

AMERICAN PLANNING ASSOCIATION
Los Angeles Section, California Chapter

BYLAWS

LOS ANGELES SECTION, CALIFORNIA CHAPTER

AMERICAN PLANNING ASSOCIATION

PROPOSED FOR ADOPTION NOVEMBER 21, 2019

ARTICLE I: NAME AND AREA SERVED

This organization shall be known as Los Angeles Section, California Chapter of the American Planning Association. The area served by the Section shall encompass Los Angeles County. The Section shall be a not-for-profit entity under the auspices of the California Chapter.

ARTICLE II: PURPOSES

2.1 Statement of Purposes

The purpose of this organization is to carry out the objectives of the American Planning Association and the following Section goals:

- (a) To provide local expression of Association purposes and objectives;
- (b) To provide maximum membership awareness and involvement in the Association's and Section's affairs;
- (c) To communicate and exchange information among those interested in planning and related activities;
- (d) To provide a forum for the discussion of issues and pending legislation vital to the planning process;
- (e) To promote solutions to local urban and regional problems through a legislative agenda;
- (f) To increase public awareness of the importance of planning;
- (g) To maintain a liaison with other planning related organizations;
- (h) To promote the highest standards of professional planning;
- (i) To offer an educational resource to Section members.
- (j) To provide adequate financial resources to support Section goals;
- (k) To take planning positions which responsibly represent the needs and interests of its members and the public.
- (l) To create, cultivate, and sustain an inclusive environment that encourages diversity in membership and programming.

BYLAWS
Los Angeles Section, California
American Planning Association

ARTICLE III: MEMBERSHIP

California Chapter members, whose address of record, as provided by the member to the national or state office, is located in Los Angeles County, shall automatically be a member of this Section.

ARTICLE IV: BOARD AND COMMITTEES

4.1 Board Duties

The Section Board shall:

- (a) Establish policies, formulate programs, and provide guidance in carrying out the Section's purposes;
- (b) Adopt an annual budget;
- (c) Authorize appointment of members to committees or the Board to carry out the Section's affairs;
- (d) Receive and consider resolutions, petitions, and recommendations from Section members;
- (e) Conduct the Section's annual awards program;
- (f) Advocate for political, economic, and environmental justice through Section programming and initiatives to create institutional change within the planning and policy field.
- (g) Perform any other duties necessary to carry out the Section's purposes.

4.2 Board - Members

The Board shall consist of the following officers:

4.2.1 Elected Officers

The elected officers of the Section shall be the Section Director, Vice Director for Finance, Vice Director for Administration, Vice Director for Policy, Vice Director of Communications, two (2) Vice Directors for Programs, two (2) Vice Directors for Professional Development, Vice Director for Membership, and two (2) Vice Directors at Large (Awards). All elected officers shall be members in good standing of APA and the two (2) Vice Directors for Professional Development shall be both a member in good standing of APA and AICP.

4.2.2 Appointed Officers

At the first meeting following the certification of annual election results, the Section Director, with the advice and consent of the Section Board, shall appoint the following offices

BYLAWS
Los Angeles Section, California
American Planning Association

necessary to carry out the Board's purposes and objectives. These shall include, but not be limited to, the Director Pro-Tem, Membership Inclusion Director, two (2) Young Planners Directors, Section Historian & CPF Liaison, Marketing Director, Social Media Director, Web Director, Commissioner Representative, University Liaison, and a Student Representatives from local planning schools as recommended to the University Liaison. All appointed officers shall be members in good standing of APA and the Commissioner Representative shall be a member of a public board for a public agency in California when elected.

4.2.3 Voting Members

Voting members of the Board shall consist of all elected and appointed officers. For purposes of these Bylaws, the Immediate Past Director shall have the power of vote.

4.2.4 Immediate Past Director and Director Elect and Director Pro Tempore

The Immediate Past Director, Director Elect, and Director Pro Tempore shall be fully vested members of the Section Board.

4.2.5 Term of Office

(a) Elected Board Members

The Section Director shall serve a four-year term commencing on January 1 of odd years, consisting of a one year as Director Elect, two years as Section Director, and one year as Immediate Past Director. The Vice Director for Finance, Vice Director for Membership, Vice Director of Communications, one Vice Director for Professional Development, one Vice Director for Programs, and one Vice Director at Large (Awards) shall serve a two-year term commencing on January 1 of even years. The Vice Director for Administration, Vice Director for Policy, one Vice Director for Professional Development, one Vice Director for Programs, and one Vice Director at Large (Awards), shall each serve a two-year term commencing January 1 of odd years.

