

AMERICAN PLANNING ASSOCIATION – CALIFORNIA CHAPTER

SACRAMENTO VALLEY SECTION BYLAWS

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ARTICLE I. SECTION NAME, AREA SERVED AND NON-PROFIT NATURE OF THE SECTION

The name of this Section of the American Planning Association (APA), California Chapter shall be the SACRAMENTO VALLEY SECTION (hereafter referred to as “the Section”). The area served by the Section (Section area) shall be the counties of Alpine, Amador, Butte, Calaveras, Colusa, El Dorado, Glenn, Lassen, Modoc, Nevada, Placer, Plumas, Sacramento, San Joaquin, Shasta, Sierra, Siskiyou, Sutter, Tehama, Yolo, and Yuba.

The counties within the Section area are further divided into four (4) Divisions: Cascade (including Siskiyou, Modoc, Lassen and Shasta counties), North Valley (including Tehama, Plumas, Glenn, Butte, and Colusa counties), Sacramento (including Sacramento, Yolo, Yuba, Placer [Rocklin and Roseville], Sutter, and San Joaquin counties), and Sierra (including Sierra, Nevada, Placer [all areas except Rocklin and Roseville], El Dorado, Amador, Alpine, and Calaveras counties).

The Section is established through the California Chapter Bylaws. The Section shall be a not-for-profit entity under the auspices of the APA, 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 CONSISTENT BYLAWS

The Bylaws of the Section shall be consistent with the policies and procedures of the California Chapter Bylaws *Article 11 - Chapter Sections*, which directs provisions addressing: establishment of a Section Board and the election thereof, identification of duties of Section Board members, description of Section meetings to carry out the purposes and objectives of the Section, management and accounting of Section finances, and procedures and criteria for formation and maintenance of Subsections and functional departments.

2.3 SECTION PURPOSE

The purpose of the Section pursuant to *Section 11.1 – Purposes and Function of the Sections* of the APA Chapter Bylaws 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, as well as serving the members of the Section. Further, the purpose of the Sacramento Valley Section of the California Chapter of the APA shall be to carry out purposes and objectives of promoting planning related activities and continuing education functions, as stated in the following Mission Statement:

The Sacramento Valley Section constitutes an organization of professional planners, planning commissioners, students and those in related professions who support the planning process. Our resources and services are dedicated to:

Communication: Increasing awareness and involvement in community issues and the planning process, for both our membership and our community.

Education: Providing and contributing to public forums for teaching, exchanging information and lending our professional experience regarding planning issues.

Advocacy: Implementing decision-making processes, based on sound planning and community development principles, to effectively resolve land use, natural resource and development issues.

Professionalism: Training and guiding members according to the National APA standards of professional integrity and promoting membership in the American Institute of Certified Planners (AICP).

ARTICLE 3. SECTION MEMBERSHIP

3.1 MEMBERSHIP ELIGIBILITY

California Chapter members whose address of record, as provided to the APA National or California Chapter office, are in the Section area, shall automatically be a member of this Section. Full Section membership is terminated when a name no longer appears on the APA National or California Chapter register of members in good standing.

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, and Treasurer.

3.5 SECTION AFFILIATE MEMBERSHIP

“Section Affiliate” members are individuals that are interested in furthering the purpose of the Section. Section Affiliate members receive all Section publications.

Section Affiliate Members will receive the same discounts to Section events as full and California Chapter APA members. Fees for Section Affiliate Membership is to be set by the Section Board and collected by the Membership Director. In accordance with Section By-Laws, these members may not hold any Section office. Section Affiliate members will not be eligible to be a member of the AICP, as prescribed by APA and AICP By-Laws.

ARTICLE 4. SECTION BOARD OF DIRECTORS

The Elected Members enumerated in Article 4.1 shall constitute the Executive Board of the Section to conduct business of the Section at such time as the full Section Board cannot meet. The Past Section Director shall be a member of the Executive Board at any time there is not a Section Director-Elect. The Executive Board shall include either the Past Section Director or Section Director-Elect, but not both at the same time.

