

SAN DIEGO SECTION – AMERICAN PLANNING ASSOCIATION CALIFORNIA  
CHAPTER – DRAFT BYLAWS – February 2020

2/11/20

The following matrix is not part of the adopted bylaws of the San Diego Section but is a directory of changes made to the bylaws following the adoption of new bylaws in 2020.

Date	Article/Section	Content Change

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## **ARTICLE I – NAME, AREA SERVED, AND NON-PROFIT NATURE**

The name of this Section of the American Planning Association (APA), California Chapter, shall be San Diego Section. The area served by the Section shall be San Diego and Imperial Counties. 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 II – PURPOSES OF THE SAN DIEGO SECTION**

- A. Section Established. The San Diego 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.
- B. Consistent Bylaws. The bylaws of the San Diego Section shall be consistent with the policies and procedures of the California Chapter Bylaws *Article 11 – Chapter Sections* which direct 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.
- C. Section Purpose. The purpose of the San Diego Section pursuant to the California Chapter Bylaws *Section 11.1 – Purposes and Function of the Sections* shall be to carry out the purposes and objectives of the California Chapter and the APA, as applicable within the established geographic boundary of the Section area. The San Diego Section identifies the following purposes to serve its members as follows:
1. To provide local expression of APA purposes and objectives;
  2. To provide maximum professional, student, membership, and public awareness and involvement in the APA's and San Diego Section's affairs;
  3. To serve as an educational resource to San Diego Section members and the public;
  4. To provide high-quality programs and professional development to all San Diego Section members including members of the American Institute of Certified (AICP) Planners;

5. To serve as a communication hub for San Diego and Imperial County professionals and residents interested in planning and related activities;
6. To highlight and inform members and non-members about planning issues of particular significance in San Diego and Imperial Counties;
7. To provide support for the integration, professional orientation, and advancement of planning students, student members, and emerging professionals;
8. To advance local and regional understanding of planning;
9. To increase public awareness of the importance of planning;
10. To liaison and partner with other planning-related organizations in the advancement of common goals and topics;
11. To promote the highest standards of professional planning;
12. To create, cultivate, and sustain an inclusive environment that encourages diversity in membership and programming; and
13. To provide adequate financial resources to support San Diego Section goals.

### **ARTICLE III – SAN DIEGO SECTION MEMBERSHIP**

#### **A. Membership Eligibility**

California Chapter members whose address of record, as provided to the APA National or California Chapter office, is in San Diego or Imperial counties, shall automatically be a member of this Section.

##### **1. 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 San Diego Section area boundary shall automatically be members of the Chapter and San Diego Section. (See California Chapter Bylaws *Section 3.2 – Members of APA Residing in California* for a further description of roles and restrictions.) These members shall be eligible to vote in San Diego Section elections and to be elected or appointed to any office on the Section Board.

##### **2. 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 is 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 San Diego Section area boundary, the person shall also be a member automatically of the San Diego Section. Per Chapter Bylaws Section 3.4, they may vote in San Diego Section elections and may hold a position on the Section Board except for the positions of Section Director, Section Director-Elect, Immediate Past Section Director, Professional Development Officer, or Section Treasurer.

### 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 they shall not vote in California Chapter or San Diego Section elections nor hold any elected office of the California Chapter or San Diego Section.

## B. Membership List and Mailing List

1. Membership List. The San Diego Section membership list consists of APA members, including their AICP status, and California Chapter-Only Members as provided to the San Diego Section by the California Chapter.

The membership list shall be used only by the San Diego Section as follows:

- a. Updating the San Diego Section mailing list;
- b. Analysis of membership trends for promoting membership, retaining existing members, responding to member needs, and achieving diversity objectives; and
- c. Other similar uses determined appropriate by the San Diego Section Director.

The membership list shall NOT be used for any commercial purposes such as the distribution of advertisement of goods and services, or advertisement or publicity in support of any local, state, or federal candidate for political office or ballot propositions.

