



American Planning Association
California Chapter
Orange

Making Great Communities Happen

ORANGE SECTION BYLAWS
AMERICAN PLANNING ASSOCIATION
CALIFORNIA CHAPTER
(Revised December 2020)

SECTION BYLAWS

ARTICLE 1. SECTION NAME, AREA SERVED AND NON-PROFIT NATURE

The name of this Section of the American Planning Association (APA), California Chapter shall be the Orange Section (hereafter referred to as “the Section”). The area served by the Section shall be Orange County (County). 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 SECTION PURPOSE

The purpose of the Section 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:

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 Section goals and objectives;
3. To maintain liaison with California Chapter and other State Sections; To provide a forum for the discussion of issues and legislation vital to the planning process;
4. To serve as a professional development resource for Section members;
5. To encourage a high degree of professionalism in the conduct of its members;
6. To provide a vehicle for maximum membership awareness and involvement in the affairs of the Association; and
7. To increase public awareness of the importance of planning.



ARTICLE 3. SECTION MEMBERSHIP

3.1 MEMBERSHIP ELIGIBILITY

California Chapter members whose address of record, as provided to the APA National [APA] or California Chapter office, are in Orange County, 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, Section Director-Elect, Past Section Director, Professional Development Officer, or Section Treasurer.

ARTICLE 4. SECTION BOARD OF DIRECTORS

4.1 ELECTED MEMBERS

The Section Board of Directors is composed of the following elected members who will serve a two-year term on the Board:

1. Section Director
2. Section Director-Elect*
3. Vice Director for Finance
4. Vice Director for Administration
5. Vice Director for Professional Development
6. Vice Director for Programs
7. Vice Director for Public Information
8. Vice Director for Membership
9. Vice Director for AICP Certification
10. Past Section Director*



* This is a one-year position

4.2 APPOINTED POSITIONS

The Section Appointed Positions will serve a one-year term on the Board. Appointment to each position will occur at the Annual Board retreat following the yearly election.

1. Academic Liaison
2. Legislative Liaison
3. Awards Chair
4. Web Master
5. Student Representative(s)
6. Diversity Chair (Membership Inclusion)
7. California Planning Foundation (CPF) Section Liaison
8. Young and Emerging Planners Group (YEP) Section Liaison
9. Social Media Representative
10. Executive Advisors
11. Planning Commission Representative
12. Community and Agency Outreach Liaison

All appointed positions shall be in good standing with APA and the Chapter. Each applicant must agree to the duties associated with the position and provide a written statement to be considered to the Board indicating the reasons why the applicant wants to be appointed to the position. The Director shall make a recommendation to the Board regarding the appointed position and the Board must approve the recommendation by a majority vote. If there is more than one applicant, the Director shall still make a recommendation to the Board, but a Board member has the option to vote for another applicant.

For Student Representative, the appointment process shall be initiated in the April/May/June eblast. The Section Director will request a statement from interested student candidates that will be included in the June/July/August eblast. The student appointment process shall conclude August 1 and the Board appointed Student Representative begins a one (1) year term of office starting on September 1.

4.3 PAID CONTRACTORS OF THE SECTION

If the Section hires any person to perform any paid functions on behalf of the Section, the Section shall hire that person as an independent contractor and require that the person has and provides a copy of a business license or equivalent document issued from the jurisdiction where the person’s office resides, and state in writing that the contractor meets all of the requirements of AB 5, Statutes of 2019 and AB 2257, Statutes of 2020, for a business-to-business relationship.

ARTICLE 5. DUTIES OF SECTION BOARD, DIRECTOR, AND OFFICERS

5.1 DUTIES OF THE SECTION BOARD

The duties of the Section Board shall:

1. Establish policies, formulate programs and provide guidance in carrying out the purposes of the Section;
2. Adopt an annual Section budget;



3. Receive and consider resolutions, petitions and recommendations from the members of the Section;
4. Notify the Section members of the Section meetings and activities;
5. Conduct correspondence of the Section;
6. Consider and authorize the formation of subsections or functional departments within the Section;
and
7. Perform any other duties necessary or desirable to carry out the purposes of the Section.