The Elected Members listed in Article 4.1 and the Appointed Members listed in Article 4.2 shall constitute the Section Board. All Elected and Appointed members of the Section Board shall be volunteers and shall serve without financial remuneration.

4.1 ELECTED MEMBERS

The Elected Members of the Section shall be:

- Section Director
- Secretary
- Treasurer
- Professional Development Officer
- Director of Programs
- Director of Membership, Diversity, and Equity
- Section Director-Elect
- Past Section Director (Executive Board member only when there is not a Section Director-Elect)

4.2 APPOINTED MEMBERS

The Appointed Members of the Section, as follows, may be appointed to serve at the discretion of the Elected Members in the accomplishment of Section duties. These officers are appointed to manage or fulfill specific duties:

- News and Information Director
- Student Representative
- Young Planners Group (YPG) Representative
- Cascade Division Director
- North Valley Division Director
- Sacramento Division Director
- Sierra Division Director
- Legislation Director
- University Representative
- Website Director
- Public Relations Director
- Association of Environmental Professionals (AEP) Liaison
- Awards Director
- Planning Commission Representative
- Sponsorship Chair
- California Planning Foundation (CPF) Liaison
- Section Historian
- Emeritus Members (non-voting)
- PLAN Steering Committee Chair (non-voting)

Other Committee or Professional Organization Representatives, as deemed necessary to fulfill the purposes and objectives of the Section, may be appointed by the Elected Members.

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 for a business-to-business relationship:

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

ARTICLE 5. DUTIES OF SECTION DIRECTORS AND OFFICER MEMBERS

This article includes all of the specific duties assigned to the Section Director and officer members, whether elected or appointed, as listed under Article 4.1 and Article 4.2.

5.1 Elected Members

A. Section Director

The duties of the Section Director shall be:

1. To preside at Section meetings, and at meetings of the Section Board;
2. To appoint, with consent of the Section Board, all Section committees;
3. To represent the Section at official functions;
4. To prepare and submit an annual budget to the Section Board for review and adoption;
5. To serve on the California Chapter Board as the Section representative;
6. To carry out the policies and programs established by the Section Board and be responsible for the management of Section affairs; and
7. To perform other such duties as are customary to the office of the Director, consistent with these By-Laws and the purposes and policies of the Section.

B. Secretary

The Secretary shall preside at all meetings and represent the Section in the absence of the Section Director, or Past Section Director. In the event of an extended absence or disability of the Section Director, the Section Board may authorize the Secretary or Past Section Director to act as the Section Director for the duration of said absence or disability.

The duties of the Secretary shall be:

1. To receive and be held responsible for all records of the Section;
2. To assist the Section Director in developing and distributing the Section Board meeting agendas;
3. To take and distribute Section Board minutes;
4. To stay current on any Chapter By-law changes that affect the Section;
5. Provide information and opinions to the Section Board with respect to the Section By-laws, procedures, and protocol;
6. Maintain the Section By-laws and make revisions as directed by the Section Board; and
7. Ensure that the By-laws are kept current, posted to the Section Website, and disseminated to Board Members in a timely manner.

The Secretary shall have such other duties as are assigned by the Section Director.

C. Treasurer

The duties of the Treasurer shall be:

1. To act as treasurer for the Section;
2. To receive and be held responsible for all funds, dues or assessments of the Section; 3. To assist the Section Director in developing the Section budget and make financial reports on a regular basis;
4. To submit quarterly financial reports to the Section Board for adoption;

5. To submit quarterly financial reports, including an end-of-the-year financial report, to the Chapter to be added to the Chapter tax returns and kept on file in the Chapter offices; and
6. To coordinate and approve the disbursal of Section funds.

The Treasurer shall have such other duties as are assigned by the Section Director.