2. Mailing List. The San Diego Section shall maintain an electronic mailing list consisting of members as described in B.1 above, plus any individual expressing interest in the activities of the San Diego Section. The mailing list shall be used only by the San Diego Section as follows:
  - a. Giving information about upcoming events related to the profession or the organizations;
  - b. News and announcements of San Diego Section activities;
  - c. Job announcements;
  - d. Distribution of San Diego Section Planning Journal articles;
  - e. Distribution of California Chapter announcements or information;
  - f. Instructions about the conduct of San Diego Section elections; and
  - g. Other similar uses determined appropriate by the San Diego Section Director.

#### **ARTICLE IV – SAN DIEGO SECTION BOARD OF DIRECTORS**

The San Diego Section Board of Directors (San Diego Section Board) shall consist of Elected Officers (Section Director, Treasurer, and either Director-Elect or Immediate Past Section Director) plus appointed Section Board members as described in this Article. Other appointed Section Board member positions may be established by a majority vote of the filled seats of the Section Board and added to these bylaws. This Article includes known responsibilities of the existing San Diego Section Board members.

All elected and appointed members of the San Diego Section Board shall be volunteers and shall serve without financial remuneration.

##### **A. Elected Officers of the San Diego Section Board**

Any Elected Officer shall be a member in good standing of APA or be a California Chapter-Only member. An Elected Officer may hold only one position at a time.

## 1. San Diego Section Director

The Section Director is the position responsible for coordinating with the California Chapter and participating in Section Directors' activities and actions during the year as well as attend Chapter Board meetings and retreats.

The duties of the Section Director shall be:

- a) To preside at San Diego Section Board meetings;
- b) To select and to appoint, with consent of the Board, individuals to positions listed in Article IV.B; and, with consent of the Board, also appoint a co-chair for any Board position listed in Article IV.B when the scope of duties so requires;
- c) To appoint, with consent of the Board, all Section committees;
- d) To represent the Section at official functions;
- e) To prepare and submit an annual budget to the Board for adoption;
- e) To serve on the California Chapter Board as the Section's representative;
- f) To ensure that the Section Treasurer is providing year-to- date financial reports to the Chapter on time each quarter, and that the financial records and reports are kept up to date;
- g) To ensure that the financial reports are accurate and that computer reports are reconciled to the bank statements;
- i) To carry out the policies and programs established by the Board and be responsible for the management of the affairs of the Section;
- j) To convene any discussion for removal of an appointed Board officer;
- k) To participate in Chapter-wide activities and discussions established for Section Directors to exchange information and provide mutual support;

- l) To participate in the site selection for the annual Chapter conference when San Diego has been identified as an upcoming host location; and
- m) To perform other such duties as are customary to the office of the Director, consistent with these Bylaws.

## 2. San Diego Section Director-Elect

The Section Director-Elect is a position that is intended to provide a partnering opportunity with the Section Director to share responsibilities to achieve greater activity and success for the Section in pursuing the purpose and goals of the organization. The Section Director-Elect shall observe and learn the responsibilities of the Section Director position prior to assuming Section Director responsibilities. The duties of the Section Director-Elect shall be:

- a) To preside at all meetings and represent the Section in the absence of the Section Director;
- b) To assist in the preparation of the annual budget;
- c) To ensure the San Diego Section events are publicized, and work with the press if and when appropriate;
- d) To confer with the Director in any discussion for removal of an appointed Board officer; and
- e) To perform such other duties as are customary to the office of the Director Elect, consistent with these Bylaws.

## 3. Immediate Past Section Director

The duties of the Immediate Past Director shall be:

- a) To chair the Election Committee;
- b) To form and chair a Bylaws Review Committee;
- c) To confer with the Director in any discussion for removal of an appointed Board officer; and
- d) To perform such other duties as are customary to the office and are consistent with these Bylaws.



