



American Planning Association
**California Chapter
Northern**

SECTION BYLAWS

Each Section Bylaws shall at a minimum include the following required articles:

- Article 1. SECTION NAME, AREA SERVED, AND NON-PROFIT NATURE OF THE SECTION
 - Article 2. PURPOSES OF THE SECTION
 - Article 3. SECTION MEMBERSHIP
 - Article 4. SECTION BOARD OF DIRECTORS
 - Article 5. DUTIES OF SECTION DIRECTORS AND OFFICERS
 - Article 6. ELECTION OF SECTION DIRECTORS AND OFFICERS AND TERMS OF OFFICE
 - Article 7. SECTION BOARD MEETINGS
 - Article 8. FINANCIAL POLICIES OF THE SECTION
 - Article 9. ADOPTION AND AMENDMENT OF SECTION BYLAWS, INITIATIVE AND REFERENDUM
 - Article 10. BOARD MEMBER ETHICS, INDEMNIFICATION, CONFLICT OF INTEREST, AND BOARD DISSOLUTION
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ARTICLE I. SECTION NAME, AREA SERVED AND NON-PROFIT NATURE

The name of this Section of the American Planning Association (APA), California Chapter shall be the American Planning Association California Northern Section (hereafter referred to as “APA California - Northern” or “the Section”). The area served by the Section shall be 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. 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 (hereafter referred to as “California Chapter,” “the Chapter,” or “APA California”), 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 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.

The purpose of APA California - Northern shall be to carry out and promote planning-related activities and continuing education functions, as follows:

1. Provide an arena for communications and exchange of information among those engaged or interested in planning related activities;
2. Provide membership awareness and involvement in the affairs of the Chapter and Section;
3. Increase public awareness of the importance of planning;
4. Encourage a high degree of ethics and professionalism in the conduct of its members;
and
5. Provide occasional social and educational functions in order to foster a sense of community within and among its members.

ARTICLE 3. SECTION MEMBERSHIP

3.1 MEMBERSHIP ELIGIBILITY

California Chapter members whose address of record, as provided to the APA National (hereafter referred to as “APA,” “National,” or “APA National”) or California Chapter office, are in 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 shall automatically be a member of this Section.

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. (See *Section 3.2 – Members of APA Residing in California* of the California Chapter Bylaws for a further description of roles and restrictions.)

3.3 MEMBERS OF APA NOT RESIDING IN CALIFORNIA

A member of APA whose address of record is outside California may, upon payment of California Chapter dues, be a non-resident member of the California Chapter. Non-resident members shall have the same privileges as Chapter-Only members, except that they shall not hold any Chapter or Section office and shall not vote in Chapter or Section elections.

3.4 MEMBERS OF CALIFORNIA CHAPTER-ONLY

Persons who are not members of APA may choose to be California Chapter-Only members 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, Director-Elect, Immediate Past Director, Professional Development Director, or Treasurer.

ARTICLE 4. SECTION BOARD OF DIRECTORS

4.1 ELECTED MEMBERS

The Elected Officers of the Section shall be the Section Director, Director-Elect, Administrative Director, and Treasurer.

4.2 APPOINTED MEMBERS

A description of the duties and functions of Appointed Officers is found in Article 5 of these Bylaws. Appointed officers shall be voting members of the Section Board. Appointed Members shall have the right to vote on Section Board items except for positions outlined in Article 4.7 and 5.

Appointed officers may select an alternate to represent them at the Section Board meetings. Alternatives acting for an Appointed Officer will be a full voting member of the Section Board.

The Section Director may appoint additional officers to fulfill specific Section duties.

Appointment of officers requires the approval of at least two of the following: Director-Elect, Administrative Director, and Treasurer.

An Appointed Officer may be removed for any valid reason by the Section Director with the approval of at least two of the following: Director-Elect, Administrative Director, and Treasurer.

4.3 SECTION BOARD

The Section Board consisting of Elected Officers and Appointed Officers shall be responsible for the operation and administration of the APA California - Northern.

4.4 EXECUTIVE BOARD

The Section Board may appoint an Executive Board, consisting of Elected Officers enumerated in Article 4.1.1, plus designated Appointed Officers (see Article 4.7, below) to conduct the day-to-day operation and administrative functions of the Section Board between meetings of the Section Board. Policies and procedures are to be determined by the Section Board.