(b) Appointed Board Members

The term of office of all appointed Board members shall be for one year commencing January 1.

4.2.6 Elections

(a) Elections Committee

An Elections Committee consisting of no less than three (3) members, who are not running for office, shall be appointed by the Section Director (or Past Section Director in even years)

BYLAWS
Los Angeles Section, California
American Planning Association

no later than August 1 of each year. The Committee shall be responsible for nominations and the conduct, and tally of annual elections. Elections shall take place prior to January 1 of each year.

(b) Balloting

Section elections shall be conducted by secret ballot open for not less than twenty (20) days.

(c) Election Results

The candidate for each office receiving the largest number of qualified votes shall be declared elected, the outcome published, and all candidates notified in writing within 45 days. Prior to notification the Board shall certify all election results as complete and accurate by majority vote.

4.3 Officer Performance, Vacancy, and Removal

4.3.1 Attendance

In the event that any officer of the Section misses more than three (3) regularly scheduled board meetings without prior consent of the Section Director, the Director shall send a letter to the absent officer documenting these absences and the provisions of this section concerning performance, vacancy, and removal.

4.3.2 Vacancy

In the event that an office is vacated by the holder due to extended illness, absence, death or inability to perform the duties prescribed in these Bylaws, the Section Director may, with the advice and consent of the Board, appoint a Section member to fill the vacancy for the length of the unexpired term.

4.3.3 Removal

- (a) In the event that any officer of the Section fails to perform the responsibilities assigned by these Bylaws in an appropriate manner, the Section Director may request that the Board consider the removal of that officer.
- (b) The officer pending removal shall be sent written notice and given the opportunity to appear with any statements or evidence as to why the office should not be vacated. The Board shall consider these facts prior to acting on the Director's request.

BYLAWS
Los Angeles Section, California
American Planning Association

- (c) A motion to remove any officer shall require an affirmative vote from two-thirds of the voting board members, provided that an agenda containing the proposed removal action was communicated to all board members not less than ten (10) days before the Board meeting at which action is proposed.

4.4 Officers' Duties

4.4.1 Section Director

The Section Director shall:

- (a) Represent and regularly report Section concerns, issues, and activities to the California Chapter Board;
- (b) Represent and promote Section and Chapter concerns before the Chapter President's Council at national conferences and other forums;
- (c) Maintain a liaison with other Section Directors, particularly those of adjacent Sections;
- (d) Maintain a liaison with the National Board of Governors as necessary;
- (e) Along with the Vice Director of Communications, establish and nurture relationships with related organizations;
- (f) Communicate Chapter concerns to the Board through meetings and reports, and to regularly provide Chapter material for distribution through the Vice Director of Administration;
- (g) Represent the Section in formal correspondence, transmittals, and at public events;
- (h) Appoint, with the advice and consent of the Board, Officers and Committees as deemed necessary to carry out the Section's purposes and objectives;
- (i) In the absence of a Director Elect, appoint with the advice and consent of the Board, a Director-Pro Tempore, who shall be an appointed official of the Board and shall preside at all meetings and represent the section in the Director's absence;
- (j) Provide general leadership for the Section by coordinating and directing the Board's administration, activities and programs, including supervision of the Executive Committee;
- (k) Establish a three-year strategic plan for the Section, to be updated at the beginning of each two-year Section Director term;
- (l) Oversee the development of inclusive programming and Section initiatives to create dialogue about diversity in planning and promote institutional change within the organization;
- (m) Oversee and administer the budget for Section Director; and,

BYLAWS
Los Angeles Section, California
American Planning Association

- (n) Execute contracts less than \$1,000 and contracts for budgeted hourly services.

4.4.2 Vice Director for Policy

The Vice Director for Policy shall:

- (a) Develop and maintain Section legislative review and response capability;
- (b) Present legislative and policy items to the Section Board in a timely manner;
- (c) Develop and maintain a strong working relationship with the Chapter Vice President for Policy and Legislation;
- (d) Oversee and administer the budget for Vice Director for Policy.

4.4.3 Vice Director for Finance

The Vice Director for Finance shall:

- (a) 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;
- (b) Disburse Section funds;
- (c) Receive funds from programs and events;
- (d) Maintain any student scholarship fund;
- (e) Oversee and administer the budget for Vice Director for Finance.