#### 4. Treasurer

As required by the adopted California Chapter Financial Policies, the minimum qualifications and vacancy requirements of the Section Treasurer are mandated, and shall include the following: Any candidate for Section Treasurer shall be knowledgeable in accounting procedures, including posting debits and credits into accounting software, balancing accounts and reconciling statements.

The duties of the Treasurer shall be:

- a) To receive and be held responsible for all financial records of the Section and to make such records available for inspection by members upon request;
- b) To receive, disburse, and be held accountable for all Section accounts and funds and to make proper authorized disbursement of said funds;
- c) To submit an annual financial report to the Board on June 30, and any other financial reporting as requested;
- d) To invoice all entities with which the Section does business;
- e) The Treasurer should have a working knowledge of accounting software (consistent with APA California requirements), as well as a working knowledge of profit and loss statements, balance sheets, and reconciliation procedures;
- f) The Treasurer shall be responsible for a verbal and written financial report as an agenda item and attachment at each Board meeting; the attachment shall include a year-to-date profit and loss statement and balance sheet. A summary of the financial report shall be included by the Secretary in the minutes of the meeting;
- g) Provide year-to-date financial reports to the Chapter on time each quarter, and that the financial records and reports are kept up to date;
- h) Provide accurate computer reports that are reconciled to the bank statements;
- i) To work with the Section Director and Director-Elect to develop an annual budget;
- j) To confer with the Director in any discussion for removal of an appointed Board officer; and

- k) To perform such other duties as are customary to the office of Treasurer, consistent with these Bylaws.

## B. Appointed Members of the San Diego Section Board

### 1. Programs Chair(s)

The duties of the Programs Chair(s) shall be:

- a) To make all necessary arrangements to carry out luncheon programs and other AICP CM eligible events, including registration, venue, speakers, cost, and coordination with other San Diego Section activities;
- b) To devise and carry out improvements in program activities, including live streaming and webinar format;
- c) To work with the Communications Director, Website Coordinator, Marketing and Membership Director and others to advertise events on social media, websites, e-mail and flyers;
- d) To maintain a calendar of Professional Development/Certification Maintenance activities developed or sponsored by the San Diego Section;
- e) To devise and carry out program activities which extend to all geographic areas of the San Diego Section;
- f) To contact other professional organizations to explore joint participation in program activities; and
- g) To oversee and administer the Section-approved budget for Programs.

### 2. Awards Chair(s)

The duties of the Awards Chair(s) shall be:

- a) To organize and administer the annual awards program to be held in the spring in accordance with the Section APA Awards Handbook, including registration, venue, sponsorships, speakers, cost, and coordination with other SDAPA activities, Specific responsibilities may be delegated to or shared with other Board officers;

- b) To convene and provide direction to the awards jury;
- c) To devise and carry out improvements in Awards program activities;
- d) To update the San Diego Section Awards Criteria to be consistent and compatible with the California Chapter and APA awards criteria;
- e) To work with the Communications Director, Website and Social Media Coordinator, Marketing and Membership Director and others to advertise events on social media, websites, e-mail and flyers;
- f) To oversee and administer the Section-approved budget for Awards programming; and
- g) To perform other duties as requested by the Section Director.

### 3. Marketing and Membership Director(s)

The duties of the Marketing and Membership Director(s) shall be:

- a) To promote APA membership to prospective members, to welcome new members and transferees, and to help resolve membership problems;
- b) To maintain a current membership roster, to develop and carry out a process of keeping the Section mailing list current, and to provide said list to the Communications Director and other Section officers as necessary;
- c) To organize and administer membership appreciation and social events including the annual holiday party in December;
- d) To develop affirmative action programs to recruit student members, citizen activists, under-represented groups and members of the general public interested in cities and planning;
- e) To represent the San Diego Section at Marketing and Membership meetings scheduled by the Chapter Vice-President for Marketing and Membership;
- f) To provide membership rates and information to prospective and current members; and

- g) To oversee and administer the Section-approved budget for Marketing and Membership programs.