D. Professional Development Officer

The duties of the Professional Development Officer shall be:

1. To organize a professional development program for the Section;
2. To coordinate counseling of members desiring to take the AICP exam and supervise programs developed to address professional development needs;
3. To develop annual seminars which address professional development of the Section membership;
4. To develop and maintain working relationships with the Association Vice President for Professional Development and the Chairpersons of the Association Professional Development Committee; assist with their needs and activities in the Section's area;
5. To monitor and coordinate any planning school accreditation/recognition issues in the Section; to recruit, make recommendations for, maintain liaison with student representatives from organized planning curriculums in the Section and to report to Section Board where appropriate; and
6. To assist the Membership Director with membership retention.

The Professional Development Officer shall have such other duties as are assigned by the Section Director.

E. Director of Programs

The duties of the Director of Programs shall be:

1. To develop, recommend, and maintain a calendar of Section-related programs and awards;
2. To make necessary arrangements to carry out these programs and events;
3. To work with the Division Directors to develop and coordinate program meetings;
4. To assist and support the Section Director in developing relationships, joint programs with allied professions, and public groups;
5. To maintain contact with the Association Vice President of Conferences to coordinate local efforts for Association programs; and
6. To preside over program committee meetings.

The Director of Programs shall have such other duties as are assigned by the Section Director.

F. Director of Membership, Diversity, and Equity

The duties of the Director of Membership, Diversity, and Equity shall be:

1. To maintain a current accounting of Section membership as provided by the Chapter, including a Section Affiliate Membership List;
2. To promote APA membership to prospective members;
3. To coordinate membership drives and other recruitment as directed by the Section Board;
4. To collect fees for Section Affiliate Memberships and forward them to the Treasurer;
5. To develop and implement a strategy for membership retention; and

6. To promote diversity and equity within the Section and coordinate diversity activities with the California Chapter's Vice President for Diversity and Equity, which shall include:

- a. Developing an understanding of diverse and inclusive perspectives within the Section and California Chapter;
- b. Promoting the recruitment, support, and retention of planners of color and others from cultural underrepresented groups in the planning profession and in the Section;
- c. Support the annual Diversity Summit at the State Conference with planning, content development, logistics, and attendance;
- d. Promote programming and learning activities for economically disadvantaged and underrepresented students to learn about and enter the planning profession; and
- e. Outreach to and develop relationships with other affinity groups that work with disadvantaged and underrepresented communities and encourage equitable policies and engagement.

The Director of Membership, Diversity, and Equity shall have such other duties as are assigned by the Section Director.

G. Section Director-Elect

The Section Director-Elect shall serve as a one-year understudy to the Section Director in anticipation of being a candidate for Section Director at the completion of the second year of the Section Director's term.

The duties of the Section Director Elect shall be:

1. To assist the Section Director in carrying out the policies and programs established by the Executive Board, and to assist the Section Director with the affairs of the Section; and
2. Such other duties as assigned by the Section Director.

H. Past Section Director

The duties of the Past Section Director shall be:

1. To effect a smooth transition from the outgoing administration to the incoming administration;
2. To assist the incoming Section Board with orientation and contact with the Association Board; and
3. To undertake and seek other assignments as the Board and Past Section Director may find mutually agreeable.

5.2 Appointed Members

A. News and Information Director

The duties of the News and Information Director shall be:

1. To collect, edit, coordinate and arrange for posting of Section news and relevant information to the Section Website;
2. To coordinate Section news with the Section Board, the Director of Programs, Public Relations Director, and other contributors;
3. To coordinate with the Section Website Director to maintain current news and relevant information on the Website; and
4. To maintain contact with the Association Vice President for Public Information and assist in coordinating local arrangements and public information for Association programs.

B. Student Representative

The Student Representative shall be a full-time student enrolled in 8 units or more per semester/quarter of college level course work at a state accredited university. The student shall be engaged in planning or related course work. Selection shall be made by appointment, subsequent to nomination of a candidate by the Executive Board in accordance with Article 6.2.