4.4.3 The Vice Director for Administration shall:

- (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) Coordinate updates of bylaws and operational guidelines as needed;
- (e) Implement special administrative or operational projects as assigned by the Section Director;
- (f) Oversee and administer the budget for Vice Director for Administration.

4.4.4 Vice Directors for Programs

The Vice Directors for Programs shall:

BYLAWS
Los Angeles Section, California
American Planning Association

- (a) Recommend, develop, and maintain an annual calendar of general programs that meet the educational and social needs of members and promote the Section to non-members;
- (b) Make and coordinate necessary arrangements to carry out Section programs and events; including supervision of the Programs Committee.
- (c) Initiate program partnerships with related organizations as needed;
- (d) Ensure that all programs display well-rounded subject matter that addresses issues of equity and promotes the inclusion of diverse perspectives in program creation, organization, and implementation.
- (e) Oversee and administer the budget for Section General Events.

4.4.5 Vice Director for Professional Development

The Vice Directors for Professional Development shall:

- (a) Arrange and coordinate counseling for members preparing to take the AICP examination;
- (b) Develop seminars and symposia for members' professional development;
- (c) Develop and maintain working relationships with the Chapter Vice President for Professional Development.
- (d) Register Section events for CM credit and report annually on credits offered;
- (e) Assist Board members with the administration of CM credit events;
- (f) Oversee and administer the budget for Vice Director for Professional Development.

4.4.6 Vice Director for Membership

The Vice Director for Membership shall:

- (a) Promote APA membership to prospective members; make initial contact, welcome new members and transferees, and help resolve membership problems;
- (b) Develop membership recruitment programs;
- (c) Maintain the Section's membership roster;
- (d) Develop affirmative programs to recruit student members, lay planners, planning and related commissioners, citizen activists, minorities and members of the general public interested in cities and planning;
- (e) Supervise the Membership Committee;
- (f) Present an annual membership status report to the Board;
- (g) Oversee and administer the budget for Vice Director of Membership.

4.4.7 Vice Directors at Large (Awards)

BYLAWS
Los Angeles Section, California
American Planning Association

The Vice Directors at Large shall:

- (a) Direct the annual Section Awards Program, including supervision of the Awards Committee;
- (b) Develop special projects, activities and programs with the Board's approval;
- (c) Assist other Board members in the execution of their duties;
- (d) Oversee and administer the budget for Vice Director at Large (Awards).

4.4.8 Immediate Past Director

The Immediate Past Director shall:

- (a) Assist the new Director in an orderly transition of leadership.

4.4.9 Vice Director of Communications

The Vice Director of Communications shall:

- (a) Prepare, edit, and publish the Section newsletter
- (b) Supervise editorial programs, media, advertising, and the Communications Committee;
- (c) Along with the Section Director, establish and nurture relationships between the Section, the media, and related organizations.
- (d) Provide information on Section events and activities to media outlets and non-member individuals, to stimulate attendance at and awareness of the Section's activities;
- (e) Assist the Vice Director for Membership in maintaining the membership roster and mailing lists.

4.4.10 Student Representatives

The Student Representatives shall:

- (a) Maintain liaison between the planning schools, their students, the Section and the Chapter;
- (b) Assist the Vice Director for Membership and the University Liaison in obtaining student membership, representation, and involvement;
- (c) Represent student concerns before the Board.

4.4.11 Diversity & Inclusion Director

BYLAWS
Los Angeles Section, California
American Planning Association

The Diversity & Inclusion Director shall:

- (a) Recruit a diverse Section membership, and promote diverse participation in Section activities;
- (b) Support the work of the Membership and Programs Directors;
- (c) Develop and implement diversity-oriented events and programs;
- (d) Promote topics, formats, and venues that diversify Section activities and program content;
- (e) Oversee and administer the budget for Diversity & Inclusion Director.

4.4.12 University Liaison

The University Liaison shall:

- (a) Maintain liaison between the planning schools, their students and faculty, the Student Representatives, the Section and the Chapter;
- (b) Assist the Vice Director for Membership in obtaining student and faculty membership, representation, and involvement;
- (c) Represent student concerns before the Board;
- (d) Coordinate Section/school joint functions with Student Representatives and university faculty;
- (e) Monitor and participate in planning school accreditation and develop and promote mentor and scholarship programs which promote the interests of planning students;
- (f) Solicit recommendations for Student Representatives from local planning schools.

