

BYLAWS

AMERICAN PLANNING ASSOCIATION

CALIFORNIA NORTHERN

ARTICLE 1: NAME AND AREA SERVED

The name of this Section of the American Planning Association shall be American Planning Association California Northern (or APA California - Northern). The areas served by the Section shall be the counties of Alameda, Contra Costa, Del Norte, Humboldt, Lake, Marin, Mendocino, Monterey, Napa, San Benito, San Francisco, San Mateo, Santa Clara, Santa Cruz, Solano, and Sonoma. The Section shall be a nonprofit organization.

ARTICLE 2: PURPOSES

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

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

These purposes may generally be coordinated with APA California.

ARTICLE 3: MEMBERSHIP

Any California Chapter member whose address of record is located in the Section area, as provided by the member to the National APA office, shall automatically be a member of the Section. Membership is terminated when a name no longer appears on the national register of Members in good standing.

California "Chapter-Only" members whose address of record is located in the Section area shall also automatically be a member of the Section.

ARTICLE 4: OFFICERS, SECTION AND EXECUTIVE BOARD

4.1 Board Composition

4.1.1 Elected Officers

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

4.1.2 Appointed Officers

A description of the duties and functions of Appointed Officers is found in Article 4. 7 of these Bylaws. Appointed officers shall be voting members of the Section Board.

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.

The 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.

4.1.3 Section Board

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

4.1.4 Executive Board

The Section Board may appoint an Executive Board, consisting of Elected Officers enumerated in Article 4.1.1, plus designated Appointed Officers 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 board meetings, and working towards achieving Section goals. The Executive Board may meet as often as needed, and may be reconfigured as needed.

4.2 Election Procedures

4.2.1 Term of Office

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

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.

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 even numbered years.

The term of office for Appointed Officers shall be for a minimum of one (1) year.

4.2.2 Nomination of Elected Officers

A Nomination Committee of not less than three (3) Section members in good standing of APA or the Chapter shall be appointed by the Director Elect prior to September 1 of each year. The Nomination Committee shall actively solicit nominations, and shall review all nominations petitions submitted by candidates running for office to verify authenticity of signatures and compliance with minimum qualifications.

Any Section member (including incumbent Board members) seeking an Elected Officer position shall submit to the Nomination Committee their name and the specific position being sought. At the decision of the Nomination Committee, each candidate may be required to submit a nominating petition containing the signatures of not less than five (5) section members eligible to vote and the specific position being sought. Said petition, if required, shall be submitted to the Nomination Committee on or prior to September 30 of each year. Additionally, candidates running for Director Elect shall have served on the Section Board for at least one (1) year in the past. Candidates who do not submit complete nomination petitions, if required, 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.

A complete nomination petition shall include the candidate's name, address of membership, work or daytime telephone number, position being sought, and the signatures of five (5) section members. Candidates may also submit for publication on or prior to October 15 a candidate's statement not exceeding 500 words.

4.2.3 Election Schedule

Elections shall be conducted by Section balloting prior to December 1 each year.

Summary of election schedule:

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| September 1 | Nomination Committee should be formed prior to this Date. |
| September | The Newsletter publishes a call for nominations and outlines the procedure for petition submittals. |
| September 30 | Deadline for the submission of nomination petitions and candidate's statements. |
| November | Ballots are sent to membership. |
| December 1 | Final date for Section members to return ballots to the Nomination Committee. |
| January | Transition Board meeting: New elected officers assume office. |

4.3 Board Vacancies

4.3.1 Vacancies

The Section Director, with the concurrence of at least 51 percent of the Board at a Board meeting, shall temporarily fill vacancies of the Section Elected Officers occurring during the year. Officers so appointed shall serve the unexpired tenils of their predecessor in office. In the event that a vacancy occurs in the position of Section Director, the Section Board shall appoint the Director Elect to fill the position. If a vacancy also exists in the Director Elect position, then an election shall be called.

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 at least 51 percent of the

Section Board shall appoint a person to fill the position within thirty (30) days of the Section election results.

4.3.2 Nonperformance of Elected Officers

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

1. The grounds for nonperformance must be submitted to the Board. These may include: nonattendance at three (3) or more required Section or Executive Board or Committee meetings, failure to execute adopted programs, incurring legal liability for the Section based on dilatory performance of duties; or other criteria not consistent with the duties of that position.
2. Due process will consist of and require at least two (2) consecutive Section or Executive Board meetings to conclude a motion. The first of these will be for the making of this motion, submission of grounds and noticing. The second will be to consider submission of the response by the Officer so charged. The Section Board will then sustain or deny the motion.