Executive Board duties shall include coordinating subgroups to provide for more efficient Section Board meetings, and working towards achieving Section goals. The Executive Board may meet as often as needed, and may be reconfigured as needed.

4.5 SECTION CONTRACT REQUIREMENTS FOR INDEPENDENT CONTRACTORS, STUDENT INTERNS, AND SPEAKERS

The Section may contract with other independent individuals or entities as deemed necessary by the Section Board to carry out the purpose and mission of the Section. It is recommended that Section contracts with independent contractors be reviewed by legal counsel and executed by the Section Director. In addition contracts must meet labor law requirements for independent contractors and student interns.

INDEPENDENT CONTRACTORS:

In light of changes required by AB 5 (2019) and AB 2257 (2020) related to when persons are considered employees or independent contractors, the Section shall include the following in any contract for consultants/sole proprietors so they will be able to qualify themselves under the general business-to-business exemption labor laws by:

1. Maintaining a business license;
2. Providing formal invoices;
3. Making themselves available to work for multiple client businesses;

4. Meeting other specified conditions in Section 2776; and
5. Moving from a sole proprietor to an LLC or corporation.

STUDENT INTERNS:

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

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

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

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

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

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

If the Chapter or Section decides to hire an unpaid intern, the unpaid intern must sign an agreement acknowledging that the student understands that the position will be unpaid. Contact the Chapter for the written waiver template before securing the student.

SPEAKERS:

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

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

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

4.6 SECTION COMMITTEES

As deemed necessary by the Section Board, Committees shall be established and Committee Chairs shall be appointed. The purpose of these committees shall be to address specific and ongoing activities or issues of the Section. Committees shall report directly back to the Section Board. Committees may include, but shall not be limited to, the following:

1. Awards and Jury Selection
2. Board Recruitment
3. Budget
4. Communications
5. Diversity
6. Election Nomination

7. Ethics
8. Events
9. Legislative Review
10. Mid-Career Planners
11. Newsletter and Northern News
12. Young and Emerging Planners

The term of Committees shall automatically expire upon delivery of a final report to the Section Board or as otherwise determined by the Section Board.

4.6 COMMITTEE MEMBER VOTING STATUS

The Committee shall be an advisory body to the Section Board but shall have no right to vote on Section Board items unless the Committee member is otherwise a voting member of the Section Board.

ARTICLE 5. DUTIES OF SECTION DIRECTORS AND OFFICERS

5.1 DUTIES OF SECTION BOARD

The Section Board duties shall be:

1. Establish policies, formulate programs and provide guidance in carrying out the purpose of the Section;
2. Adopt an annual Section budget;
3. Authorize the appointment of independent contractors deemed necessary to assist in carrying out the affairs of the Section;
4. Receive and consider resolutions, petitions and recommendations from the members of the Section;
5. Notify the Section members of the Section meetings and events;
6. Conduct the Section's correspondence;
7. Consider and authorize the formation of subsections (or "regions") or functional departments within the Section; and
8. Perform any other duties necessary or desirable to carry out the purposes of the Section.

5.2 SECTION DIRECTOR

The duties of the Section Director shall be to:

1. Preside at Section Board, Executive Board, and Section Director Meetings;
2. Preside at all/relevant Section events;
3. Appoint, with consent of the Board, all Section Committees, except for the Election Nomination Committee, committees formed by Section Board members to facilitate

their duties, or other committees explicitly noted for appointment by other Section Board member;

4. Represent the Section at official functions;
5. Represent the Section at press conferences, as necessary;
6. Work with the Treasurer in preparing and submitting an annual and mid-year budgets to the Board for adoption;
7. Serve on the APA California Board as the Section's representative and relay relevant information to the Board;
8. Carry out the policies and programs established by the Board and be responsible for the management of the affairs of the Section;
9. Prepare monthly Director's Notes for publication in the Northern News;
10. Submit Planner Emeritus Network (PEN) nomination with assistance of the Section Historian (and/or Awards Committee);
11. Review all Board and Executive Board agendas before publication; and
12. Perform other duties as are customary to the office of the Section Director, consistent with the Bylaws.

