement for the proposed Division, including geographical area; a preliminary schedule of events and proposed budget; and designation of a Division Director.

4. DIVISION OFFICERS

A. Division Director

Each Division shall elect or appoint a Director from the Division who, subject to appointment by the Executive Committee, shall be a member of the Executive Committee. The term of office for the Division Director shall be one (1) year, as verified by the Board commencing on January 1st.

B. Other Division Officers

Each Division may elect or appoint additional officers to support Division activities. These officers may include, but are not limited to, Assistant Division Director, Division Program Coordinator, and Division Treasurer.

4.5. SECTION COMMITTEES

1. ESTABLISHING COMMITTEES

Section standing committees may be established to pursue the duties assigned by the Section Director, Section Director – Elect, Director for Administration and Finance, Director for Professional Development, Director for Membership and Public Information, or the Section Board. The specific division of functions of Section committees shall be established by Board policy. The Board has the authority to appoint ad hoc committees as needed and prescribe functions and authority for those committees. Board members may serve on appointed committees as necessary.

2. AUTHORITY OF COMMITTEES

Section committees, both standing and ad hoc, have the authority of the Board to approve actions except for items which are the exclusive authority of the Board as listed in Section 5.1. For items listed in Section 5.1, Section committees may make recommendations for actions to the Board. Final action on such recommendations shall be reserved to the Board. Members of the Section committees shall serve at the pleasure of the Board.

3. STANDING COMMITTEES

A. EXECUTIVE COMMITTEE

The Section Executive Committee shall consist of the Section Director, Section Director-Elect, Past Section Director, and all Elected Officers. The Executive Committee shall have the authority of

the Board except for those listed in Section 5.1 and items the Section Director determines require full Board approval.

B. AWARDS JURY

The Section Awards Jury shall be appointed annually by the Director for Administration and Finance in coordination with the Section Awards Coordinator to judge the award entries. An open solicitation of the Section membership shall be made. Jurors shall reflect the Section membership and be chosen to represent different areas of expertise, geographic locations, and professional experiences in the private, public, and nonprofit sectors, 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. NOMINATING COMMITTEE

The Nominating Committee shall be appointed by the Section Director each year prior to September 1st. The Nominating Committee should consist of at least three (3) Board members, not seeking an elected position. The Nominating Committee shall actively solicit nominations and shall review all nominations for compliance with minimum qualifications. 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 Section membership, and a commitment to dedicating the time necessary to fulfill the obligations of the elected office. The final slate of candidates shall be forwarded to the Board for approval.

D. SIERRA RETREAT COMMITTEE

The Sierra Retreat Committee shall be appointed by the Sierra Retreat Coordinator each year and should consist of a minimum of three (3) Section members. The goal of the Committee should be to work with the Sierra Retreat Coordinator to develop the program theme, identify speakers and a facilitator, develop ideas for merchandise to generate excitement, revenue, and higher attendance, provide input on pricing and sponsorship amounts, recruit sponsors, develop and promote advertising materials (flyers, social media posts, etc.) with the Marketing and Communications Committee, and set up and maintain registration lists.

E. YOUNG AND EMERGING PLANNERS COMMITTEE

The Young and Emerging Planners (YEP) Committee shall be appointed by the YEP Coordinator each year and should consist of a minimum of three (3) Section members. The goal of the YEP Committee shall be to work with the YEP Coordinator to engage young and emerging planners, provide professional development opportunities for young and emerging planners throughout the Section, and organize resources and programs to help young and emerging planners grow their skills, further their careers, and connect to the greater planning profession.

F. MARKETING AND COMMUNICATIONS COMMITTEE

The Marketing and Communications Committee shall be appointed by the Director for Membership and Public Information each year and should consist of a minimum of three (3) Section members, in addition to the Newsletter and Social Media Coordinator and Marketing and Sponsorship Coordinator. The goal of the Marketing and Communications Committee shall be to

work with the Director for Membership and Public Information to coordinate Section media, engage in partnerships, and promote Section activities.

G. DIVERSITY, EQUITY, AND INCLUSION COMMITTEE

The Diversity, Equity, and Inclusion (DEI) Committee shall be appointed by the Section Director each year and should consist of a minimum of three (3) Section members. The purpose of the DEI Committee shall be to promote and increase diversity within the Section and support the efforts of Section members to create more inclusive and equitable communities in the Section. In partnership with the Director for Professional Development, Director for Membership and Public Information, YEP Coordinator, and Student Representative(s), the DEI Committee should provide forums and opportunities for Section members to network, share ideas, and bring recognition to unique values and perspectives.