The duties of the Student Representative shall be:

1. To advise the Section Board concerning student affairs and coordinate activities with the Young Planners Group Representative;
2. To promote an efficient communication network between planning students and the Section;
3. To improve student/professional interaction at Section programs and activities; and
4. To maintain liaison with the Association Student Representative.

C. Young Planners Group (YPG) Representative

The duties of the Young Planners Group Representative shall be:

1. To advise the Section Board concerning activities and programs of the Young Planners Group;
2. To promote an efficient communication network between young planners, students and the Section; and
3. To improve young planner interaction at Section programs and activities.

D. Division Directors

The duties of the Division Directors (Cascade, North Valley, Sacramento, and Sierra) shall be:

1. To provide input to the Section Board related to the special needs of members in specified regions of the Section;
2. To develop an annual budget for the Division(s) to be submitted to the Treasurer for review and approval by the Section Board;
3. To organize meetings or workshops during the year for members in the specified region;
4. To assist the Professional Development Officer and the Director of Programs in organizing meetings and workshops that address the needs of the Section membership; and
5. To assist the Section News and Information Director to publicize Section and regional activities.

E. Legislation Director

The duties of the Legislation Director shall be:

1. To keep the Section Board and Membership apprised of California and National legislation of interest to our profession;
2. Coordinate Planning Legislative Update activities; and
3. Participate in Association legislative review.

F. University Representative

The duties of the University Representative shall be:

1. To act as a liaison between the Section Board and the planning schools and programs within the region;
2. To provide support to the Section Student Representative;
3. Coordinate with local Universities and Higher Education Institutions to promote planning education for the Section Membership; and

4. Coordinate with the Section Board to schedule workshops and courses at local Universities and Higher Education Institutions for continuing education of Section members.

G. Website Director

The duties of the Website Director shall be:

1. To maintain the functionality and content of the Section Website;
2. To coordinate with the Section News and Information Director and Public Relations Director to ensure timely updates of relevant information;
3. To coordinate with Section Board Members to ensure information relevant to their roles is reflected on the Website in a timely manner; and
4. To coordinate with the Association Vice President of Public Information to assist in publishing Section information to the Association Website.

H. Association of Environmental Professionals (AEP) Liaison

The Duties of the AEP Liaison shall be:

1. To act as a liaison between the Section Board and the AEP Superior California Chapter Board (Siskiyou, Modoc, Shasta, Lassen, Tehama, Glenn, Butte, Plumas, Colusa, Sierra, Calaveras, Alpine, Stanislaus, Tuolumne, Mariposa, Sutter, Yuba, Nevada, Placer, Yolo, Sacramento, El Dorado, San Joaquin, and Amador counties);
2. To assist the Director of Programs and the Program Committee with activities and programs involving both organizations; and
3. Apprise the Section Membership of opportunities to benefit from AEP programs and activities.

I. Awards Director

The Duties of the Awards Director shall be:

1. To solicit from the Membership and from outside sources, potential award-winning plans, projects, programs, and people from specified categories during each calendar year;
2. Assist Award applicants with submittals to the Section and the California Chapter;
3. Select Awards Jury of five, including one Young Planner Group member, and send all award application materials to Jury members;
4. Convene an Awards Jury meeting to deliberate on awards;
5. Coordinate the awards nomination process for and selection of the Local Vision Awards, Legacy Award, and other recognitions;
6. Arrange to have award certificates, plaques, trophies and the like prepared for each award winner; and
7. Coordinate the Annual Awards Program at the beginning of each calendar year.

J. Planning Commission Representative

The Duties of the Planning Commission Representative shall be:

1. To represent the interests of Planning Commission Members of APA;
2. Assist the Director of Programs and the Program committee in the development of Planning Commissioner-related training, programs and activities within the Section; and
3. Participate in Section Planning Commissioner meetings as appropriate.