5.3 DIRECTOR-ELECT

The duties of the Director-Elect shall be to:

1. Fill in as Section Director whenever Section Director is not available;
2. Convene the annual Section Board Retreat;
3. Attend the annual Chapter Retreat (year prior to becoming Section Director);
4. Develop Board and Executive Board Meeting agendas with Section Director and Administrative Director;
5. Coordinate vacancy recruitment;
6. Facilitate, or designate a delegate to facilitate the onboarding of new Section Board members;
7. Maintain the Section's Bylaws and lead the Bylaws Committee in periodic updates to the Bylaws;
8. Lead the Election Nominations Committee for elections;
9. Set monthly or bi-weekly meetings with Section Director (as frequent as agreed to); and
10. Set bi-monthly (or as needed) Executive Board Meetings.

5.4 IMMEDIATE PAST DIRECTOR

The duties of the Immediate Past Director shall be to:

1. Assist the Section Director and the Section Board;
2. Act as mentor; and
3. Lead special projects, as assigned.

5.5 ADMINISTRATIVE DIRECTOR

The duties of the Administrative Director shall be to:

1. Receive and be held responsible for all records, except for financial records or other records explicitly noted as responsible by another Section Board Member, of the Section, and to make such records available for inspection by members upon request;
2. Serve as initial contact for external communication inquiries and primary contact for internal Board communications;
3. Create Board and Executive Board Meeting agenda template and share with Director-Elect;
4. Request and assemble bi-monthly report of Board Member activities;
5. Finalize and distribute Board and Executive Board Meeting agenda packets;
6. Draft Board and Executive Board Annotated Agendas;
7. Send out calendar invites to Retreat, Board, and Executive Meetings once scheduled;
8. Serve as backup to the Professional Development Director and Distance Education Coordinator to publicize Section professional development activities and networking events on the Section website;
9. Maintain [Board Roster](#) and [Action Item Tracking List](#); and
10. Submit Annual Report to Chapter.

5.6 TREASURER

The Treasurer shall have a working knowledge of accounting procedures, including posting debits and credits into accounting software, balancing accounts and reconciling statements, and other financial practices as specified by Chapter Financial Policies. The duties of the Treasurer shall be to:

1. Prepare an annual budget for submittal to the Section Director;
2. Receive and be held accountable for all Section accounts and funds and to make proper authorized disbursement of said funds, including those received through an electronic transfer website;
3. Collect or to designate a person responsible to collect money at events that requires a fee;
4. Work with any bookkeeper or other finance professional hired to assist with prescribed financial duties, such as taxes and annual reporting requirements;
5. Submit financial reports to the Section Board; and
6. Submit quarterly financial reports, including an end of the year financial report to the Chapter.

5.7 DUTIES OF APPOINTED OFFICERS

The duties of Appointed Officers, as defined in Appendix A or as defined at the time of their appointment and may be amended by the Director with consent of at least two Elected Officers.

5.7.1 AWARDS PROGRAM DIRECTOR

The duties of the Awards Program Director(s) shall be to:

1. Work with Communications Director to publicize the Section's annual awards program and solicit nominations;
2. Facilitate Jury Selection Committee to evaluate the nomination applications to select winners in each category;
3. Work with Events Program Manager to organize an annual Awards Gala for the purpose of honoring award winners; and
4. Organize and lead the Awards Committee.

5.7.2 CALIFORNIA PLANNING FOUNDATION (CPF) LIAISON

The duties of the CPF Liaison shall be to:

1. Coordinate with CPF and attend the monthly meetings;
2. Coordinate with Board Members to promote CPF Scholarships at Section meetings/events and through Section communication channels;
3. Fundraise for CPF Scholarships for Section planners; and
4. Coordinate with the Events Program Manager and/or serve on the Section Holiday Party Committee as the primary fundraising opportunity for CPF.

5.7.3 COMMUNICATIONS DIRECTOR

The duties of the Communications Director shall be to:

1. Develop and oversee the communication program for the Section, including coordinating with Section Board Members to publicize Section activities and programs via the newsletter, website, social media and other forms of communication;
2. Assist Section Board Members and event coordinators in notifying local press of Section activities and programs;
3. Oversee the preparation, editing and publishing of the eNews to members and the public; and
4. Assist the Northern News Editor in preparing and publicizing the Section newsletter; and Coordinate with the Communications Director and/or Social Media Coordinator to ensure that information about Section events and other communications is disseminated on the Section's official social media channels.