ARTICLE 5: DUTIES OF THE SECTION DIRECTORS, ELECTED OFFICERS, AND APPOINTED POSITIONS

5.1. GENERAL DUTIES

The general duties of the Section Board ("Board") shall be to:

- Establish policies, formulate programs and provide guidance in carrying out the purposes of the Section;
- Adopt and implement an annual Section budget and Board meeting calendar (generally not to take place on planned event dates);
- Receive and consider resolutions, petitions and recommendations from the members of the Section;
- Notify the Section members of the Section meetings and activities;
- Conduct outreach and correspondence of the Section;
- Consider and authorize the formation of committees and divisions within the Section; and
- Perform other duties necessary to carry out the purposes of the Section.

Appoint Board members, fill vacancies on the Board or any committees, and approval removal of Board members or appointments.

5.2. DUTIES OF ELECTED OFFICERS

1. Section Director

The duties of the Section Director shall be:

- To preside at Board Meetings;
- To represent the Section at official functions;
- Assist the Director for Administration and Finance in preparation and submittal of an annual budget to the Executive Committee for review and adoption;
- To serve on the California Chapter Board as the Section representative;
- To carry out the policies, programs, and goals established by the Executive Committee and be responsible for the management of the affairs of the Section;
- To perform other such duties as are customary to the office of the Director, consistent with these Bylaws;

- To ensure that the Section Director of Administration and Finance is providing year-to-date financial reports to the Chapter on time each quarter, and that the financial records and reports are kept up to date;
- To effect a smooth transition to the incoming administration, including such items as administrative information, activity logs, a memorandum of procedures, references and other materials; and
- To mediate any conflicts that may arise between Board and/or Section members, and make recommendations on actions to be taken by the Executive Committee.

2. Section Director-Elect

The duties of the Section Director-Elect shall be:

- To preside at all meetings and represent the Section in the absence of the Section Director;
- To coordinate the Section programs with the Committees and Divisions of the Section including:
 - Develop and maintain an annual calendar of Section events;
 - Work with the Committee Chairs and Division Directors in developing and maintaining local activities;
- To act as the Section Director for the duration of the extended absence or disability of the Section Director;
- To keep the Bylaws in order and updated, serve as parliamentarian, appoint the Nominating Committee, organize the annual elections and coordinate the annual awards program; and
- To perform such other duties as are assigned by the Section Director with the consent of the Executive Committee.
- To effect a smooth transition to the incoming administration, including such items as administrative information, activity logs, a memorandum of procedures, references and other materials.
- Prepare to assume the responsibilities of Section Director following the expiration of term as Section Director-Elect.

3. Director for Administration and Finance

The duties of the Director for Administration and Finance shall be:

- To assist the Section Director in developing and distributing the Executive Committee and Board meeting agendas;
- To be the treasurer for the Central Section, which shall include the following specific requirements:
 - Learn and maintain a working knowledge of Section- adopted financial applications, profit and loss statements, balance sheets, and reconciliation procedures;
 - Provide quarterly financial reports to the Chapter on a schedule and in a form acceptable to the Chapter;
 - Provide at each Executive Committee and Board meeting a verbal and written financial report as an agenda item and attachment. The attachment shall include a year-to-date profit and loss statement and balance sheet, a summary of which shall be included in the minutes;

- Designate a person responsible for each event where money is charged to collect attendance fees and transfer them to the treasurer.
- To coordinate with the Chapter bookkeeper in regards to reporting, analysis and other required items.
- To take and distribute Executive Committee and Board meeting minutes;
- To assist the Section Director in developing the annual Section budget and make financial reports on a regular basis; and
- To be responsible to collect income, pay expenses, and disburse Section funds.
- To effect a smooth transition to the incoming administration, including such items as administrative information, activity logs, a memorandum of procedures, references and other materials.