4.4 Voting and Elections

4.4.1 Eligibility to Vote and/or Hold Office

Those eligible to vote in elections for Section Officers and/or hold office as a Section Officer shall be all members in good standing of the Section, as defined in Article 3.

4.4.2 Voting Procedure

Voting for Section Officers shall be by ballot mailed to the 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 Nomination Committee as ratified by the Section Board.

4.4.3 Counting of Votes

The Nomination Committee shall count and count and verify all votes

4.4.4 Results of Elections

The candidates for each office receiving the largest number of qualified votes shall be declared elected.

All candidates shall be notified of the results.

The election results shall be published in the Section Newsletter.

4.5 Duties of Section Board

The duties of the Section Board shall be to:

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 staff 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;
6. Conduct correspondences of the Section;
7. Consider and authorize the formation of sub-sections or functional departments within the Section; and
8. Perform any other duties necessary or desirable to carry out the purposes of the Section.

4.6 Duties of Elected Officers

4.6.1 Section Director

The duties of the Section Director shall be to:

1. Preside at all Section events and Section Board meetings;
2. Appoint, with consent of the Board, all Section committees;
3. Represent the Section at official functions;

4. Represent the Section at press conferences as necessary;
5. Work with the Treasurer in preparing and submitting an annual budget to the Board for adoption;
6. Serve on the APA California Board as the Section's representative;
7. Carry out the policies and programs established by the Board and be responsible for the management of the affairs of the Section; and
8. Perform other duties as are customary to the office of the Section Director, consistent with these Bylaws.

4.6.2 Director Elect

The duties of the Director Elect shall be to:

1. Preside at all meetings and represent the Section in the absence of the Section Director;
2. Act as Section Director for the duration of an extended absence or disability of the Section Director, as authorized by the Section Board;
3. Organize an annual Board Retreat, as deemed necessary by the Section Director or the Section Board; and
4. Be responsible for keeping the Bylaws in order, appointing the Nomination Committee and organizing elections, and other duties as assigned by the Section Director.

4.6.3 Immediate Past Director

The duties of the Immediate Past Director shall be to:

1. Assist the Section Director and the Section Board; and
2. Act as mentor.

4.6.4 Administrative Director

The duties of the Administrative Director shall be to:

1. Receive and be held responsible for all records of the Section, and to make such records available for inspection by members upon request;
2. Conduct the correspondence of the Section under the direction of the Section Director and the Section Board;
3. Take and distribute the records of actions resulting from Section Board meetings;
4. Work with Board members to publicize section professional development activities, networking events and to develop and publish a calendar of such activities;
5. Work closely with the Communications Director in the preparation, editing, and publishing of the content for eNews;
6. Inform APA California of any section activity, program, or award that may be of significant interest to other APA members; and
7. Perform such other duties as are customary to the office of Administrative Director consistent with these Bylaws.

4.6.5 Treasurer

The Treasurer shall have a working knowledge of profit and loss statements, balance sheets, reconciliation procedures, and Quicken or other accounting computer software programs as specified by the Chapter. 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. Submit financial reports to the Section Board; and
5. To submit quarterly financial reports, including an end of the year financial report to the Chapter.

4.7 Duties of Appointed Officers

4.7.1 Advertising

The duties of the Advertising Director shall be:

1. To solicit, for publication in the Section newsletter and eNews, paid business card advertisements from businesses and individuals who provide planning related services; and
2. To arrange for periodic billing and collections for advertisements.

4.7.2 American Institute of Certified Planners (AICP) Director

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

1. Organize a Section AICP program;
2. Coordinate counseling of members desiring to take the AICP exam and supervise programs developed to address professional development neCcls; and
3. Work with the Professional Development Director to represent the interests of the Section.

4.7.3 Awards Program Director(s)

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

1. Publicize the Section's annual 11wards program and solicit nominees;
2. Arrange judging for the nominees and select winners in each category; and
3. Organize an annual Awards Banquet for the purpose of honoring award winners.

4.7.4 California Planning Foundation Liaison

The duties of the CPF Liaison shall be to:

1. Provide communication between CPF and the Northern Section;
2. Promote CPF workshops, activities and events;
3. Announce the CPF scholarship program to the local colleges and universities; and

4. Help obtain items for the annual auction held at the State Conference.

4.7.4 Communications Director

The duties of the Communications Director shall be to:

1. Develop and oversee the communication program for the Section, including coordinating with Board members to publicize Section activities and programs via the newsletter, website, social media and other forms of communication;
2. Assist Board members and event coordinators in notifying local press of Section activities and program;
3. Oversee the preparation, editing and publishing of the eNews to members and the public; and
4. Assist the Newsletter Editor and Co-Editors in preparing and publicizing the Section newsletter.