5.7.4 DISTANCE EDUCATION COORDINATOR

The duties of the Distance Education Director shall be to:

1. Plan, coordinate, and host workshops, lectures, and training sessions along with Northern Section and other Chapter/Section event coordinators;
2. Develop goals and objectives for the Section distance learning program;
3. Develop distance education courses, or online version of in-person courses, as needed;
4. Work with Communications Director to promote distance education courses to appropriate audience and identify target “market;” and
5. Identify, evaluate, and launch various distance learning delivery methods (e.g. different platforms, rather than just Zoom; or different teaching styles that are more effective than others).

5.7.5 DIVERSITY DIRECTOR

The duties of the Diversity Director(s) shall be to:

1. Provide input to the Section Board related to the special needs of Planners of Color (POC), Students of Color (SOC), and marginalized communities within the Section, as appropriate;
2. Organize educational meetings and workshops for members around the issues of diversity, inclusion, and equity;
3. Contribute articles on diversity, inclusion, and equity to the Communications Director, Newsletter Editor, and Social Media Coordinator for distribution among the Section’s various communication channels;
4. Maintain the diversity email listserv;
5. Attend monthly statewide virtual teleconference Inclusion Director check-in meetings hosted by the Chapter’s Vice President of Equity and Inclusion; and
6. Help to shape the Diversity Summit that occurs during each Chapter Conference (i.e. contact potential speakers, host diversity happy hour during conference).

5.7.6 ETHICS REVIEW DIRECTOR

The Ethics Review Director shall be a qualified member of AICP during their tenure. The duties of the Ethics Review Director shall be to:

1. Promote the AICP Code of Ethics and Professional Conduct;
2. Partner with the Professional Development Director and Legislative Director to coordinate an annual event to earn ethics and law Certification Maintenance (CM) credits;
3. Advise planners how to negotiate ethical and moral dilemmas;

4. Prepare and submit articles to Northern News regarding any ethics-related topics of interest; and
5. Assist in AICP training regarding ethics, as requested.

5.7.7 EVENTS PROGRAM MANAGER

The duties of the Events Program Manager shall be to:

1. Facilitate Section signature events, such as the Annual Holiday Party;
2. Serve on the Awards Gala Subcommittee and assist the Awards Program Director on the planning and implementation of the Awards Gala;
3. Serve as a liaison between event coordinators, the Executive Board, and the Section Board;
4. Evaluate Section event programming and events to ensure a broad range of regions and topics are covered; and
5. Serve as a resource for event hosts by maintaining a resources toolkit, including event proposals, best practices, and standard operating procedures.

5.7.8 INTERNATIONAL PROGRAM DIRECTOR

The duties of the International Program Director(s) shall be to:

1. Arrange educational trips abroad for the benefit of APA members and others interested in planning practices internationally;
2. Organize international collaboration programs related to furthering an understanding of planning issues and projects worldwide; and
3. Coordinate activities and interaction with visiting planners from other nations or countries and others interested in international planning efforts.

5.7.9 LEGISLATIVE DIRECTOR

The duties of the Legislative Director shall be to:

1. Monitor proposed and adopted local, state, and national legislation and judicial decisions that affect the planning profession;
2. Collaborate with other Legislative Directors throughout the Chapter and appoint others to assist in the monitoring and review of legislation and judicial decisions, as necessary;
3. Publicize legislation and judicial actions to Section members;
4. Partner with the Professional Development Director and Ethics Review Director to coordinate an annual event to earn ethics and law Certification Maintenance (CM) credits; and

5. Coordinate and participate with Chapter on components of its Policy and Legislation Program (e.g., Legislative Platform, position letters, Legislative Review Team).