K. Sponsorship Chair

The Duties of the Sponsorship Chair shall be:

1. To develop an annual Sponsorship Program including identification of potential sponsors, recruitment and retention, sponsorship benefits, and sponsor recognition;
2. Coordinate an annual Sponsorship Fund Drive at the beginning of each calendar year; and
3. Identify opportunities to recognize Sponsors at Section programs and activities during the year.

L. California Planning Foundation (CPF) Liaison

The Duties of the CPF Liaison shall be:

1. Represent the Section in events and activities sponsored by the CPF Board of Directors;
2. Coordinate the Section's contribution of scholarship monies and/or raffle prizes and gifts to benefit the CPF's Scholarship Program; and
3. Assist in furthering the activities of the California Planning Foundation, including professional development workshops.

M. Section Historian

The Duties of the Section Historian shall be:

1. To record and preserve major accomplishments of the Section, including but not limited to Chapter and National Awards, Local, State or National recognition, and any other unique aspects of Section accomplishments;
2. Develop and maintain a depository to archive, store or display Section accomplishments; and
3. Coordinate as necessary with the Chapter Historian and the archive program at California State University, Northridge.

N. Emeritus Members

The Board may appoint Emeritus members. Former Board members who wish to continue providing service and advice are eligible as Emeritus members. Emeritus members shall not have voting powers.

O. PLAN Steering Committee Chair

The Board may appoint a PLAN Steering Committee Chair should the PLAN Steering Committee not be in the position to appoint a Chair. The PLAN Steering Committee Chair shall not have voting powers.

The duties of the PLAN Steering Committee Chair shall be:

1. To advise the Section Board concerning activities and programs of the PLAN Program;
2. To promote an efficient communication network between planners looking to be a mentor or mentee and the Section; and
3. To improve mentorship opportunities and interactions between planners at Section programs and activities.

P. Public Relations Director

The Duties of the Public Relations Director shall be:

1. Develop, document, and oversee the social media strategy for the Section;
2. Coordinate with Section board members, News and Information Director, Website Director, Section YEP subcommittee, Section contractors, and other contributors to publicize Section activities and programs via Section's official social media channels;
3. Maintain and arrange for posting of Section news and relevant information to the Section's social media account(s);

4. Review the social media strategy on an annual basis to measure successes and areas for improvement;
5. Promote planning and SVS activities in Sacramento Valley by sharing planning-related news and content on social media; and
6. Oversee and administer the budget for Public Relations Director.

ARTICLE 6. ELECTION OF SECTION DIRECTORS AND OFFICER MEMBERS AND TERMS OF OFFICE

6.1 ELECTED MEMBERS AND BOARD TERMS

Pursuant to *11.6 – Terms of Office for Section Directors & Officers*, the Chapter Bylaws requires the term of office of all Section Directors to be two years, as follows:

- A. The Directors of Los Angeles, Orange, Sacramento Valley and Central Coast Sections shall take office on January 1 of even-numbered years.

B. The Directors of Northern, San Diego, Inland Empire and Central Sections shall take office on January 1 of odd-numbered years.

The term of office of all other elected and appointment members of the Section Board shall be specified in the Section Bylaws as follows:

C. The term of office of each Elected and Appointed members (except for Section Director-Elect) shall be for two (2) years, commencing on January 1st. Officers appointed to a vacant position shall fill the unexpired term which shall not exceed the term of the office vacated.

D. The elected positions of Section Director, Secretary, and Director of Programs shall be elected to serve at the beginning of even-numbered years. The elected positions of Treasurer, Professional Development Officer, and Director of Membership Diversity and Equity shall be elected to serve at the beginning of odd-numbered years.

E. The position of Section Director-Elect shall be elected to serve a one-year term concurrent with the final 12-months of the Section Director's term. The Section Director-Elect shall first be elected in December of an even numbered year for a one-year term beginning on January 1 of the odd numbered year. All currently Elected Members and Appointed Members except Section Director, as well as the Section membership at large, are eligible to run for Section Director-Elect.