#### 4. Professional Development Officer(s)

Any person holding a Professional Development Officer position shall be a member in good standing of AICP.

The duties of the Professional Development Officer(s) shall be:

- a) To organize at least two annual Section professional development programs;
- b) To coordinate counseling of members desiring to take the AICP exam and supervise programs developed to address professional development needs;
- c) To work with other Section Board members to recognize Section members that have passed the AICP examination;
- d) To work with the Section Director and Section Board to develop seminars and workshops which address professional development of Section membership;
- e) To work with the Communications Director, Website and Social Media Coordinator, and Marketing and Membership Director to publicize professional development programs and events;
- f) To represent the San Diego Section at Professional Development meetings scheduled by the Chapter Vice-President for Professional Development;
- g) Register Section events for CM credit, maintain CM records, report annually on credits offered and provide state and national CM policy or administration news to the Board;
- h) To assist Board members with the administration of CM events; and
- i) To oversee and administer the Section-approved budget for Professional Development programs.

#### 5. Communications Director(s)

The duties of the Communications Director(s) shall be:

- a) To maintain and manage the Section email list;
  - b) To assist the Marketing and Membership Director(s) in maintaining the San Diego Section membership list;
  - c) To promote Section activities and services through email marketing using the Section email list. Email responsibilities may be shared with or delegated to other Section Board officers;
  - d) To organize and coordinate all Section communication activities, including with the Website and Social Media Coordinator for website based and social media communication; and
  - e) To oversee and administer the budget for Communications programs.
6. Website and Social Media Coordinator(s)

The duties of the Website and Social Media Coordinator(s) shall be:

- a) To be responsible for accurate and up-to-date website content, appearance, maintenance and usability. Specific responsibilities may be delegated to or shared with other Section Board officers;
- b) To develop, maintain and update appropriate links to other APA-related websites, including the California Chapter or other local sections, planning organizations, cities and firms engaged in activities that support the Purposes of the San Diego Section;
- c) To work with Section Board members to populate the website and social media accounts with events and announcements submitted by Board members or partner organizations to promote planning and encourage participation;
- d) To post and maintain website banner ads including ads received through awards program sponsorships;

- e) To recommend website improvements, changes and needs to the Board for approval;
- f) To oversee and administer the budget for website and Social Media Coordinator and be responsible for the administration of any contracts for website development/maintenance;
- g) To be responsible for accurate and up to date social media content, appearance, maintenance and usability. Specific responsibilities may be delegated to or shared with other Board officers; and
- h) To assist the Planning Journal Editor in maintaining and promoting Planning Journal content.

## 7. Secretary

The duties of the Secretary shall be:

- a) To conduct the correspondence of the San Diego Section under the direction of the Section Director and Board;
- b) To prepare and distribute Section Board meeting agendas under the direction of the Section Director and Board;
- c) To distribute any update to the Professional Development and Programs calendar prior to Section Board meetings as appropriate;
- d) To record and distribute the actions resulting from Section Board meetings; and
- e) Prepare the San Diego Section's portion of the Annual Report to submit to California Chapter.

## 8. Student Representative(s)

The duties of the Student Representative(s) shall be:

- a) To work with the Academic Liaison to organize at least one annual student event that would be useful to students;

- b) To act as a liaison with local academic communities and advise the San Diego Section Board concerning student affairs;
- c) To promote an efficient communication network between planning students, the Y&EP Group, and the Section Board;
- d) To promote student/professional interaction opportunities at Section programs and activities;
- e) To actively solicit student contributions of quarterly articles to the website and social media;
- f) To represent student interests at the Section Board;
- g) To assist the Membership and Marketing Director(s) and the Academic/CPF liaison in promoting student membership, representation and involvement in the California Chapter and APA; and
- h) To maintain liaison with the California Chapter Student Representative.