4.7.6 Ethics Review Director

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

1. Promote the AICP Code of Ethics and Professional Conduct; and
2. Advise planners how to negotiate ethical and moral dilemmas.

4.7.7 International Director

The duties of the International Director shall be to:

1. Coordinate activities and interaction with visiting international planners and others interested in the planning profession;
2. Arrange educational trips abroad for the benefit of APA members and others interested in international planning; and
3. Undertake actions and programs related to furthering an understanding of international planning issues and projects.

4.7.8 Legislative Director

The duties of the Legislative Director shall be to:

1. Review proposed and adopted local, state and national legislation and judicial decisions that affect or potentially affect the planning profession;
2. If necessary, appoint others to assist in review of legislation and judicial decisions; and
3. Publicize legislation and judicial actions to other Section members.

4.7.9 Membership Director

The duties of the Membership Director shall be to:

1. Maintain a current list of Section membership, including membership sub-lists as directed by the Board, and develop and update information on Section membership;
2. Develop and oversee initiatives and programs to retain and increase APA membership, including preparing membership material for prospective, new and existing members;
3. Serve as the primary Board contact for membership information, including developing surveys or other methods for membership feedback; and
4. Serve as Northern Section liaison to the Vice-President of Membership, California Chapter.

4.7.10 Newsletter Editor(s)

The duties of the Newsletter Editor(s) shall be to:

1. Establish and manage an annual operating budget for the Section's newsletter;
2. Oversee the preparation, editing and publishing of the Section's newsletter; and
3. Work with the Webmaster in getting each issue of the newsletter on the website.

4.7.11 Planning Commissioner Representative

The duties of the Planning Commissioner Representative shall be to:

1. Act as a liaison between the Section Board and Planning Commissioners in representative cities and counties;
2. Advise the Section Board of Planning Commission issues;
3. Increase awareness of and membership to AP A California among Planning Commissioners in representative cities and counties; and
4. Represent the Section Board and Planning Commissioners at official functions.

4.7.12 Planning Diversity Director

The duties of the Planning Diversity Director shall be to:

1. Increase diversity in the Section membership as well as on the Board;
2. Educate members to better serve diverse communities;
3. Work with the Board in coordinating activities (e.g. Awards Banquet, professional development, recruitments, planning school curriculum) to meet diversity goals; and
4. Coordinate with APA California Membership Inclusion Director.

4.7.13 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 Director shall be to:

1. Organize and develop, with assistance from the AICP Director and the RACs, Section professional development program for continuing education of practicing planners. This program shall be coordinated with those of other organizations, universities, and AP A California;
2. Make necessary arrangements to carry out professional development meetings and events; and
3. Work with the Newsletter Editor(s), Membership Director, and Webmaster to publicize Professional Development events.

4.7.14 Student Representative(s)

The Student Representative shall be a full-time student enrolled in 8 units or more per semester/quarter of college-level course work at a state-accredited university. The student shall be engaged in planning or planning-related course work. The Board shall request a nomination from San Francisco State University, San Jose State University, Sonoma State University, Stanford University, UC Berkeley, and other colleges and universities in the Section offering course work in planning and related fields. Selection shall be made by appointment, in accordance with Article 4.1.2. The duties of the Student Representative(s) shall be to:

1. Advise the Section Board concerning student affairs;
2. Represent the Section and planning students at official functions;
3. Maintain liaison with planning schools and their students;
4. Encourage student membership in the APA;
5. Provide liaison between the APA California Student Representative and the students;
6. Improve student/professional interaction at Section programs and activities; and
7. Assist in the recruitment process for future Student Representatives.

4.7.15 University Liaison

The duties of the University Liaison shall be to:

1. Work with the Student Representative(s);
2. Promote APA to colleges/universities with planning programs that do not have a Student Representative on the Section Board;
3. Coordinate Student Planning Conferences; and
4. Provide liaison between the APA California Student Representative and the Section Board.

4.7.16 Webmaster

The duties of Webmaster shall be to:

1. Update the Section's website on a regular basis, including keeping a current calendar of events;
2. Keep all social and professional networking websites up to date with member information, upcoming events and other announcements;
3. Keep the APA California website up to date with board information and upcoming events;
4. Coordinate with the Newsletter Editor(s) in providing the newsletter in a downloadable format;
5. Coordinate with the Advertising Director in displaying consultant calling cards and job recruitments advertisements onto the website;
6. Coordinate with the Administrative Director in providing Board meeting minutes in a downloadable format; and
7. Work with the Website Designer.

4.7.17 Young Planners Group Coordinator(s)

The duties of the Young Planners Group Coordinator shall be to:

1. Organize and provide a forum for students and practicing planners age 35 and under or new professionals which will cultivate young professionals through career building programs, social events, and mentoring opportunities;
2. Work closely with other board members, including the University Liaison and Student Representatives, to publicize and organize events; and
3. Maintain social networking platforms and to keep current on new ways to communicate with members of all ages.