As required by the Chapter Financial Policies, the minimum qualifications and vacancy requirements of the Section Treasurer are mandated and shall include the following:

F. Any candidate for Section Treasurer shall be knowledgeable in accounting procedures, including posting debits and credits into accounting software, balancing accounts and reconciling statements.

6.2 ELECTION COMMITTEE OR PROCESS, NOMINATION OF ELECTED OFFICER MEMBERS AND VACANCIES

A. Nomination of Section Member Officers

1. A Nominating Committee of not less than three (3) Section members shall be appointed by the Section Director prior to October 1st of each election year. The Nominating Committee shall actively solicit nominations. The Nominating Committee shall render its report in time for voting to take place prior to January 1st of each election year. The membership shall have the opportunity to submit name(s) for nomination as candidates for Section Officers by petitions containing signatures of not less than ten (10) Section members eligible to vote. The petition shall be submitted to the Nomination Committee on or before the 1st of December of each election year.

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

B. Vacancies

1. The Section Board may appoint officers to fill vacancies that occur during a term through interim appointment by a two-thirds (2/3) vote of the Section Board. Such Appointed Officers shall serve the unexpired term of their predecessor. If for any reason a Treasurer or Secretary is replaced mid-term, the Section Director will immediately contact the California Chapter's VP of Administration and send or review all accounting information with the VP of Administration and Chapter/Section bookkeeper before any accounting activities are assumed by the new Treasurer or Secretary.

The Section Board may also appoint a Section Elected Officer who is normally elected if no candidates are available to run for that elected office during a normal election process. Such appointment may only be made if at least two Section-wide announcements have been made recruiting a candidate or candidates for the position prior to the election deadline, in addition to other recruitment efforts by members of the Elections Committee. The appointment shall be approved by a two-thirds (2/3) vote of voting Section Board members. Such appointed officers shall serve the normal term for the elected position.

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

2. The Section Director, with the concurrence of at least fifty (50) percent of the Executive Board, shall fill vacancies of Section elected or appointed officers occurring during the term, to serve the unexpired term of their predecessor in office. In the event that the vacancy occurs in the position of Section Director, the Secretary shall assume the position as Acting Section Director until the Executive Board meets and confirms the appointment of a Section Director.

3. In the event that a position is not filled during the annual election, the Section Director, with the concurrence of at least fifty (50) percent of the Executive Board shall appoint a member in good standing to fill the position within sixty (60) days of the Section Election.

C. Voting Procedure and Eligibility to Vote and/or Hold Office

1. All members of the Section, as defined in Article 4.1 and Article 4.2 are eligible to vote in elections for Section Officers and/or hold office as a Section Officer. Members of the Section will be accepted as legitimate nominated and “write in” candidates.

2. Voting for Elected Members shall be by secret ballot either mailed or by electronic means not less than ten (10) days prior to the date specified for the return of the ballot. If a “write in” candidate is elected, the Nominating Committee shall determine if the candidate meets the minimum membership qualifications, as defined in Article 3.

3. The Nominating Committee shall notify the Executive Board within thirty (30) days as to its findings.

3. The Nominating Committee, as identified in Section 6.2.A, will be responsible for the counting and verifying the votes.

6.3 NON-PERFORMANCE OF ELECTED AND APPOINTED BOARD MEMBER OFFICERS

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

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

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

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

ARTICLE 7. SECTION BOARD MEETINGS

The Section Director may call such meetings as deemed necessary to carry out the purposes and objectives of the Section. A simple majority of the Section Board as defined in Sections 4.1 and 4.2 shall constitute a quorum for the purposes of transacting business at a meeting of the Section Board. The Section Board may vote on all matters pertaining to Section business unless otherwise specified in the By-Laws.

7.1 EXECUTIVE BOARD MEETINGS

A simple majority of the Executive Board, as defined in Section 4.1, shall constitute a quorum for the purpose of transacting business at a meeting of the Executive Board. A majority of those present may take action on any given item unless otherwise specified in the By-Laws.

7.2 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 the Section Board. 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 Members.