9. San Diego Section Planning Journal Editor

The duties of the San Diego Section Planning Journal Editor shall be:

- a) To oversee the orderly production and distribution of Planning Journal articles and features;
- b) To ensure that Planning Journal articles and features are high quality, timely, and informative;
- c) To solicit submission of articles from Section members and other professionals;
- d) To solicit reports on major Section events and activities;
- e) To promote the Planning Journal as a tool for advancing professional development and supporting the local planning community;

- f) To conduct an incentive program to promote the submission of featured articles, including discounted fees to events; and
- g) To determine how the responsibilities of producing the Planning Journal may be assisted by other Board members.

10. Academic/California Planning Foundation (CPF) Liaison

The duties of the Academic/CPF Liaison shall be:

- a) To provide leadership to the San Diego Section Student Representative(s) in organizing at least one annual student event that would be useful to students;
- b) To promote an effective communication network between the students and faculties of the San Diego and Imperial County regional universities and the Section;
- c) To solicit recommendations for student representatives from San Diego and Imperial County region universities;
- d) To provide guidance and assistance to the Student Representative(s);
- e) To assist the Student Representatives in carrying out their duties as specified in the San Diego Section Bylaws;
- f) To serve as a resource to students who are looking for current internship opportunities related to planning;
- g) To encourage eligible candidates to apply for San Diego Section and CPF scholarships;
- h) To represent the San Diego Section at meetings scheduled by the California Planning Foundation (CPF) President; and,
- i) To monitor and participate in planning school accreditation.

11. Young & Emerging Planners Group Chair(s)



The Young & Emerging Planners (Y&EP) Group is a subcommittee of the San Diego Section Board. The Chair(s) of this subcommittee shall meet the requirements to be a current member of the Y&EP Group.

The duties of Y&EP Group Subcommittee Chair(s) shall be:

- a) To oversee the operation of the Y&EP Group;
- b) To appoint, with consent of the San Diego Section Board, all Y&EP Group positions;
- c) To preside at Y&EP Group subcommittee meetings and activities;
- d) To carry out the purpose and programs established by the Y&EP Group subcommittee and San Diego Section Board and be responsible for the management of the affairs of the subcommittee;
- e) To work with other Y&EP Group members and students to develop and carry-out educational programs, social and networking events, membership coordination, sponsorships, and any other topics as determined by the Y&EP Group subcommittee;
- f) To lead the Y&EP Group Mentorship Program to successfully match Y&EP Group members and students with experienced planners for guidance and support while offering mentors an opportunity to strengthen ties with future leaders of the planning community and APA;
- g) To oversee an annual program to recruit and pair Mentors and Mentees, provide a template for carrying out mentoring activities, coordinate program events, and monitor the progress of the annual program;
- h) To communicate and coordinate activities with the Section Board;
- i) To represent the San Diego Section at conferences during YPG/EPG Ideas Exchange Meetings; and
- j) To oversee and administer the Section-approved budget for Y&EP Group activities.

12. Membership Inclusion Director

The duties of the Membership Inclusion Director shall be:

- a) To promote the importance of recruiting, supporting and retaining planners of diverse racial and ethnic backgrounds within the profession and within the San Diego Section membership;
- b) To incorporate a diversity theme or component in at least one Section event per year;
- c) To work with Y&EP Group members and other Board Members to organize and administer activities that encourage high school students from disadvantaged areas to consider a career in planning;
- d) To support the annual Diversity Summit at the Chapter conference;
- e) To be a liaison to the Chapter's Diversity and Equity Committee; and
- f) To represent the San Diego Section at meetings scheduled by the Chapter Membership Inclusion Director.

13. Legislative Representative(s)

The duties of the Legislative Representative(s) shall be:

- a) To represent the interests of the San Diego Section when participating in discussions with representatives from other Sections and with the California Chapter; and
- b) To share information obtained from discussion with other Sections' Legislative Representatives and the California Chapter with the San Diego Section Board at the earliest possible convenience.