4.7.18 Regional Activity Coordinators (RAC)

The RACs shall be represented on the Section Board by geographic designation. The seven geographic areas divided by counties are: East Bay (Alameda, Contra Costa), Monterey Bay (Monterey, San Benito, Santa Cruz), North Bay (Marin, Napa, Solano, Sonoma), Peninsula (San Mateo), Redwood Coast (Del Norte, Humboldt, Lake, Mendocino), San Francisco (San Francisco), and South Bay (Santa Clara). The duties of the RACs shall be to:

1. Provide input to the Board related to the special needs of members in specified regions in the Section or in designated Sub-Sections;
2. Organize periodic meetings and workshops for members in their regions, contribute relevant articles to the newsletter and assist the Professional Development Director in carrying out the Section's professional development programs; and
3. Provide occasional social functions in order to foster a sense of community within and among Section members.

4.7.19 Other Appointed Officers

Other Appointed Officers may include, but shall not be limited to the following:

1. Continuing Education Director
2. Programs/Events Director
3. Section Historian
4. Co-Chair to any appointed position

The duties of these other Appointed Officers shall be defined at the time of their appointment.

4.8 Other Board Committees

4.8.1 Standing Committees

As deemed necessary by the Section Board, Standing 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. Standing Committees shall report directly back to the Board. Standing Committees may include, but shall not be limited to, the following:

1. Awards
2. Budget
3. Ethics
4. Holiday Party
5. Legislative Review
6. Special Events

The term of Standing Committees shall expire upon delivery of a final report to the Board or at the end of one year, whichever occurs first, unless extended by the Board.

4.8.2 Committee Member Voting Status

The Chair of each Standing Committee shall have a category of non-voting membership on the Board.

ARTICLE 5: MEETINGS

5.1 Board Meetings

The Section Director may call such meetings as deemed desirable to carry out the purposes and objectives of the Section.

5.2 Executive Board Meetings

Two or more of the Elected Board officers shall constitute a quorum for the purposes of transacting business at a meeting of the executive board. Two or more of the Elected Board officers plus six or more of the Appointed 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.

ARTICLE 6: SECTION FINANCES

6.1 Financial Status

The Section is a nonprofit organization.

6.2 Financial Responsibility

The Treasurer shall be responsible for collecting income to and paying expenses from the Section's Treasury.

The Treasurer shall designate a person responsible for each event where money is charged to collect attendance fees and transmit them to the Treasurer.

The Treasurer shall be responsible for all activities set forth in Article 4.6.5.

ARTICLE 7: ADOPTION AND AMENDMENT OF BYLAWS

7.1 Adoption

Adoption of these Bylaws shall be by a two-thirds (2/3) affirmative vote of the Section Board.

7.2 Amendment

Amendments may be appended in one of two ways:

1. Upon authorization of the majority of the Section Board or upon petition of ten percent (10%) of the members of the Section, any proposed amendment to these bylaws shall be placed on the Agenda by a vote by the Section Board. No less than fifty (50) days or at least one (1) Section Board meeting shall be allowed from the date of the vote placing the amendment on the Agenda to the final vote of the Section Board. Adoption of the amendment shall require the affirmative vote of two-thirds (2/3) of the full Section Board. Unless otherwise specified, the amendment shall become effective as of the affirmative vote; or
2. The Section Board may also by a vote of the majority of Section Board members submit any proposed amendment to the vote of the Section Membership as a written ballot. Not less than twenty (20) days shall be allowed from the date of mailing the ballot to the date specified for its return. Adoption of the amendment required a majority of the affirmative written vote of those voting for the amendment.

ARTICLE 8: PROCEDURES FOR ESTABLISHING SECTION POLICY

8.1 Section Policies Affecting Internal Affairs

The Section Director, with the concurrence of the Section Board, may from time to time establish policies as necessary for the management of the Section's internal affairs, consistent with the provisions of these Bylaws.

8.2 Section Policies Affecting External Affairs - Public Statements

8.2.1 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 in Article 9.2.2.

8.2.2 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 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 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.
2. Adopted by the Section Board. Adoption shall require a two-third (2/3) affirmative vote by the full Section Board at a regular or special meeting of the Section Board.

8.3 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 organizations or event.

Jeff Baker
Director

Andrea Ouse, AICP
Director-Elect

Hanson Hom, AICP
Immediate Past Director

Justin Meek, AICP

Administrative Director

Laura Thompson, AICP
Treasurer

Adopted by the American Planning Association California - Northern Board on January 19,
2013.