4.4.13 Planning Commissioner Representative

The Planning Commissioner Representative shall:

- (a) Develop affirmative programs to increase participation of planning and related commissioners in APA and attendance at workshops, seminars and APA Conferences;
- (b) Develop and maintain working relationships with the Chapter Planning Commission Representative;
- (c) Assist the Vice Director for Professional Development and Vice Directors for Programs in developing seminars, and symposia for planning and related commissioners.

4.4.14 Young Planners Director

The Young Planners Director shall:

BYLAWS
Los Angeles Section, California
American Planning Association

- (a) Recommend, develop, and promote an annual calendar of programs that meet the educational and social needs of Section members under 35;
- (b) Make and coordinate necessary arrangements to carry out programs, including supervision of the Young Planners Committee;
- (c) Maintain a liaison with the Chapter Young Planners Coordinator;
- (d) Represent young planners' interests and concerns before the Board;
- (e) Oversee and administer the budget for the Young Planners Director.

4.4.15 Marketing & Sponsorship Director

The Marketing & Sponsorship Director shall:

- (a) Administer a sponsorship and advertising program to recruit financial and in-kind support of Section activities.
- (b) Maintain liaison with existing sponsor organizations and identify opportunities for further engagement.
- (c) Along with the Vice Director of Communications, promote Section activities to potential sponsor organizations.
- (d) Oversee and administer the budget for the Marketing & Sponsorship Director.

4.4.16 Section Historian & California Planning Foundation Liaison

The Section Historian & California Planning Foundation Liaison shall:

- (a) Maintain liaison with the California Planning Foundation (CPF);
- (b) Provide information to Section members regarding CPF activities and scholarships, and promote awareness of CPF;
- (c) Coordinate and secure donations for CPF, including the annual conference auction;
- (d) Participate in regular conference calls with statewide CPF liaisons; Maintain liaison with the Chapter Historians and coordinate Section participation in the Chapter history program;
- (e) Develop programs and media campaigns that promote and reflect on Section and Chapter history.
- (f) Oversee and administer the budget for Section Historian & California Planning Foundation Liaison.

4.4.17 Social Media Director

The Social Media Director shall:

BYLAWS
Los Angeles Section, California
American Planning Association

- (a) Use social media to promote events and announcements submitted by Section Board members or partner organizations to encourage participation.
- (b) Promote planning in Los Angeles by sharing planning-related news and content on social media.
- (c) Develop social media campaigns highlighting aspects of Board activities and planning in Los Angeles.
- (d) Oversee and administer the budget for Social Media Director.

4.4.18 Web Director

The Web Director shall:

- (a) Regularly update the Section website with event information and announcements.
- (b) Manage/modify the design, development, and maintenance of general web architecture and web applications.
- (c) Work with the Vice Director of Communications to populate the website with blog posts and feature articles.
- (d) Ensure that Section information is available and up-to-date, including but not limited to Board leadership, bylaws, contact details, and information on awards, sponsorships.
- (e) Participate in social media campaigns, marketing campaigns, and other duties associated with communications.
- (a) Oversee and administer the budget for Web Director.

4.4.19 Director Elect/Director-Pro Tempore

The Director Elect/Director-Pro Tempore shall:

- (a) In the absence of a Director Elect, the Director shall appoint with the advice and consent of the Board, a Director-Pro Tempore;
- (a) Preside at all meetings and represent the Section in the Director's absence. In the event of the Director's extended absence or disability, the Board may authorize the Director Elect/Director-Pro Tempore to act as Director for the duration of said absence or disability or until the next regularly scheduled election, whichever first occurs.

4.5 Committees

4.5.1 Standing Committees

BYLAWS
Los Angeles Section, California
American Planning Association

The following shall be considered permanent Committees of the Board and shall be supervised as outlined in these Bylaws. Additional members shall be appointed on an annual basis:

- (a) An Elections Committee, subject to Section 4.2.5 of these Bylaws.
- (b) An Executive Committee consisting of the elected Board positions and the Immediate Past Director and Director Elect/Director Pro Tempore, to oversee general administration of Section affairs;
- (c) An Awards Committee to oversee the annual awards program and gala;
- (d) A Programs Committee to plan and implement general programming and to develop workshops and training for members' professional development;
- (e) A Membership Committee to develop affirmative programs to recruit and support a diverse membership;
- (f) A Young Planners Committee to develop affirmative programs to recruit and support members under 35;
- (g) A Communications Committee to coordinate Section media and promote Section activities.