5.2 DUTIES OF THE SECTION OFFICERS

5.2.1 Section Director

The duties of the Section Director shall be:

- A. To represent and report on Section concerns, issues and activities to the California Chapter Board.
- B. To oversee, monitor and assist with the administration requirements associated with the Section's annual and operating budget.
- C. To communicate California Chapter activities and issues to the Section Board through meetings, memoranda and reports.
- D. To communicate pertinent chapter issues to the Section membership.
- E. To represent the Section in formal correspondence, transmittals and public events.
- F. To coordinate and advise Board members on activities and issues associated with their portfolio.
- G. To recommend an elected Board member for appointment as the Section Director Pro-Tem to serve as Director in his or her temporary or permanent absence, when there is not an elected Section Director-Elect.
- H. To serve as liaison to other California Chapter sections and organizations.
- I. To coordinate and preside over the monthly Section Board meetings.
- J. To initiate the election proceedings, beginning with the formation of an elections committee and development of a vote tally committee.
- K. To provide recommendations to the Section Board of Directors to fill vacancies for elected and appointed positions.
- L. To preside over the Section's annual retreat.
- M. To provide a smooth transition to the incoming administration, including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.
- N. Appoint Section committees whose chairpersons and members would ordinarily be expected to serve the same term as the Section Director.
- O. Oversee the annual Section nomination for the Planners Emeritus Network award.
- P. To serve as liaison to the Section's Executive Advisors.

5.2.2 Section Director-Elect (aka Pro-Tem)

- A. To be a Member with a vote on the Section Board of Directors during his or her term.
- B. In the absence of the Section Director, preside at all meetings and represent the Section.
- C. To assist Section Director on issues affecting the membership.
- D. To undertake and seek other assignments as the Board and Director may find mutually agreeable.



5.2.3 Vice Director for Finance

The duties of the Vice Director for Finance shall be:

- A. Be knowledgeable in accounting procedures, including posting debits and credits into accounting software, balancing accounts and reconciling statements.
- B. Prepare the annual Section budget incorporating the budgets of each office, and submit finance reports on a quarterly basis for Board approval and for Chapter approval.
- C. Disburse Section funds.
- D. Receive funds from programs and events.
- E. Maintain any student scholarship fund.
- F. Oversee and administer the budget for Vice Director for Finance.

5.2.4 Vice Director for Administration

The duties of the Vice Director for Administration shall be:

- A. Develop and maintain Section Board rosters and calendars.
- B. Prepare and distribute meeting announcements and minutes.
- C. Maintain Section records, including but not limited to meeting agendas and minutes, account information, bylaws, and operational guidelines.
- D. Maintain liaison with the Chapter Historians and coordinate Section participation in the Chapter history program.
- E. Coordinate updates of bylaws and operational guidelines as needed.
- F. Implement special administrative or operational projects as assigned by the Section Director.
- G. Oversee and administer the budget for Vice Director for Administration, inclusive of historian activities.

5.2.5 Vice Director for Professional Development

The duties of the Vice Director for Professional Development shall be:

- A. To oversee, administer and comply with the adopted Professional Development Program budget.
- B. To organize an OCAPA Professional Development program.
- C. To develop quarterly seminars which address professional development of the Section membership.
- D. To coordinate sponsorship activities to offset the costs of professional development activities, as deemed appropriate by the board.
- E. To coordinate Section professional development activities with California Chapter representatives and sections.
- F. On an as needed basis, contribute a quarterly article to the website and/or social media pertaining to the Section's Professional Development activities.
- G. To develop and promote a student mentor program in coordination with the Section's Academic Liaison and Student Representative.
- H. To provide a smooth transition to the incoming administration, including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.



- I. To coordinate directly with the California Chapter Workshop Representative to facilitate California Chapter programming, such as the annual Legislative Update program.