5.7.10 MARKETING AND SPONSORSHIP MANAGER

The duties of the Marketing and Sponsorship Manager shall be to:

1. Work with the Communications Director with input from the Executive Board to implement a plan to raise funding and increase Section awareness, through but not limited to sponsorships, fundraising, and advertisements;
2. Manage a list of existing and prospect sponsors and track their donation status;
3. Develop, with input from other officers, and maintain a sponsorship package, including advertising and collateral materials, to be used in soliciting sponsorships, fundraising, and advertisements;
4. Proactively solicit paid advertisements and fundraising from businesses and individuals who provide planning-related services, to fund all Section programs and activities, such as Section events and the newsletter;
5. Serve as primary point-of-contact on communications and support between the Section Board and sponsors; and
6. Coordinate with the Treasurer for routine billing and collections for sponsorships and advertisements.

5.7.11 MENTORSHIP DIRECTOR

The duties of the Mentorship Director shall be to:

1. Implement Mentorship Program for the Section;
2. Recruit mentors and mentees;
3. Facilitate matches and virtual introduction of mentors and mentees;
4. Organize kick-off and wrap-up socials;
5. Maintain files for all current, pending, and past mentors and mentees;
6. Work closely with other Board Members, including the RACs, Young and Emerging Planners, and Mid-Career Planners Group Director, to publicize and organize mentorship events;
7. Maintain Mentorship webpage on Section website with registration information and resources;
8. Maintain and update program and outreach collateral; and
9. Coordinate a post-participation evaluation survey for all mentors and mentees.

5.7.12 MID-CAREER PLANNERS GROUP DIRECTOR

The duties of the Mid-Career Planners Group Director shall be to:

1. Organize and provide a forum for professionals with 10-25 years of experience working in a planning or planning-related field to cultivate professional growth through career building programs, social events, and mentoring opportunities;
2. Work closely with other Section Board Members, such as the Professional Development Director, Events Program Manager, and RACs, to publicize and organize events; and
3. Work with the Communications Director, Social Media Coordinator, and Technology Manager to keep current on new ways to communicate with mid-career planners.

5.7.13 NORTHERN NEWS EDITOR

The duties of the Northern News Editor shall be to:

1. Oversee the preparation, editing, and publishing of the Section's newsletter on the Section website;
2. Chair the Newsletter Committee; and
3. Work with the Technology Manager to maintain relevant articles on the web.

5.7.14 PLANNERS4HEALTH COORDINATOR

The role of the Planners4Health Coordinator shall be to:

1. Increase awareness on the intersection of health and planning;
2. Create and support professional development opportunities for planners to highlight areas where public health and planning intersect; and
3. Serve as a liaison between the Section and state and national Planning for Health initiatives.

5.7.15 PROFESSIONAL DEVELOPMENT DIRECTOR

The Professional Development Director shall be a qualified member of AICP during their tenure of office. The duties of the Professional Development Officer shall be to:

1. Organize and develop, with assistance from the Distance Education Coordinator (DEC), the Regional Activity Coordinators (RACs), and the Planners4Health Coordinator, professional development programs for the continuing education of practicing planners. This program shall be coordinated with those of partner organizations, universities, and APA California;
2. Collaborate with the Chapter and other Sections to help promote AICP and to provide resources for Section members planning to take the AICP exam;
3. Work with the Communications Director, Newsletter Editor(s), and Social Media Coordinator to publicize professional development events;

4. Work with partner organizations to collaborate on events that benefit the membership as a whole;
5. Work with the Ethics Review Director and Legislative Director to coordinate an annual event to earn ethics and law Certification Maintenance (CM) credits; and
6. Organize and manage a Planning Commissioners Training program.

5.7.16 REGIONAL ACTIVITY COORDINATORS (RACs)

The RACs shall be represented on the Section Board by geographic designation. The duties of the RACs shall be to:

1. Serve as the principal link between the Section and individual members in specified geographic regions in the Section and ensure their specific needs are met by the Board;
2. Organize meetings and workshops for members in their geographic regions and assist the Professional Development Director in carrying out the Section's professional development programs; and
3. Host social functions in order to foster a sense of community and networking opportunities within and among Section members.

5.7.17 SECTION HISTORIAN

The duties of the Section Historian shall be to:

1. Coordinate the annual Planner Emeritus Network (PEN) honor award nomination for the Section in conjunction with the Awards Program;
2. Compile and submit annual Section archive materials to Chapter Historian; and
3. Work with the Technology Manager and the Board to maintain and update the Section archive.