14. Imperial Valley Representative(s)

The duties of the Imperial Valley Representative(s) shall be:

- a) To represent the interests of APA members living/working in Imperial Valley at San Diego Section Board meetings;

- b) To work with the Board and Professional Development Officer to create professional development activities and events to feature or highlight Imperial Valley.

The San Diego Section Director may appoint liaisons to other Chapter-level functional groups, as needed, to assure that the Section is sharing and receiving information similar to other Sections. See California Chapter Bylaws *Section 11.5 – Section Board* for examples.

### C. Paid Contractors of the San Diego Section Board

If the San Diego 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 issues from the jurisdiction where the person’s office resides, and states in writing that the contractor meets all the requirements of AB 5, Statutes of 2019, State of California, for a business-to-business relationship:

- (1) maintains a business location that is separate from the hiring entity (including the individual’s residence);
- (2) maintains a business license if the work is performed more than six months after the effective date of the bill;
- (3) has the ability to set his or her own hours and set or negotiate his or her own rates;
- (4) customarily engages in the same type of work performed under contract with another entity; and
- (5) customarily and regularly exercises discretion or independent judgment in the performance of the services.

## **ARTICLE V – ELECTION OF OFFICERS AND SAN DIEGO SECTION BOARD SERVICE**

### A. Elected Officers and Board Terms

Policies and procedures for elections are established pursuant to California Chapter Bylaws *Section 11.7 – Election of Section Officers*, and are consistent with the goals described in *Section 7.1 – Purpose and Goals of Elections*.

The elected officers of the Section shall be the Director and Treasurer, and either the Section Director-Elect or Immediate Past Section Director.

The term of office of the Section Director shall be for four (4) years in total, commencing on January 1 of an even-numbered year and shall serve one (1) year as Director Elect, two (2) years as Director, and one (1) year as Past Director.

The term of office for the Treasurer shall be for two (2) years, commencing January 1 of each even-numbered year.

The term of office for appointed board members shall be for two (2) years commencing January 1 to coincide with the Section Director's term.

A Student Representative shall be appointed for one (1) year commencing July 1.

#### B. Election Committee and Nomination of Elected Officers

An Election Committee, of not less than three (3) Section members not running for the elected office(s) shall be appointed by the Director, subject to approval by the Board. The Election Committee shall be responsible for nominating candidates for elected office, administering the election and tallying the vote. The Election Committee shall be chaired by the Immediate Past Director.

A notice of open positions and the nomination process shall be posted on the Section website and distributed to Section members by email.

The Election Committee shall nominate at least one (1) candidate for each elected office. The names of said nominated candidates shall be submitted to the Board on or about September first each year. In seeking candidates, the Election Committee shall strive to reflect, to extent possible, the diversity of the San Diego Section membership.

In addition, the membership shall have the opportunity to submit name(s) for nomination as candidates for elected Section Officers by petition containing the signatures of not less than five percent of Section members eligible to vote. Said petition shall be submitted to the Section Board on or about October 31<sup>st</sup> of each year. The names of persons eligible to hold office and nominated by petition or the Election Committee shall be placed on the ballot for election.

#### C. Voting and Elections

1. Eligibility to Vote and/or Hold Office. Those eligible to vote in elections for officers of the San Diego Section Board shall be members in good standing of the San Diego Section who reside or work within the Section area as described in Article III. Those eligible to be nominated for Elected Officer positions shall be members in good standing of the San Diego Section who reside or work within the Section area, excluding Student members.

The elected position of Treasurer and the appointed positions of Professional Development Officer and Y&EP Group Chair have additional eligibility requirements as described in Article IV – *Section Board of Directors*.