5.2.6 Vice Director for Programs

The duties of the Vice Director for Programs shall be:

- A. To oversee, administer and comply with the adopted Programs budget.
- B. To develop and coordinate a regularly scheduled monthly program, including advertising future activities and contribute on an as needed basis to the website and social media pertaining to the Section's Program activities.
- C. To preside over the monthly program activities and to oversee the administrative functions, including registration list, name tags and certificates of appreciation to be provided to the guest speakers.
- D. To recruit and coordinate the activities of the Program's Steering Committee.
- E. To devise and carry out program activities which extends to all geographic areas of the County and reflects the professional and academic interests of the Orange County Section membership.
- F. To contact other professional organizations in Orange County to explore joint participation in Programming activities.
- G. To provide a smooth transition to the incoming administration, including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.

5.2.7 Vice Director for Public Information

The duties of the Vice Director for Public Information shall be:

- A. To oversee, administer and comply with the adopted Public Information budget.
- B. To provide pertinent section activities information to other organizations and the news media, as directed by the Board.
- C. To arrange for the preparation, editing, publishing and distribution of the Section newsletter and coordinate newsletter information with the Web Master for posting on the website.
- D. To coordinate and publish articles from each Board member on a quarterly basis.
- E. To maintain the website and social media outreach as a valued resource by providing topical information, and articles of interest pertaining to topics pertinent to the County of Orange
- F. To work with the Vice Director for Finance and Administration to continue the online ad program and job advertisements placed in the on the Section website.
- G. To coordinate OCAPA Public Information activities with California Chapter representatives and sections as directed by the Board.
- H. To provide a smooth transition to the incoming administration including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.
- I. 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.

5.2.8 Vice Director for Membership



The duties of the Vice Director for Membership shall be:

- A. To oversee, administer and comply with the adopted Membership activities budget.
- B. To promote APA membership to prospective members and promote the importance of recruiting, supporting, and retaining in the profession planners that represent the community's diversity; to welcome new members and transferees; and to help resolve membership problems.
- C. To develop and maintain a current membership roster and e-mail list.
- D. To develop and implement outreach and recruitment programs.
- E. To appoint an annual section Awards "chair" for the annual section Awards Program.
- F. To assist the Awards program chair in recruiting and coordinating the activities of the Awards Steering Committee.
- G. To assist in conducting sponsorship activities to offset the costs of the Awards program.
- H. To develop a work program and schedule in conjunction with the Awards chair for the Awards program.
- I. To assist in coordinating membership and Section Awards activities with California Chapter representatives and sections.
- J. Produce flyers/documents/advertisements for the recruitment of new members.
- K. Collaborate with other APA California Board members regarding membership inclusion including attending periodic meetings with Section Membership Inclusion Directors. Amend to allow for Diversity Chair to participate in Membership Inclusion meetings and calls
- L. To provide a smooth transition to the incoming administration, including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.

5.2.9 Vice Director for AICP Certification

The Vice Director for AICP Certification must be AICP certified in order to seek the position. The duties of the Vice Director for AICP Certification shall be:

- A. To oversee and administer the AICP Certification budget.
- B. To coordinate with the Vice Director of Professional Development and Vice Director of Programs to develop AICP activities, including programs approved for Continued Maintenance (CM). To coordinate and counsel members seeking information and/or applying to take the AICP exam.
- C. To coordinate workshops and/or training programs for members preparing to take the AICP exam.
- D. To coordinate AICP Certification activities on an as-needed basis with California Chapter representatives and sections.
- E. To coordinate website with the Vice Director for Public Information and Web Master to inform members about AICP Certification and maintenance activities.
- F. To develop a recognition program for Section members that have passed the AICP examination.
- G. To provide a smooth transition to the incoming administration, including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.



5.2.10 Past Section Director

The duties of the Past Section Director shall be:

- A. To provide a smooth transition to the incoming administration including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.
- B. To assist the incoming Section Board on an as-needed basis
- C. To undertake and seek other assignments on an as-needed basis mutually agreeable to the Board and Past Director.