5.7.18 SOCIAL MEDIA COORDINATOR

The role of the Social Media Coordinator shall be to:

1. Regularly disseminate Section news, events, and announcements across the Section's official social media channels ([Facebook](#), [Instagram](#), [Twitter](#), and [LinkedIn](#));
2. Coordinate with the Communications Director, Editor(s), and other Board Members, as appropriate, to strategize on communications strategies;
3. Build brand awareness by creating and editing written, video, and photo content;
4. Engage with users and respond to social media messages, inquiries, and comments;
5. Set social media goals, review analytics, and report on key performance metrics;

6. Develop creative campaigns to garner user engagement or event promotion; and
7. Stay up-to-date with changes in social platforms and advise the Communications Director of emerging trends and issues.

5.7.19 STUDENT REPRESENTATIVES

The Student Representatives shall be full-time student(s) enrolled in a state-accredited college or university. The student shall be engaged in planning or planning-related course work. The Section Board shall request a nomination from all colleges and universities in the Section with PAB-accredited planning programs and may request a nomination from other institutions offering course work in planning and related fields. Selection shall be made by appointment, in accordance with Article 4.2. The duties of the Student Representative(s) shall be to:

1. Collaborate with the University Liaison and advise the Section Board concerning student affairs;
2. Serve as liaison with colleges/universities with planning programs and their students;
3. Encourage student membership in the APA;
4. Improve student/professional interaction at Section programs by:
 - a. promoting Section events, activities, and trainings;
 - b. encouraging participation in the mentorship program; and
 - c. working with the CPF Liaison to promote CPF scholarships;
5. Serve as liaison between the Chapter Student Representative, students, and the Board; and
6. Assist in the recruitment process for future Student Representatives.

5.7.20 UNIVERSITY LIAISON

The duties of the University Liaison shall be to:

1. Mentor and collaborate with the Student Representatives to help improve student/professional interaction at Section programs and activities;
2. Promote APA to colleges/universities with planning or planning-related programs throughout the Section that do not have a Student Representative on the Section Board;
3. Maintain a list of primary staff and student contacts colleges/universities with planning or planning-related programs throughout the Section;
4. Coordinate Student Planning Conferences; and
5. Serve as liaison between the Chapter University Liaison and the Section Board.

5.7.21 TECHNOLOGY MANAGER

The duties of Technology Manager shall be to:

1. Manage the Section's Google Workspace instance; manage users, groups, and Shared Drives;
2. Develop tools and procedures for managing Section passwords for shared technical resource;
3. Update the Section's website on a regular basis, including keeping a current calendar of events and relevant Section and Section Board information;
4. Keep all social and professional networking websites up to date with member information, upcoming events, and other announcements;
5. Coordinate with the Editor(s) in publishing the newsletter in digital format;
6. Coordinate with the Marketing and Sponsorship Manager in displaying calling cards and job recruitment advertisements onto the website;
7. Assist with other Section Board technology needs, as assigned;
8. Coordinate with the Chapter website manager, as needed;
9. Coordinate with the Administrative Director in providing Section Board meeting minutes in a downloadable format; and
10. Work with any independent contractors to maintain and design the website.

5.7.22 YOUNG AND EMERGING PLANNERS GROUP DIRECTOR

The duties of the Young and Emerging Planners Group Director shall be to:

1. Organize and provide a forum for students and other young professionals within the initial 10 years of working in a planning or planning-related field to cultivate professional growth through career building programs, social events, and mentoring opportunities;
2. Work closely with other Section Board Members, including the Events Program Manager, University Liaison, Student Representatives, and RACs, to publicize and organize events; and
3. Work with the Communications Director, Social Media Coordinator, and Technology Manager to keep current on new ways to communicate with young and emerging planners.

5.8 CO-CHAIRS

Any Appointed Officer position may include a co-chair, upon demonstration of necessity of a co-chair arrangement to accomplish assigned duties of the position and approval of the Section Board. The Section Board may choose to remove the co-chair position at any time when it's no longer necessary to utilize a co-chair arrangement.

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

6.1 ELECTED OFFICERS AND BOARD TERMS

The term of the Section Director shall be two (2) years, commencing on January 1 of odd-numbered years. The Section Director shall move into the position of the Immediate Past Director after serving two years as Section Director or after the end of the current term, whichever occurs first.