2. Voting Procedure. Voting for Elected Officers shall be by secure email ballot made available not less than 10 days prior to the date specific for the end of the voting period.
3. Tallying Ballots. The Election Committee shall tally and verify the total votes. The Election Committee shall provide documentation of this tally to the Section Director for approval.
4. Results of Election. The candidate for each office who receives the largest number of qualified votes for that office shall be declared elected. The results of the vote shall be published on the San Diego Section website and announced via email to membership within 14 days of the completion of the election. All candidates shall be notified of the election results prior to release of the election announcement.

#### D. Vacancies

The San Diego Section Director shall recommend, and the Section Board shall confirm, any candidate for a vacancy on the Board that occurs during a term. Section Board Officers so appointed shall serve the unexpired terms of their predecessor in that office.

In the case that Section Board discussion occurs about why an appointment to fill a particular unexpired term should not be made, a majority vote of the Section Board members may call for a special election.

If for any reason the Treasurer is replaced midterm, the Section Director shall immediately contact the California Chapter Vice President for Administration and send or review all accounting information with the Vice President and the Chapter/Section bookkeeper before any accounting activities are assumed by the new Treasurer.

In the event a position remains vacant following a concluded election, the Section Board shall appoint a qualified member to fill the position within (30) days of the announcement of the election results.

#### E. 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 San Diego 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 San Diego 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 Section 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 Elected Officer charged and to allow the Board to then sustain or deny the motion.

Appointed Board Members not fulfilling responsibilities as assigned in the San Diego 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.

#### F. Typical Election Cycle Schedule

The following dates, used in conjunction with Section A above, are guidelines for the Election Committee to use to properly time solicitation of candidates for elected office and to allow adequate time for member voting.

Date	Action
On or about August 1	Election Committee formed
Early August	San Diego Section members receive notice of open positions and nomination process
On or about September 1	Election Committee announces their nominations to the San Diego Section Board
Early September	San Diego Section members are notified of the nominations and the procedure for petition submittals
On or about October 31	Deadline for submittal of nominating petitions
Early November	San Diego Section members are notified of digital balloting procedures and availability of candidate statements
On or about December 1	Final date for San Diego Section members to cast ballots
Early December	Election Committee submits election tally to San Diego Section Director for approval; Election Committee confers with successful and unsuccessful candidates
Early to mid-December	Election Committee announces election results

On or about January 1	New Elected or Appointed Board Members assume office
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**ARTICLE VI – SAN DIEGO SECTION BOARD MEETINGS**

**A. Regular Section Board Meetings**

The San Diego Section shall establish an annual meeting calendar at the Board’s first meeting of the calendar year. Meetings will be held monthly in order to conduct the Section’s business, although certain meetings may be adjourned if no business needs to be conducted. In no case shall the Section Board meet less than six (6) times per calendar year. All Section Board meetings are open to any Section member who would like to attend.

**B. Meeting Agendas and Minutes**

Agenda items for each meeting shall be solicited by the Secretary at least one week prior to a regular Section Board meeting, and an agenda prepared and distributed to Section Board members prior to the meeting at least 24 hours in advance of the meeting.

Agendas for meetings also shall be posted on the San Diego Section website and approved minutes shall be posted within 60 days of the meeting.

**C. Business Conducted at Section Board Meetings**

All San Diego Section Board business shall occur at a regular meeting, including adoption of budgets or expenditure of funds, changes to bylaws, Board approval of subcommittee actions, approval of nominations to elected Board positions, or approval of a Section policy.

A quorum must be present to conduct San Diego Section Board business. A quorum shall consist of at least one Elected Officer and more than 50% of the Appointed Board seats that are currently filled. For any Appointed Board seat where a co-chair has been appointed, there shall be only one co-chair counted toward the Board quorum if both are present, and only one vote cast by that seat in action items before the Board.



Any San Diego Section Board member who attends the Board meeting via conference call, as verified by those physically present at the location and time of the Board meeting, shall be counted as present for purposes of a quorum, Board minutes, and attendance records.