4. Director for Professional Development

The duties of the Director for Professional Development shall be:

- To organize an annual Section professional development program, including the preparation of an annual calendar of all Section-related programs and events;
- To develop, coordinate, and facilitate a minimum of three (3) workshops, trainings, and professional programs each year which address professional development of the Section membership.
- To devise and carry out program activities which extends to all geographic areas of the Section and reflects the professional and academic interests of the Central Section membership.
- To contact other professional organizations and APA CA Chapter Sections to explore joint participation in Programming activities.
- To coordinate, with the AICP/FAICP Coordinator, the counseling of members desiring to take the AICP exam and continuing education and supervise programs developed to address professional development needs, in addition to the Section AICP scholarships, and assistance with the selection of candidates for FAICP consideration; To effect a smooth transition to the incoming administration, including such items as administrative information, activity logs, a memorandum of procedures, references and other materials.

5. Director for Membership and Public Information

The duties of the Director for Membership and Public Information shall be:

- To arrange for the editing, publishing and distribution of the Section newsletter;
- To solicit, for publication in the Section newsletter, sponsorships and advertisements from businesses and individuals who provide planning related services;
- To work closely with the Section Director, Section Director – Elect, Director for Professional Development, Division Directors, and Website Coordinator to publicize Section activities, public information and communications program, including public relations, social media, community outreach, website, and marketing activities, and to develop and publish a calendar of such activities;
- To maintain contact with the Chapter Vice President of Public Information and assist in coordinating local arrangements and public information for Chapter programs; and
- To provide pertinent information to the news media.

- To promote membership to prospective members; to welcome new members and transfers; to help resolve membership problems;
- To maintain a current membership roster; to develop and carry out a process of keeping the Section mailing list current, and provide said list to other Chapter and Section officers as necessary.
- To ensure an effective transition to the incoming board member, a draft of the first quarter issue shall be prepared and ready for distribution by the outgoing board member.

5.3. DUTIES OF APPOINTED POSITIONS

The following positions are appointed positions, selected by the Board. The duties of each are listed below.

1. California Planning Foundation (CPF) Liaison

- Act as a liaison between the Board and the CPF Board of Directors for the purpose of furthering the activities of the CPF.
- Promote and coordinate CPF's annual professional development workshops with the Board.
- Promote CPF's scholarship program and encourage students to apply.
- Attend regular CPF Board Meetings, as scheduled.

2. Historian

- Act as a liaison between the Board and Chapter Historian.
- Capture and maintain a record of past and present elected and appointed officers, committees, and Section members, activities and achievements of the Section, and materials of significance to the Section.
- Coordinate and assist with the Section's contributions to Chapter Conferences.
- Prepare and submit the Section Annual Report to the Chapter.

3. Marketing and Sponsorship Coordinator

- Establish and administer a marketing and sponsorship program to recruit financial and in-kind support of Section activities.
- Maintain relationships with existing sponsor and/or partnership organizations and identify opportunities for further engagement.
- In coordination with the Director for Membership and Public Information, promote Section activities to potential sponsor and partnership organizations.
- To maintain marketing materials such as the Section's tablecloth, easels, poster boards, pins, promotional merchandise, etc.
- Oversee and administer an annual marketing and sponsorship budget.
- Serve as a member of the Section Communications Committee.

4. AICP/FAICP Coordinator

- Act as a liaison between the Board, the Chapter, and the National AICP/FAICP Coordinators/Commissioners/Committees.

- Increase awareness of AICP exam training and Certification Maintenance (CM) opportunities developed to address professional development needs, through content prepared for the Section website, newsletter, social media, and other correspondence.
- Coordinate an annual AICP exam workshop for the Section with the Director of Professional Development.
- Establish and administer the Section AICP scholarship program.
- Maintain the Section's registration as a CM Provider, including annual registration, Organization Dashboard management, and periodic review process.
- Coordinate all CM requests for education, including entering and publishing events through the CM system to obtain CM credits. Following CM events and activities, review member feedback and ratings and communicate results to the Board.
- Maintain a log of CM events and activities for the Section.
- Assist with the counseling of Section candidates for AICP/FAICP consideration.
- Oversee and administer an annual AICP/FAICP budget.

5. Young and Emerging Professionals (YEP) Coordinator

- Act as a liaison between the Board and the Chapter's YEP Coordinator, Student Representative, and University Liaison, to represent YEP's interests and concerns.
- Develop, recommend, and promote an annual calendar of programs that meet the professional and educational needs of YEP members, including students and Section members with fewer than 10 years of professional planning experience.
- Assist with recruitment of new Section members and retaining existing members through programs, social media, and networking events.
- Work with the Section's Student Representative to assist members in the transition from student membership to YEP membership.
- Oversee and administer an annual YEP budget.
- Serve as a member of the Section YEP Committee.