The term of the Director-Elect shall be two (2) years, commencing on January 1 of odd numbered years. The Director-Elect shall move into the position of the Section Director after serving two years as Director-Elect or after the end of the current term, whichever occurs first.

The term of the Administrative Director shall be two (2) years, commencing on January 1 of odd-numbered years.

The term of the Treasurer shall be two (2) years commencing on January 1 of odd numbered years. Any candidate for Section Treasurer shall be knowledgeable in accounting procedures, including posting debits and credits into accounting software, balancing accounts and reconciling statements.

6.2 ELECTION COMMITTEE OR PROCESS, NOMINATION OF ELECTED OFFICERS AND VACANCIES

6.2.1 NOMINATION OF ELECTED OFFICERS

An Election Nomination Committee of not less than three (3) Section Board members shall be appointed by the Director-Elect prior to announcing a call for nomination petitions. The Election Nomination Committee shall actively solicit nominations, and shall review all nominations petitions submitted by candidates running for office to verify authenticity of endorsement and compliance with minimum qualifications.

Any Section member (including incumbent Section Board members) seeking an Elected Officer position shall submit to the Director-Elect a complete nomination petition that shall include the candidate's name, contact information, position being sought, and endorsements by five (5) Section members. Candidates may also submit for publication a candidate's statement not exceeding 500 words.

Additionally, candidates running for Director-Elect shall have served on the Northern Section Board for at least one (1) year in the past five (5) years.

Candidates who do not submit complete nomination petitions or who do not meet the minimum qualifications shall be disqualified by the Nomination Committee.

The Nomination Committee shall submit all candidates meeting the qualifications for inclusion on the election ballot. For those positions without candidates (if any), the Nomination Committee shall select and submit candidate's names.

6.2.2 ELECTION SCHEDULE

Elections shall be conducted by Section balloting prior to December 1 of an election year.

Summary of election schedule:

1. Election Nomination Committee should be formed prior to call for nomination petitions;
2. Announce call for nomination petitions through newsletter and other outlets ;
3. Deadline for submitting petitions should be at least two (2) weeks after initial announcement and Election Nomination Committee shall close the nomination period upon said deadline;
4. Election Nomination Committee reviews submitted petitions and reviews for completeness and candidate qualifications;
5. Director-Elect sends ballots to membership;
6. Deadline for submitting ballots should be at least two (2) weeks after sending out to membership;
7. Election Nomination Committee reviews results;
8. Announce the results; and
9. Elected candidates assume office on January 1 of the following year.

6.2.3 VOTING PROCEDURE

Voting for Section Officers shall be by electronic ballot to all Section members in good standing not less than ten (10) days prior to the date specified for the return of the ballot. "Write in" candidates will be accepted or recognized as legitimate candidates running for office as long as they meet minimal qualifications as determined by the Election Nomination Committee as ratified by the Section Board.

6.2.4 COUNTING OF VOTES

The Election Nomination Committee shall count and verify all votes.

6.2.5 RESULTS OF ELECTIONS

The candidate for each office receiving the largest number of qualified votes shall be declared elected. In the event of a tie, the Section Board shall fill the vacancy pursuant to the procedures outlined in Article 4.3.1.

All candidates, excluding non-successful write-in candidates, shall be notified of the results.

The election results shall be published in the Section newsletter.

6.2.6 UNCONTESTED ELECTION (ELECTION BY ACCLAMATION)

In a situation where, at the close of the nomination period, the number of qualified nominees is not more than one per vacant board position to be elected, as outlined in Section 6.2.1 above, the Director-Elect need not send a ballot to the membership for that position. The single nominee for any such vacant board position shall be considered elected by acclamation.

6.3 BOARD VACANCIES

The Section Board may appoint officers to fill vacancies of Elected Officers that occur during a term through interim appointment by a $\frac{2}{3}$ vote of the Section Board. Such appointed officers shall serve the unexpired term of their predecessor. If for any reason a Treasurer 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/Section bookkeeper before any accounting activities are assumed by the new Treasurer.