5.2.11 Academic Liaison

The Academic Liaison is an appointed position selected by the Section Board of Directors. The Academic Liaison position must be held by a faculty member in urban and regional planning or a related field teaching and/or residing in Orange County. Responsibilities for the Academic Liaison shall be:

- A. To represent academic planning interests and concerns to the Section Board of Directors and its membership.
- B. To serve as a liaison between the Section Board, academics and students in planning and related fields among the major universities in Orange County and adjacent counties.
- C. To actively recruit academic participation and membership in the Section.
- D. To chair the student scholarship program.
- E. To assist the Vice Director for Professional Development to implement a student mentor program.
- F. To contribute periodic articles to the website and social media sites pertaining to issues of interest.
- G. To provide a smooth transition to the incoming administration, including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.

5.2.12 Legislative Liaison

The Legislative Liaison is an appointed position, selected by the Section Board of Directors. The responsibilities of the Legislative Liaison shall be:

- A. To serve as the Section legislative liaison to the California Chapter.
- B. To participate in the California Chapter Legislative Review Team activities.
- C. To report on legislative activities to the Section Board of Directors and its members.
- D. To contribute periodic articles to the website and social media sites pertaining to legislative activities.
- E. To coordinate with the Professional Development officer regarding legislative workshop.
- F. To provide a smooth transition to the incoming administration including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.



5.2.13 Awards Chair

The Awards Chair is an appointed position selected by the Section Board of Directors. The responsibilities of the Awards Chair shall be:

- A. To develop a work program and Awards program schedule in conjunction with the Vice Director of Membership for the annual section Awards program.
- B. To recruit Committee members and coordinate the activities of the Awards Steering Committee.
- C. To conduct sponsorship activities to offset the costs of the Awards program.
- D. To coordinate Section Awards activities with California Chapter representatives and sections.
- E. To coordinate a quarterly article to the website and social media site pertaining to the Section's Awards activities.
- F. To explore other avenues to obtain award application submittals.

5.2.14 Web Master

The Web Master is an appointed position selected by the Section Board of Directors. The responsibilities of the Web Master shall be:

- A. To oversee, administer, develop, maintain and update the Section's website.
- B. To coordinate materials from other Board members for inclusion on the website.
- C. To update the website on a regular and timely basis to ensure that time sensitive information is available for viewing as soon as feasible.
- D. To retrieve and respond to E-mail via the website and distribute appropriately to the Board members.
- E. To develop, maintain and update appropriate links to other APA related websites, including California Chapter, APA, other local sections, planning organizations, cities and firms engaged in activities that support the Purposes of the Section.
- F. To provide a smooth transition to the incoming administration, including such items as website access, training, administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.
- G. To maintain a current calendar of Section events on the website.

5.2.15 Student Representative

The Student Representative is an appointed position consisting of a one (1) year term. The Student Representative must be currently enrolled in a Planning curriculum or similar discipline. The duties of the Student Representative shall be:

- A. To advise the Section Board concerning student affairs.
- B. To promote an efficient communication network between planning students and the Section, including awareness of upcoming programs and events.
- C. To improve student/professional interaction at Section programs and activities.
- D. To actively recruit new student membership in the Section.
- E. To coordinate Section student activities with California Chapter representatives and sections.
- F. To actively solicit student contributions of quarterly articles to the website and social media.
- G. To assist the Vice Director for Professional Development to implement a student mentor program.



- H. Represent the Section and planning students at official functions.
- I. Maintain liaison with planning schools and their students.
- J. Assist the Section Director in the student representative appointment process.
- K. Provide liaison between the Chapter Student Representative, the Student Representative Council, and the students.
- L. Perform all other duties required of a member of the Section Board.
- M. To provide a smooth transition to the incoming administration, including such items as administrative information, activity logs, electronic files, a memorandum of procedures, references and other materials.