6. Diversity, Equity, and Inclusion (DEI) Coordinator

- Promote understanding of diverse and inclusive perspectives in the planning profession and in the Section including Section demographic surveys.
- Promote the recruitment, support, and retention of planners of color and others from culturally underrepresented groups in the planning profession and in the Section, and coordinate activities with the Chapter Vice President for Diversity and Equity including an annual Diversity Summit and mixer at the State Conference.
- Provide leadership and mentorship to the Section Board and collaborate on developing new programming for Section members.
- Attend meetings with the Chapter Vice President for Diversity and Equity, as scheduled.
- Collaborate with other Board members to increase visibility of the Board's core values of diversity, inclusion and social justice in policy positions, activities, and publications.
- Promote programming and learning activities for disadvantaged and underrepresented students within the Section to learn about and enter the profession and encourage programming that meets National's criteria for CM Equity credit.

- Review the Section’s website, newsletter, social media posts, programming, and other public-facing content and update to use language supporting diversity and equity in the Section.
- Oversee and administer an annual DEI budget.
- Serve as a member of the Section DEI Committee.

7. Sierra Retreat Coordinator

- Reserve and secure venue.
- Oversee and administer venue contract.
- Develop the program theme, identify speakers and a facilitator, and oversee program development.
- Develop and promote advertising materials (flyers, social media posts, etc.) with the Marketing and Communications Committee.
- Develop ideas for merchandise to generate excitement, revenue, and higher attendance.
- Set pricing and sponsorship amounts and recruit sponsors.
- Set up and maintain registration lists.
- Serve as the event host and contact for the event.
- Oversee and administer an annual Sierra Retreat budget.
- Serve as a member of the Section Sierra Retreat Committee.

8. Social Media and Newsletter Coordinator

- Use the Section’s social media and newsletter to promote events and announcements submitted by the Board or partner or sponsor organizations to encourage participation.
- Promote planning in the Section by sharing planning-related news and content on the Section's social media and newsletter.
- Develop social media campaigns highlighting aspects of Section activities and activities within the Section area.
- Oversee and administer an annual social media and newsletter budget.
- Serve as a member of the Section Communications Committee.

9. Special Events/Projects Coordinator

- Assist the Director for Professional Development and Director for Membership and Public Information to carry out the Section’s professional development programs and membership services including but not limited to workshops, trainings, mixers, membership appreciation, and social functions.

10. Division Directors

- Provide input to the Executive Committee related to the special needs of members in specified regions of the Section; and
- Develop an annual regional budget to be submitted to the Director for Administration and Finance for review and approval by the Executive Committee.

11. Student Representative

The Student Representative is an appointed position, selected by the Board. The Student Representative(s) shall be a full-time student enrolled in eight (8) units or more per semester/quarter. The student shall be engaged in planning or related course work. The Executive Committee shall request a nomination from at least the following universities: Fresno State University, Bakersfield State University, Fresno Pacific University, Stanislaus State University and UC Merced. Selection shall be made by appointment of the Section Director with concurrence of the Executive Committee.

The duties of the Student Representative shall be to:

- Advise the Executive Committee concerning student affairs;
- Promote efficient communication between planning students and the Section;
- Improve student/ professional interaction at Section programs and activities;
- Maintain liaison with the Chapter Student Representative and University Liaison.
- Advertise and promote Section APA membership with planning students.
- Oversee and administer an annual Student Programs budget.
- Serve as a member of the Section YEP Committee.

12. Policy and Legislation Coordinator

- Serve as the Section legislative liaison to the California Chapter.
- Participate in the Chapter Legislative Review Team activities.
- Report on legislative activities to the Section Board and its members.
- Contribute periodic articles to the Central Section newsletter, social media, and website pertaining to legislative activities.
- Coordinate with the Director for Professional Development regarding an annual legislative workshop.
- Effect a smooth transition to the incoming administration including such items as administrative information, activity logs, a memorandum of procedures, references and other materials.