In the event that a vacancy occurs in the position of Section Director, the Director-Elect shall fill the position. If a vacancy exists for both the Section Director and Director-Elect positions, then an election shall be called by the Administrative Director or representative of the Executive Committee.

In the event no one is elected to a particular position on the Section Board during the annual election, the Section Director with the concurrence of a majority of the Section Board at a Section Board meeting shall appoint a person to fill the position within thirty (30) days of the Section election results.

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

6.4 NON-PERFORMANCE OF ELECTED OFFICERS AND APPOINTED BOARD MEMBERS

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

1. The grounds for non-performance must be submitted to the Board and may include: non-attendance at Board meetings or committee meetings, failure to execute adopted programs, incurring legal liability for the Section or California Chapter based on dilatory performance of duties, misconduct or dereliction of duty, or other criteria that may be added to this subsection.

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

Appointed Board Members not fulfilling responsibilities as assigned in the Section Bylaws may be removed by action of the Elected Officers or by a motion brought by the Elected Officers to a single Board meeting for action. An appointed Board member shall have the opportunity to correct inappropriate action or inaction before the scheduled Section Board action for removal.

ARTICLE 7. SECTION BOARD MEETINGS

7.1 SECTION BOARD MEETINGS

The Section Director may call such regular and special meetings as deemed desirable to carry out the purposes and objectives of the Section. Section Board meetings shall be held within the boundaries of the Section territory, as outlined in Article 1, and may be conducted in person and/or digitally.

Two or more of the Elected Section Board officers plus six or more of the Appointed Section Board officers shall constitute a quorum for the purposes of transacting business as a meeting of the Section Board. A majority of those present may take action on any given item unless otherwise specified in the Bylaws.

7.2 EXECUTIVE BOARD MEETINGS

Three or more of the Elected Board officers shall constitute a quorum for the purposes of transacting business at a meeting of the Executive Board.

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. 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.

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, and shall comply with *Section V - Section Financial Policies* of the Chapter Financial Policies. The Section shall spend its revenue obtained from all sources to achieve the purposes and objectives listed in the Section Bylaws in Article 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 Sections in the Chapter Chart of Accounts. The Section shall contract with the Chapter/Section bookkeeper to provide at minimum preparation and review of the monthly statements, quarterly reports, annual report and 1099's. The Section Treasurer shall provide all information necessary required by the Chapter to file annual Chapter tax returns as outlined in the Chapter Financial Policies.

The Section shall include additional policies and procedures governing the Section finances which shall include requirements governing the internal financial oversight of the Section finances including:

1. A list of primary revenue sources for the Section.
2. Board member and bookkeeper access to the the Section bank accounts and the financial programs portal (such as Quickbooks).
3. Board approval required to commit the resources of the Section.
4. Reimbursement requirements including receipts.
5. A reserves policy that shall include at least the equivalent of 6 months of operating expenses for the Section, and when funds should be deposited in reserves.
6. How conference profits are to be handled and allocated.

ARTICLE 9. ADOPTION AND AMENDMENT OF SECTION 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 California 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 the bylaws 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 committee 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 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 the 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. BOARD MEMBER ETHICS, INDEMNIFICATION, CONFLICT OF INTEREST, AND BOARD DISSOLUTION

10.1 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.

10.2 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.

10.3 PUBLIC STATEMENTS

10.3.1 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 prior authorization as set forth below in Article 8.2.2.

10.3.2 PUBLIC STATEMENTS - PROCEDURES FOR DETERMINING POLICY OR POSITION

Public statements of Section policy and/or position shall be made only if the policy or position has been authorized through one of the following procedures:

1. Adopted by the Section Board. Adoption shall require a two-thirds (2/3) affirmative vote by the full Section Board at an in-person and/or digital Section Board meeting.
2. Adopted in a vote of the membership by a majority affirmative vote of voting Section members in a referendum submitted by the Section Board. Section members shall vote electronically, by mailed ballots, 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) calendar days' notice is given.

Section membership may submit a petition, signed by 10-percent or more of existing members in good standing, requesting the Section Board reverse a statement position. Within 30 days, the Section Board may decide to either reverse its decision or place the matter on a ballot for consideration by all Section members.

10.3 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.

10.4 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 Northern Section of the California Chapter of the American Planning Association is also dissolved.