4.5.2 Ad Hoc Committees

The Section Board shall appoint ad-hoc committees as necessary to carry out the Board's purposes and objectives.

4.5.3 Committee Appointment

All committees shall serve exclusively at the pleasure of the Board. The Board shall solicit volunteers from the membership to serve on standing and other committees established by the Board.

ARTICLE V: MEETINGS

5.1 Meetings

The Section Director shall call all meetings necessary to conduct the Section's business. In no event, however, shall the Board be convened less than six (6) times during the year beginning on January 1.

5.2 Notice and Agendas

Reasonable notice of all Section Board, Committee, and other meetings shall be given. The location, date and time of Section Board meetings shall be posted in advance on the website. The Section Director shall notify Section Board members at least five (5) days

BYLAWS

Los Angeles Section, California
American Planning Association

in advance of the meeting. Any elected or appointed Board member may agendaize a discussion item with at least three days (72 hours) notice to the Section Director and Vice Director of Administration. An agenda shall be shared with Board members no less than one day (24 hours) in advance of the meeting.

5.3 Board - Quorum

A majority of the voting members, exclusive of student representatives, shall constitute a quorum for purposes of conducting Board business. A Board vote shall be required for changes to the adopted budgets, bylaws, or strategic plan; on Board nominations; for contracts more than \$5,000; and on formal, published policy positions. An Executive Committee vote shall be required for approval of informal, non-published policy activities, such as joining a coalition, signing on to a letter of support, or supporting a policy-oriented program; or, for contracts between \$1,000 and \$5,000.

5.4 Emergency Meeting

When an item under the Board's authority must be addressed before the next regular meeting due to restrictions on the time to act, the Director may initiate an Emergency Meeting by sending the item or items and a proposed motion to the Board. A vote by a quorum of voting members on the motion as proposed by the Director shall constitute an action on that item. This meeting may take the form of an in-person meeting, a conference call, or an email at the discretion of the Director.

ARTICLE VI: INITIATIVE AND REFERENDUM

Upon receipt of a petition signed by not less than ten (10) percent of the Section members eligible to vote, the Board shall place any initiative or referendum measure, exclusive of an amendment of the Bylaws as described in Article VIII, on the ballot used for election of Officers, and shall be voted upon by mail in accordance with the provisions of Section 4.2.5 of these Bylaws.

ARTICLE VII: SECTION FINANCES

7.1 Financial Status

The Section is a not-for-profit organization.

7.2 Authorization for Dues and Assessments

An increase in Section dues from those set by the National or Chapter organizations, or special assessments necessary to pursue Section affairs, may be collected when authorized by an affirmative vote of a majority of those Section members eligible to vote.

BYLAWS
Los Angeles Section, California
American Planning Association

7.3 Exemptions -- Dues

Any member who is not required to pay Association dues shall also be exempt from paying Section dues.

ARTICLE VIII: BOARD POLICIES

7.1 Policy Manual

The Board shall create and maintain a manual of all formally adopted policies and procedures.

8.2 Conflicts of Interest

The Board shall adopt a formal policy on conflicts of interest to provide guidance to its officers.

ARTICLE IX: AMENDMENT OF BYLAWS

9.1 Amendment by Board Action

Upon authorization of the majority of the Board or upon petition by twenty-five (25) members of the Section eligible to vote, any proposed amendment to these Bylaws shall be placed on the agenda for a Board vote. No less than 30 days shall be allowed from the date of the vote placing amendment(s) on the agenda to the final vote of the Board. Adoption of any amendment shall require the affirmative vote of two-thirds (2/3) of the Board. Unless otherwise specified, the amendment shall become effective as of the affirmative vote.

9.2 Amendment by Membership Vote

The Board may also, by a vote of the majority of Board Members, submit any proposed amendment to a vote of the Section membership on a written ballot. No less than twenty (20) days shall be allowed from the date of mailing to the date specified for returning the ballot. Adoption of the amendment requires the affirmative written vote of a majority of those voting; provided, however, that such majority consists of no less than twenty (20) percent of the Section members eligible to vote.

9.3 Publication

No vote of the Board or membership shall occur for any proposed amendment to the Bylaws until a summary of the proposed amendment(s) has been published in the Section newsletter and/or on the Section website. Proposed amendments shall be published no less than twenty (20) days before the Board is to take action or the ratification vote is to occur.

BYLAWS
Los Angeles Section, California
American Planning Association

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