13. Awards Coordinator

- Develop a work program and Awards program schedule in conjunction with the Director for Administration and Finance for the annual section Awards program.
- Recruit Awards Jurors and coordinate the activities of the Awards Jury.
- Coordinate Central Section Awards activities with California Chapter representatives and sections.
- Explore all avenues to obtain award application submittals, including the preparation of the submittal packet, promotional materials for email, newsletter, social media, and website promotion, and publicize the awards program.
- Order awards and plan and carry out awards recognition and presentation.
- Oversee and administer an annual Awards budget.
- Serve as a member of the Awards Jury.

14. Website Coordinator

- Oversee, administer, develop, maintain and update the Central Section website.
- Coordinate materials from other Board members for inclusion on the website.
- Update the website on a regular and timely basis to ensure that time sensitive information is available for viewing as soon as feasible.
- Retrieve and respond to E-mail via the website and distribute appropriately to the Board members.
- Develop, maintain and update appropriate links to other APA related web sites, including APA, APA California Chapter, other local sections, planning organizations, cities and firms engaged in activities that support the Purposes of the Section.
- Provide a smooth transition to the incoming administration, including such items as web site access, training, administrative information, activity logs, a memorandum of procedures, references and other materials.
- Maintain a calendar of Section newsletter publication dates and Section events.
- Oversee and administer an annual Website administration budget.

15. Municipal Elected or Appointed Representative

- Reflect the planning officials' perspectives on planning and planning issues in the Section.
- Increase commission and board participation in the Section, APA California, and APA.
- Assist the Director for Professional Development with developing forums and opportunities to increase commission and board involvement.

ARTICLE 6: ELECTION OF SECTION DIRECTORS AND OFFICERS AND TERMS OF OFFICE

6.1 ELECTED OFFICERS AND BOARD TERMS

1. Elected Officers

The term of office of Elected Officers shall be two (2) years, commencing on January 1st. The terms of the Section Director, Assistant Section Director, and Director for Professional Development shall begin on January 1st of odd-numbered years. The term of Director for Administration and Finance and Director for Membership and Public Information shall be for two (2) years, beginning January 1st of even-numbered years. Division Directors shall serve for one (1) year beginning on the date of their appointment.

2. Appointed Positions

At the first meeting in January following installation of the newly elected positions, the Section Director shall entertain recommendations from the Executive Committee for appointment to the positions listed in Section 4.2. The appointed positions are one (1) year terms. Re-appointments will be considered at the first meeting in January following the installation of newly elected positions. Appointed Officers and Committee Representatives must agree to the duties associated with the position. When appropriate, candidates for appointed positions will be required to provide a written statement to be considered by the Board indicating the reasons why the applicant wants to be appointed to the position. The Section Director shall entertain recommendations from the Board regarding each appointed position and the Board must

approve an appointed position by a majority vote. In between Board meetings, voting may take place via conference calls or e-mail.

6.2. ELECTION PROCESS, NOMINATION OF ELECTED OFFICERS, AND VACANCIES

1. Election Policies

The Chapter Bylaws require each Section to establish policies and procedures for the election of Section officers. Such election policies and procedures shall be consistent with the goals described in 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 the Section publications.

2. Nominations of Elected Officers

A Nominating Committee of three (3) Section members, not seeking an elected position, shall be appointed by the Assistant Section Director prior to September 1st of each year. The Nominating Committee shall actively solicit nominations and shall review all nomination petitions submitted by candidates running for office to verify authenticity of signatures and compliance with minimum qualifications. In the event that the Assistant Section Director is unable to appoint a Nominating Committee Board members not seeking re-election shall serve as the Nominating Committee.

Any Section member (including incumbent Executive Committee members) seeking an elected officer position, shall submit to the Nominating Committee a written request for consideration. Candidates may also submit a candidate's statement not exceeding one (1) page in length, 8-1/2 inches by 11 inches. Candidate's statements will be included with the Ballots if they are received by October 1st.

The Nominating Committee shall submit all candidates meeting the minimum qualifications for inclusion on the election ballot. For those positions without candidates (if any), the Nominating Committee shall select and submit candidate names. Candidates running for Section Director will have previously served on the Executive Committee for at least one (1) year.

For those positions without candidates, the Executive Committee by majority vote shall submit candidates' names that are considered a "write-in." All write-in positions shall be in good standing with APA and the Section. Each candidate must agree to the duties associated with the position. "Write in" candidates will be accepted as legitimate candidates running for office as long as they meet minimal qualifications as determined by the Section Board.

3. Eligibility to Vote and/or Hold Office

Those eligible to vote in elections for Elected Officers and/or hold office as an Elected Officer shall be all Members of the Section, as defined in these Bylaws.