5.2.16 Diversity Chair (Membership Inclusion)

The Diversity Chair is an appointed position, selected by the Section Board of Directors. The responsibilities of the Diversity Chair shall be to:

- A. To promote cultural awareness and diversity in the planning profession to the membership by encouraging professional planners to advocate for equity, reform, and justice throughout the entire community including but not limited to culture, sexual orientation, disability, age, income or class, ethnicity and/or gender.
- B. Facilitate a Diversity Summit with the host Conference Committee, an inclusionary session and a meeting of the Planning Diversity Ambassadors at the State conference.
- C. Promote and encourage diversity of APA membership throughout the Section.
- D. Responsible for being a liaison to the Chapter's Diversity and Equity Committee and participate in committee conference calls.
- E. Collaborate with Chapter Membership Inclusion Officers to organize and participate in the yearly diversity summit at the State Conference.
- F. Expand and reach out to community minority groups to promote planning for diversity and continuing participation in the public planning process;
- G. Educate members on how to better serve diverse communities;
- H. Provide information and resources to community minority groups about planning career paths.
- I. Assist the Young & Emerging Planners Group Section Liaison(s) to increase young professional participation in APA programs and events.

5.2.17 California Planning Foundation (CPF) Section Liaison

The CPF Section Liaison is an appointed position, selected by the Section Board of Directors. The responsibilities of the CPF Section Liaison shall be to:

- A. Provide information to scholarship applicants in the Section.
- B. Provide information to section members regarding CPF professional development workshops.
- C. Coordinate of the Section's "Section Challenge" donation for the CPF Scholarship Auction during the APACA fall conference.
- D. Help secure donations for auction beyond Section Challenge.
- E. Participate in regular conference calls.
- F. Use existing Section resources to promote awareness of CPF.



5.2.18 Young & Emerging Planner's Group (YEP) Section Liaison(s)

The YEP Section Liaison is an appointed position, selected by the Section Board of Directors. The responsibilities of the YEP Section Liaison shall be to:

- A. Provide updates on YEP activities to the monthly APA Section Board.
- B. Coordinate on outreach through the APA Section website and social media.

5.2.19 Social Media Representative

The Social Media Representative is an appointed position, selected by the Section Board of Directors. The responsibilities of the Social Media Representative shall be to:

- A. Provide regular updates on an as needed basis to promote Orange Section events, meetings, and other information for Orange Section on the Section's Facebook, Twitter and Instagram or other social media accounts.
- B. Provide regular support and backup to the web master in updating the website

5.2.20 Executive Advisors

The Executive Advisors are appointed positions, who serve in an advisory capacity to the Section Board in respect to its policies and programs. Advisors may also serve in the following ways:

- A. Mentors to students and young professionals.
- B. Judges for the Section's annual awards competition.
- C. Speakers, Moderators or Resources for the Section's professional development programs.
- D. Historians for past Orange Section activities.
- E. Provide individual perspective to Orange Section Board on specific topics, as needed. Consultation or concurrence with other advisors is not required.

5.2.21 Planning Commission Representative

The Planning Commission Representative is an appointed position, selected by the Section Board of Directors. The responsibilities of the Planning Commission Representative shall be to:

- A. Provide regular correspondence and updates to Orange County Planning Commissioners on behalf of the APA Orange Section.

5.2.22 Community and Agency Outreach Liaison

The Community and Agency Outreach Liaison is an appointed position, selected by the Section Board of Directors. The responsibilities of the Community and Agency Outreach Liaison shall be to:

- A. Coordinate with Section Board members to communicate and provide outreach to external community organizations and agencies.



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

6.1 TERMS OF OFFICE

6.1.1 Elected Positions

The term of office for elected Board members shall be two years, to be rotated beginning with the 2002 Board election. For the term beginning January 1, 2002, the Vice Directors for Programs, Membership and AICP Certification shall serve a two-year term, and beginning January 1, 2003, the Directors of Administration and Finance, Public Information, and Professional Development shall serve two-year terms. In accordance with the California Chapter bylaws, the Section Director will serve a two- year term and will serve on the same cycle as the Vice Directors of Programs, AICP Certification, and Membership, which will be even-numbered years. The term for the Past Section Director shall be for six (6) months from the date that the newly elected Section Director assumes office. Beginning January 1, 2011, the term for the Section Director-Elect shall be for one year and shall be elected in the same election cycle as the Vice Directors of Administration and Finance, Public Information, and Professional Development. The Section Director-Elect shall become the Section Director automatically following a one-year term as Section Director-Elect.