#### D. Emergency Meetings

An emergency meeting may be called by the San Diego 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 San Diego Section Director shall convene an in-person meeting of a quorum of Section Board members as described in Section C. However, if an in-person meeting is not possible, a conference call or email vote may occur at the discretion of the San Diego Section Director in consultation with the other Elected Officers.

### **ARTICLE VII – FINANCIAL POLICIES OF THE SAN DIEGO SECTION**

The San Diego 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 primary revenues sources for the San Diego Section are: subventions from the California Chapter, event revenue including sponsorships, and annual California Chapter conference disbursements made to the San Diego Section as either a conference host or as a Section not hosting that year.

#### A. Handling of Section Revenue

Access to San Diego Section bank accounts and QuickBooks Online portal shall be limited to the Elected Officers and the Section-contracted bookkeeper if so authorized.

No San Diego Section board member shall commit the resources of the Section without prior board approval.

The San Diego Section shall spend its revenue obtained from all sources to achieve the goals listed in Article II.C *Purposes of the San Diego Section*. In order to achieve these goals over a period of years, the Section Board shall retain 150% of annual operating expenses in a cash (checking) account.

Revenue in excess of two years' operating expenses should be invested in secure investment accounts such as a savings account or Certificates of Deposit.

#### B. Reimbursements

The San Diego Section Treasurer shall reimburse board members for costs and expenses authorized by the Section Board and incurred in fulfilling their assigned duties upon submittal of valid receipts.

The San Diego Section board shall receive in writing, and shall review quarterly, all reimbursements made that past quarter.

#### C. Conference Profit

Any conference profits received by the San Diego Section shall be used to supplement annual revenues to provide benefits for the Section members. An amount equal to one-seventh (1/7) of the total amount of the most recently received conference profit should be budgeted for use each year.

### **ARTICLE VIII – ADOPTION AND AMENDMENT OF SAN DIEGO SECTION BYLAWS; INITIATIVE AND REFERENDUM**

The San Diego Section Bylaws shall be the primary governing document of the San Diego Section. Operating procedures for various activities shall be developed and kept in an electronic location accessible to San Diego Section members.

## A. Adoption of Section Bylaws

The San Diego Section shall adopt and maintain bylaws to govern Section affairs that are consistent with the California Chapter bylaws and at minimum contain: establishment of the Section Board, duties of board members, section meetings to carry out the purpose and objectives of the Section, and management and accounting of Section finances. The Section bylaws shall be the primary governing document of the Section. Operating procedures for various activities shall be developed and kept in an electronic location accessible to Section members.

Adoption of these bylaws shall be by a two-thirds (2/3) affirmative vote of the filled seats of the San Diego Section Board.

## B. Amendment of Adopted of Section Bylaws

The San Diego Section Director, with concurrence of the Board, may appoint a subcommittee to draft revisions to adopted Section bylaws.

Depending on the complexity of the revisions, issues may be identified or draft language may be presented to the Section Board by the subcommittee.

The full text of drafted bylaws amendments shall be presented to the San Diego 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.

All bylaws amendments shall be kept in the bylaws in a chart accompanying the bylaws characterizing the changes made and the date of the approval of each amendment.

## C. 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 San Diego 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 San Diego Section Board officers. A majority of those voting, regardless of number, will determine the issue.

**ARTICLE IX – BOARD MEMBER ETHICS, INDEMNIFICATION, CONFLICT OF INTEREST, AND BOARD DISSOLUTION**

- A. Ethics. San Diego 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.
  
- B. Conflict of Interest. If any San Diego 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.
  
- C. Indemnification. The California Chapter Board of Directors, on behalf of the Chapter, shall indemnify any San Diego Section Board member fulfilling their duties for whom indemnification is permitted under California law, up to the fullest extent permissible under the law.
  
- D. Board Dissolution. Pursuant to the process described in Article 16 of the adopted California Chapter bylaws, if the Chapter is dissolved by a two-thirds vote of the Board of Directors, the San Diego Section of the California Chapter of the American Planning Association is also dissolved.