4. Election and Election Results

Elections shall be conducted by secret balloting prior to October 30th of each year. Ballots shall be mailed or e-mailed by the Director of Membership and Public Information on or before

October 30th to each member of the Central Section listed on the official roster provided by National APA. Ballots shall be returned to the Section Director and tallied by the Nominating Committee. Votes submitted for consideration must be made by members in good standing and validated by the Nominating Committee.

Candidates receiving the largest number of qualified votes shall be declared elected. The results of the vote shall be published and all candidates notified of the results prior to December 15th each year. Elected officers shall take their elected positions on January 1st.

Summary of Election Schedule:

- **September 1:** Nominating Committee formed and begins soliciting nomination petitions.
- **October 15:** Deadline for submission of nomination petitions.
- **October 30:** Elections shall be commenced by Section balloting
- **November 30:** Final date for Section members to return ballots to the Assistant Section Director.
- **January 1:** New Officers assume office.

5. Vacancies

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. In the case that Section Board discussion occurs about why an appointment to fill a particular unexpired term should not be made, a majority vote of the Section Board members may call for a special election. If for any reason the Director for Administration and Finance is replaced mid-term, the Section Director will immediately contact the VP of Administration and send or review all accounting information with the VP of Administration and Chapter bookkeeper before any accounting activities are assumed by the new Director for Administration and Finance.

The Section Director, with the concurrence of at least 50 percent of the Executive Committee, shall fill vacancies of Elected Officers occurring during the year. Officers so appointed shall serve the unexpired terms of their predecessor in office. In the event the vacancy occurs in the position of Section Director, the Section Director – Elect shall assume the position until the Executive Committee meets and confirms the appointment with the concurrence of at least 50 percent of the Executive Committee. If the Section Director - Elect is not confirmed, the Executive Committee shall appoint an Elected Officer with the concurrence of at least 50 percent of the Board, or call a special election.

In the event no one is elected to a particular position of the Executive Committee during the annual election, the Section Director, with concurrence of at least 50 percent of the Executive Committee, shall appoint a member in good standing to fill the position within thirty (30) days of the Section Election.

6. Special Elections

In the event that vacancies on the Board necessitate a special election to fill any vacant elected position such an election may be held at any time with the concurrence of at least 50 percent of

the Board. Special elections shall be carried out pursuant to these Bylaws. An officer elected during a special election shall serve out the term of the vacant position.

6.3. NON-PERFORMANCE OF ELECTED OFFICERS AND APPOINTED BOARD MEMBERS

1. Elected Officers

Any Elected Officer may be removed from office for non-performance upon a motion adopted by two-thirds (2/3) of the Section Board. A motion will require that:

The grounds for non-performance must be submitted to the Board. These may include non-attendance at three (3) or more Board meetings or committee meetings in one year, failure to execute adopted programs and duties, including legal liability for the Section or California Chapter based on dilatory performance of duties, misconduct or dereliction of duty, conflict of interest with a Section position, or other criteria that may be added to this Subsection.

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 submission of grounds; and the second to consider submission of the response by the director charged and to allow the Board to then sustain or deny the motion.

2. Appointed Officers

Appointed Board Members not fulfilling responsibilities as assigned in the Section bylaws may be removed by action of the Board at a Board meeting by a minimum majority vote of the Board. An appointed Board member shall have the opportunity to correct inappropriate action or inaction before the scheduled Section Board action for removal.

ARTICLE 7: CONDUCT OF SECTION BUSINESS

7.1 Annual Retreat

An annual retreat shall be held once a year. The retreat shall be held at a time and location selected by the Board. Additional retreats may be held at a time and location selected by the Board. If any actions are taken at a Section annual retreat, 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.

7.2. Board Meetings

Board meetings shall be held according to the adopted "Meetings Calendar". At least six (6) meetings shall be held a year, at a time and location selected by the Board, and may be conducted in person, by conference call, or online as permitted by applicable law. The Section Director may also call such meetings as deemed desirable to carry out the purposes and objectives of the Section. Meetings shall be conducted pursuant to Robert's Rules of Order.

7.3. Emergency 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. If an emergency meeting is required, the Section Director shall convene an in-person

meeting of a quorum of Section Board members, Elected or Appointed. However, if an in-person meeting is not possible, a conference call or email vote may occur at the discretion of the Section Director in consultation with the other Elected Officers.