7.3 NOTICE OF MEETINGS

No official Section business shall transpire at these meetings unless reasonable notice of the time and place of the Section Board meeting or the Executive Board meeting is duly noticed at least seven (7) calendar days prior to the time of the meeting by mailing, facsimile or e-mail sent to the last known address of each Board Member. The business to be transacted at the meeting need not be specified in the notice of the meeting unless specifically required by law of these By-laws.

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 California Chapter Chart of Accounts. The Section shall contract with the Chapter/Section bookkeeper to provide at minimum preparation and review of the monthly statements, quarterly reports, annual report and 1099's. The Section Treasurer shall provide all information necessary required by the Chapter to file annual Chapter tax returns as outlined in the Chapter Financial Policies.

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

- A. A list of primary revenue sources for the Section.
- B. Board member and bookkeeper access to the Section bank accounts and the Quickbooks Online portal.
- C. Board approval required to commit the resources of the Section.
- D. Reimbursement requirements including receipts.
- E. A reserves policy that shall include at least the equivalent of six (6) months of operating expenses for the Section, and when funds should be deposited in reserves.
- F. How conference profits are to be handled and allocated.

ARTICLE 9. ADOPTION AND AMENDMENT OF SECTION BYLAWS, INITIATIVE AND REFERENDUM, AND PROCEDURE FOR ESTABLISHING SECTION POLICY

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 Section Board, or upon petition of ten (10) percent of the members of the Section, any proposed amendment to these By-Laws shall be placed on the agenda for a vote by the Section Board. No less than fifty (50) days or at least one (1) Board meeting shall be allowed from the date of placing the amendment on the agenda prior to a vote. The 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 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 Section 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. Adopted Section Bylaws and any amendments thereto shall be forwarded to the Executive Director for filing in the California Chapter office within thirty (30) days of adoption or amendment.

9.3 INITIATIVE AND REFERENDUM

Upon the receipt of a petition signed by not less than ten (10) percent of the members of the Section who are eligible to vote in accordance with Article 5, the Section Board shall cause any initiative or referendum measure to be placed on the ballot used for Elected Members, and be voted upon in accordance with the procedure set forth in these Bylaws for the election of Section Board officers. A majority of those voting, regardless of number, will determine the issue.

9.4 SECTION POLICIES AFFECTING INTERNAL AFFAIRS

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

9.5 PUBLIC STATEMENTS

- A. The Section's mission statement, relating to communication and advocacy, should guide all public statements by Section Board Members. Whenever possible, the Section Director shall serve as the spokesperson for the Section.
- B. Public position statements and endorsements on planning issues should be reviewed by the Section Board prior to release.
- C. The Section's mission does not include endorsements of candidates for public office.

9.6 EXCLUSIONS

This subsection shall not exclude the Section from participating in other organizations or events wherein public statements of policy or position are made on behalf of or in the name of a non-Section organization or event.

ARTICLE 10. BOARD MEMBER ETHICS, LAND ACKNOWLEDGEMENT POLICY, INDEMNIFICATION, CONFLICT OF INTEREST, AND BOARD DISSOLUTION

10.1 ETHICS

Section Board members who are members of AICP are subject to the AICP Code of Ethics in their behavior related to Board activities.

10.2 LAND ACKNOWLEDGEMENT POLICY

The Section shall adopt a land acknowledgement policy to develop formal statements that publicly recognize and respect indigenous Native American peoples and tribes as stewards of their traditional lands. Section meetings and member events shall begin with a land acknowledgement statement. The Section can utilize the "Guide to Land Acknowledgement APA California" posted on the California Chapter website to develop land acknowledgement statements.

10.3 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.

10.4 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.

10.5 BOARD DISSOLUTION

Pursuant to the process described in *Article 16 – Dissolution* of the Chapter Bylaws, if the Chapter is dissolved by a two-thirds (2/3) vote of the Board of Directors, the SACRAMENTO VALLEY SECTION of the California Chapter of the APA is also dissolved.