6.1.2 Appointed Positions

At the first meeting in January following the installation of the newly elected positions, the Section Director shall provide recommendations to the elected Board of Directors for appointment to the appointed positions. The appointed positions serve one (1) year terms.

6.2 ELECTION, NOMINATION OF ELECTED OFFICERS AND VACANCIES

6.2.1 Nominations of Elected Positions

The following election information applies to all elected positions. An Election Committee of not less than three (3) Section members, not seeking an elected position, shall be appointed by the Section Director prior at the regularly scheduled September board meeting. The Election Committee shall review all nomination petitions submitted by candidates running for office to verify Section membership.

Any Section member, including incumbent Board members seeking positioner-election, shall submit the following:

1. A nominating petition containing a minimum of two (2) signatures of Section members in good standing
2. Identification of the specific position being sought.
3. A complete nomination petition including the candidate's name, address of membership, telephone number and e-mail address,
4. A candidate's statement not exceeding one (1) page in length, 8 ½ x 11", double-spaced typed.

Said petition and candidate statement shall be submitted to the Election Committee on or prior to November 15 of each year. Candidates running for Section Director-Elect shall have previously served on the Section Board for at least one (1) year. The Election Committee shall submit all eligible candidates meeting the qualifications for inclusion on the election ballot. For those positions without candidates, the Board shall submit candidates' names that are considered a "write-in." "Write-in" candidates shall only be considered if they meet the criteria



outlined in item (6). The Election Committee shall tally all votes received. The votes submitted for consideration must be made by members in good standing and validated by the Election Committee.

Elections shall be commenced by Section balloting prior to December 1 each year. Summary of election schedule:

- September: Election Committee formed and begins receiving nominating petitions.
- November 15: Deadline for submission of nomination petitions and candidates' statements.
- December 15: Final date for Section members to return ballots to the Tally Committee.
- January 1: New Board assumes office.

6.2.2 Eligibility to Vote

Those eligible to vote in elections for Section Officers shall be Members in good standing of the Section.

6.2.3 Voting Procedure

Voting for Section Officers shall be by secret ballot via electronic voting. Ballots shall be submitted electronically. Write-in candidates shall be considered if they are members in good standing in accordance with item VI6.

6.2.4 Election Results

The 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 31 each year.

6.2.5 Write-in Candidates

All write-in positions shall be in good standing with APA and the Chapter. Each candidate must agree to the duties associated with the position and provide a written statement to be considered by the Board indicating the reasons why the applicant wants to be elected to the position. The Director shall make a recommendation to the Board regarding the write-in candidate and the Board must approve the recommendation by a majority vote. If there is more than one candidate, the Director shall still make a recommendation to the Board, but a Board member has the option to vote for another candidate.

6.2.6 Vacancies

The Section Director shall provide recommendations to the Section Board to temporarily fill vacancies of Section Officers occurring during the term of office. Officers so appointed shall serve the unexpired terms of their predecessor in office. In the event that a vacancy occurs in the Section Director position, the Section Director-Elect assumes the Director's position for the remainder of the term. In the event there is not a Section Director-Elect, the Board shall nominate an Acting Section Director until a Section Director is elected to the position at the next election. The Acting Section Director shall be selected from the elected Board members. The Acting Section Director would normally qualify for the position with one (1) year experience as a Board member. The Acting Section Director shall have duties as are assigned to him or her in the Section Director duties. In the event of an extended absence or disability of the Section Director, the Section Board may authorize the Section Director-Elect or in the absence of a Section Director-Elect during even years, the Acting Section Director to act as Section Director for the duration of the absence or disability. In the event no one is elected to a particular position on the Section Board, the Section Director shall, within thirty (30) days of the Section election results, provide a recommendation of a member to the Board to fill the position.



6.3 NON-PERFORMANCE OF ELECTED OFFICERS AND APPOINTED BOARD MEMBERS

Any Director (appointed or elected) 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:

- A. The grounds for non-performance must be submitted to the Board. These may include non- attendance at four (4) or more Board meetings in one year, failure to execute adopted programs and duties, including legal liability for the Section based on dilatory performance of duties, or other criteria that may be added to this Subsection.
- B. Due process for elected directors will require at least two consecutive Board meetings to conclude a motion; the first for the making of the motion and a 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. Appointed directors serve at the pleasure of the Board and require only one Board meeting to conclude a motion.