7.4. Notice of Board Meetings

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

7.5. Board Quorum

A simple majority of the Executive Committee, as defined in these Bylaws, shall constitute a quorum for the purposes of transacting business at a meeting of the Executive Committee. A majority of those present, Elected or Appointed, may take action on administrative and/or ministerial items unless otherwise specified in the Bylaws.

7.6. Robert's Rules of Order

Robert's Rules of Order shall govern Section 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.

7.7. Record Retention

Records shall be retained at a minimum of five years by each board member. Records retained include documents such as newsletters, meeting minutes, program flyers and professional development information, etc. The Section Director shall retain the Section records. These shall be passed on to the next elected Section Director. Financial records shall be maintained by the Director of Administration and Finance.

ARTICLE 8: FINANCIAL POLICIES OF THE SECTION

8.1. MANAGEMENT OF SECTION FINANCES AND BUDGET

The Section finances shall be managed consistent with the Chapter Bylaws and Chapter Financial Policies. The Section shall spend its revenue obtained from all sources to achieve the purposes and objectives listed in the Section Bylaws *Section 2 – Purposes of the Section*. The Section Board shall adopt an annual Section budget which shall be reviewed and approved by the Board by a majority vote with income and expense budget line items consistent in category and format with those included for the Section in the Chapter Chart of Accounts. The Section shall contract with the Chapter bookkeeper to provide at minimum preparation and review of the monthly statements, quarterly reports, annual report, and 1099s. The Section Director for Administration and Finance shall provide all information necessary required by the Chapter to file annual Chapter tax returns as outlined in the Chapter Financial Policies.

8.2. REQUESTS FOR FINANCIAL SUPPORT/CONTRIBUTIONS

Requests for financial support/contributions which are presented to Section require an affirmative vote of two-thirds (2/3) of the Executive Committee. The criteria to determine if an allocation is appropriate includes the following:

- A budgetary line item shall exist under the Section's operating budget for financial support/contributions.
- The recipient shall provide the Executive Committee with detailed information pertaining to the activity in which a contribution would be utilized.
- The activity of the recipient shall be in accordance with Central Section's objectives as described in Article II, Statement of Purposes, contained in the Central Section Bylaws.
- As a general rule, the Board will consider requests for financial support/contributions from members of the Central Section first. Requests from persons, agencies and/or other APA affiliated organizations will only be considered when compelling reasons are provided.
- Funding for other programs sponsored by other agencies and/or organizations will not typically be considered.

8.3. BOARD MEMBER EXPENDITURES

For non-budgeted expenditures over \$150, the Executive Committee must approve the amount (may be e-mail vote) prior to releasing funds to a Board member. For all other expenditures, the Board member must submit a check request form with back-up documentation (e.g., receipt) to the Director of Administration and Finance for reimbursement. All expenditures shall be in accordance with the adopted budget for Section.

8.4. BANKING INFORMATION ACCESS AND MAINTENANCE

The current Section Director and Director for Administration and Finance shall be the two individuals listed on the Section's bank account. The current Director for Administration and Finance shall maintain possession of the Section's check book. In-line with their respective duties, both the Section Director and Director for Administration and Finance will have access to a debit/credit card associated with the Section's bank account. Any and all expenditures associated with the account shall be in accordance with the currently-adopted by-laws of the Section regarding financial activities.

To ensure appropriate and timely transition of financial materials, the following procedures will take place following the election and/or removal of a Section Director and/or Director for Administration and Finance:

- Within 90 days of assuming office, the incoming/outgoing officer(s) shall coordinate with the current Section Director and/or Director for Administration and Finance, as appropriate, to arrange for the placement/removal of their respective names on the Section's banking account. This process entails an in-person meeting at a local branch of the financial institution in which the Section maintains their bank account. New account representatives will be required to submit the necessary documentation to allow for the signatory authority to be assumed.

Outgoing officers will surrender any Section-associated check books, debit/credit cards, and/or other associated financial materials to the current Section Director and/or Director for Administration and Finance within 30 days of leaving office.