ARTICLE 7. SECTION BOARD MEETINGS

7.1 REGULAR MEETINGS

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

7.2 BOARD QUORUM

A majority of the Board constitutes a quorum for the purposes of transacting business at a meeting of the Board.

7.3 RECORD RETENTION

Records shall be retained at a minimum of 4 years by each board member. Records retained include documents such as financial reports, program surveys and professional development information, etc.

7.4 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.

8.2 OTHER FINANCIAL POLICIES

8.2.1 Requests for Financial Support/Contributions

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

1. A budgetary line item shall exist under the Section's operating budget for financial support/contributions.
2. The recipient shall provide the Section Board with detailed information pertaining to the activity in which a contribution would be utilized.
3. The activity of the recipient shall be in accordance with the Section's objectives as described in Article II, Statement of Purposes, contained in the Section Bylaws.

Note: Additional requirements of the recipient, such as a newsletter article or recognition of the Section as a sponsor of the activity, is at the discretion of Section Board of Directors, on a case-by-case basis.

8.2.2 Budget Format

The Section's budget must be formatted similar to the California Chapter budget with respect to line items, names and numbers.

8.2.3 Expenditures

For expenditures over \$500, the Section Board must approve the amount prior to releasing funds to the Board member. For all other expenditures, the Board member must submit a check request form with back-up documentation (e.g., receipt) to either the Finance Director or Section Director for reimbursement. All expenditures shall be in accordance with the adopted budget for the Section.

8.2.4 Awards Budgets

The Awards Budget must be approved by the Section Board.

8.2.5 Financial Reports

The Section's quarterly and year-end financial reports are due to California Chapter pursuant to the California Chapter's reporting schedule.



8.2.6 Investment Policy Guidelines

Investment for the Section shall be separated into three tiers, which are as follows:

- A. Primary Reserves: These reserves shall be invested in liquid accounts such as money markets or other short-term investments. A checkbook access to the money market account is needed. These investments will be used for day-to-day activities over a one-year period.
- B. Secondary Reserves: These reserves shall be invested in short-term and intermediate-term bonds with yields being paid to the primary reserves. These dollars will be invested over a one- to five-year period.
- C. Growth: These reserves are defined as those dollars that are not anticipated to be used for five years. These dollars may be invested in equities such as large capital value and growth stocks, small/mid capital value and growth stocks and international stocks. The portfolio should be designed to meet moderate risk for a five-year period.

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

Upon authorization of the majority of the Board, or upon petition of ten percent (10%) of the members of the Section, any proposed comprehensive amendment to these bylaws shall include the following:

1. Vote by the Board (or membership if petitioned): The proposed Comprehensive Bylaws Amendment shall be placed on the Agenda for a vote by the Board (or membership). No more than fifty (50) days or one (1) Board meeting shall be allowed from the date placing the vote for amendment on the Monthly Agenda to the final vote of the Board.
2. Written Notification to Section Membership and to the State Board: An affirmative vote of not less than two-thirds of the Board will result in the written notification to the Section Membership of the proposed Comprehensive Bylaws Amendment by the Section Director. A copy of the draft Comprehensive Bylaws Amendment should be forwarded to the California Chapter Executive Director for informational purposes.
3. Review of proposed Bylaws Amendment with membership input: The Section Membership will have 30 days to review the changes made to the Bylaws. Any comments received by the Section Director during this review period shall be considered by the Board prior to taking final action. The comprehensive changes will also be posted on the website during this 30- day review period.
4. Final Adoption of the Comprehensive Bylaws Amendment requires affirmative vote of not less than two-thirds of the Board.



Final approved Section Bylaws and Section amended Bylaws shall be forwarded to the APA California Chapter Executive Director for filing in the Chapter office. The effective date of the amendment shall be the date of the affirmative vote unless otherwise specified prior to the vote.

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