ARTICLE 9: ADOPTION AND AMENDMENT OF BYLAWS, INITIATIVE AND REFERENDUM

9.1. ADOPTION OF SECTION BYLAWS

The Section shall adopt and maintain bylaws to govern Section affairs that are consistent with the Chapter bylaws and at a minimum contain: establishment of the Section Board, duties of board members, Section meetings to carry out the purpose and objectives of the Section, and management and accounting of Section finances. The Section Bylaws shall be the primary governing document of the Section. Operating procedures for various activities shall be developed and kept in an electronic location accessible to Section members. Adoption of these By-Laws shall be by a two-thirds (2/3) affirmative vote of the filled seats of the Section Board.

9.2. AMENDMENT AND ADOPTION OF SECTION BYLAWS

The Section Director, with concurrence of the Board, may appoint a subcommittee to draft revisions to adopted Section bylaws. Depending on the complexity of the revisions, issues may be identified or draft language may be presented to the Section Board by the subcommittee. The full text of drafted bylaws amendments shall be presented to the Section Board in writing and placed for member review on the Section website 30 days prior to a vote. A two-thirds (2/3) affirmative vote of the filled seats of the Board shall be required to approve amendments to these bylaws. The effective date of the amendment shall be the date of the affirmative vote unless otherwise specified prior to the vote.

9.3. INITIATIVE AND REFERENDUM

Upon receipt of a petition signed by not less than 10% of the members of the Section who are eligible to vote in accordance with Article V, the Section Board shall cause any initiative or referendum measure to be placed on the ballot used for Elected Officers, and be voted upon in accordance with the procedure set forth in these bylaws for the election of Section Board officers. A majority of those voting, regardless of number, will determine the issue.

ARTICLE 10: PROCEDURE FOR ESTABLISHING SECTION POLICY

10.1. SECTION POLICIES AFFECTING INTERNAL AFFAIRS

The Section Director, with the concurrence of the Executive Committee, may from time to time, establish policies as necessary for the management of Section internal affairs, consistent with the provisions of these By-Laws.

10.2. SECTION POLICIES AFFECTING EXTERNAL AFFAIRS (PUBLIC STATEMENTS)

1. Public Statements - Authorization

No member or officer, elected or appointed, shall represent the Section in making public statements of policy or position, written or oral, without the prior authorization of the Executive Committee.

2. Public Statements - Procedure For Determining Policy Position.

Public statements of Section policy and/or position should:

Not be made for or against any candidate for public office. Candidates for professional office of a Chapter or National APA level are excluded.

Be made only if the policy or position:

Receives a majority affirmative vote of voting Section members. Section members shall vote by mailed ballot or at a Section meeting if the policy or position statement is placed in the newsletter or mailed to the members with an announcement of the date, time and place of the Section meeting where the vote will take place. The vote may not occur unless at least ten (10) days notice is given.

If time constraints prevent a vote of the membership, the full Executive Committee, by a two-thirds (2/3) affirmative vote, may publicly support a policy or position statement at a regular or special meeting of the Executive Committee.

3. Exclusions

This subsection shall not exclude the Section from participating in other organizations or events wherein public statements of policy or position are made on behalf of or in the name of said other organization or event.

ARTICLE 11: BOARD MEMBER ETHICS, INDEMNIFICATION, CONFLICT OF INTEREST, AND BOARD DISSOLUTION

11.1 ETHICS

Section Board Members who are members of the American Institute of Certified Planners are subject to the AICP Code of Ethics in their behavior related to Board activities.

11.2 CONFLICT OF INTEREST

If any Section Board member has a financial or personal interest in any matter coming before the Board, that affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

11.3 INDEMNIFICATION

The California Chapter Board of Directors, on behalf of the Chapter, shall provide the Sections with Officers and Directors insurance and General Liability insurance, the Section's share to be paid by the Section, to indemnify any Section Board member fulfilling their duties for whom indemnification is permitted under California law, up to the fullest extent permissible under the law.

11.4 BOARD DISSOLUTION

Pursuant to the process described in Article 16– Dissolution of the Chapter bylaws, if the Chapter is dissolved by a two-thirds vote of the Board of Directors, the Central Section of the California Chapter of the American Planning Association is also dissolved.

ADOPTED BY THE CENTRAL SECTION, CALIFORNIA CHAPTER OF THE AMERICAN PLANNING ASSOCIATION ON _____. First Revision: July 28, 1989; Second Revision: July 15, 1994; Third Revision: March 20, 1997, Fourth Revision: June 11, 2007. Fifth Revision: February 8, 2018, Sixth Revision: _____.