



APA California Chapter
California Planning Foundation

BYLAWS OF CALIFORNIA PLANNING FOUNDATION

(As amended September 30, 1978; April 3, 1987; October 8, 1988; February 25, 1989; June 18, 2005, September 24, 2006; September 20, 2013; and August 2015)

ARTICLE I: Name

The name of the Corporation is California Planning Foundation.

ARTICLE II: Members

Any person who is a member in good standing of the American Planning Association California Chapter shall be a Member of the Foundation.

ARTICLE III: Meetings of Members and Quorum

A. The Annual Meeting of the California Planning Foundation shall be held at the Annual Conference of the American Planning Association California Chapter or at such other time as the Board determines. Notice of the Foundation's Annual Meeting, stating the time and place thereof shall be sent to each Member by mail or by other form of communication with the address as it is shown on the mailing list of the American Planning Association California Chapter. This notice may be included as a part of the notice given of the Annual Meeting of the American Planning Association California Chapter.

B. Special Meetings may be called at any time by the President or by any six (6) Directors. Written notice of the time and place of Special Meetings shall be given in the same manner as for Annual Meetings of the Members.

C. A quorum for any meeting of the Members shall be five (5) Members.

ARTICLE IV: Liability of Members

No person who is now, or who later becomes, a Member of the Foundation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Foundation shall look only to the assets of this Foundation for payment.

ARTICLE V: Directors

A. The Board of Directors shall consist of thirteen (13) members. Ten (10) Directors shall be elected directly by the Foundation Members. The Vice President for Professional Development of the American Planning Association California Chapter shall serve as a member of the Board of Directors of the California Planning Foundation for as long as that person holds the position for the American Planning Association California Chapter. A student appointed by the Board of Directors from among the Foundation's scholarship winners shall serve as a member of the Board of Directors of the California Planning Foundation. The University Liaison of the American Planning Association California Chapter shall serve as a member, without vote, on the

Board of Directors of the California Planning Foundation for as long as that person holds the position for the American Planning Association California Chapter.

B. Of the ten (10) Directors elected by the Foundation Members, at least two (2) Directors shall be affiliated with academic institutions, and *at least* one of the two shall be affiliated with a Planning Accreditation Board (PAB) accredited university. The role of the two (2) Academic Directors shall be to coordinate the process by which student candidates are recruited and selected for annual CPF scholarship awards.

D. Subject to the limitations of the Articles of Incorporation, other sections of the Bylaws and of California law, all corporate powers of the Foundation shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be controlled by, the Board of Directors. Without limiting the general powers of Directors, the Board shall have the following powers:

(1) To select and remove all officers, agents and employees of the Foundation; prescribe such powers and duties for them that are not inconsistent with law and/or the Articles of Incorporation or the Bylaws; fix their compensation; and require from them faithful service.

(2) To conduct, manage and control the affairs and business of the Foundation; to assess annual dues and determine the manner of their collection; and to make rules and regulations not inconsistent with law and/or the Articles of Incorporation or the Bylaws.

(3) To borrow money and incur indebtedness for the purposes of the Foundation; and for that purpose to cause to be executed and delivered in the name of the Foundation promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.

E. Except as provided below, the term of office of each Director of the Foundation shall be four (4) years. Up to three (3) Directors shall be elected each year by the Members on the same ballot as officers of APACA are elected. A Director may be elected for more than one (1) term of office.

F. Any vacancies on the Board because of death, resignation, removal or otherwise shall be filled by a vote of a majority of the Directors then remaining in office even though such majority is less than a majority of the Board. A Director elected to fill a vacancy shall serve the unexpired term of his or her predecessor in office.

G. A Director may be removed from office for cause by vote of a majority of the Directors.

H. An important goal of the Foundation is to keep administrative costs to no more than 10% of the funds raised. To that end, the Directors shall receive no compensation for their services as Directors; however, they may be reimbursed for expenses related to performing their duties as Board members including but not limited to travel expenses for attendance at Board meetings for the portion of their travel more than 50 miles each way. Directors are expected to travel by the least expensive means possible. For Board meetings, members are expected to travel in and out on the same day. No reimbursement will be provided for hotels. In general, registration at the APA conference will not be reimbursed by the Foundation. Exceptions may be made at the discretion of the President in a situation of extreme economic hardship.

I. Directors are generally expected to donate at least \$300 annually to the Foundation or to personally secure donations in that amount from others.

ARTICLE VI: Officers

A. The principal officers of the Foundation shall be a President, a Vice President, a Secretary, and a Treasurer who shall also be members of the Board of Directors. The principal officers shall be elected by the members of the Board of Directors annually at a fall meeting of the Board and their term of office shall be effective on January 1 of the year following their election as officers. Any vacancies among the officers because of death, resignation, removal or otherwise shall be filled by a vote of a majority of the Directors.

B. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Foundation. The President shall preside at all meetings of the Members and Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President is authorized to vote, represent and exercise on behalf of this Foundation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of the Foundation. The authority granted to the President in these Bylaws may be exercised by the President in person or by any person authorized by the President. The Vice President shall assume the duties of the President in his/her absence. In the absence of the President and Vice President, the Secretary or Treasurer shall perform the duties and functions of the President.

C. The Vice President shall oversee development and implementation of public information, public relations, community outreach, planning for the annual retreat, and shall perform such other functions as may be assigned by the President and/or Board of Directors.

D. The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors, shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors as may be required by the Bylaws, shall maintain the records and files of the Foundation, and shall perform such other functions as may be assigned by the Board of Directors.

E. The Treasurer shall have the custody of the Foundation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation and shall deposit all moneys in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation in accordance with the directions of the Board of Directors, shall make proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its Regular Meetings, or when the Board so requires, an account of all transactions of the Treasurer and of the financial condition of the Foundation.

F. One Director shall be appointed to have responsibility for the organization's web site and social media content. The ownership of the domain shall be held by the American Planning Association California Chapter. All Directors and officers are responsible for providing content.

ARTICLE VII: Offices

The principal office for the transaction of business of the Foundation shall be determined be that of the American Planning Association, California Chapter.

ARTICLE VIII: Meetings of the Board of Directors

A. Regular Meetings of the Board of Directors shall be held at any place within or outside the State that has been designated from time to time by minute action of the Board or by members of the Board. Board meetings shall alternate different locations around the state to ensure reasonable access to all of the Directors. To reduce administrative costs, the number of in-person board meetings shall be limited to the annual retreat, and the fall meeting prior to the auction. The spring meeting shall be conducted by conference call.

B. Within a sixty (60) day period following the beginning of the calendar year, the Board of Directors shall hold a Regular Meeting for the purpose of organization and the transaction of other business. No notice of such organization meeting need be given.

C. Special Meetings of the Board of Directors for any purpose or purposes may be called at any time by any three (3) Directors. Special Meetings may be held at any designated location within or outside the State.

D. Written notice of the time and place of Special Meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written or electronic communication. The notice shall be delivered or mailed at least ten (10) days before the time of the holding of the meeting.

E. Any action of the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing or electronically to such action. Such written or electronic consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE IX: Committees

A. The Board of Directors may appoint an Investment Committee, consisting of two (2) or more Directors. The investment Committee shall be authorized to invest the funds of the Foundation in accordance with the laws of the State of California. The Investment Committee may from time to time engage the services of investment counsel to advise the Committee on investments. The Committee shall recommend to the Board to fix the compensation for such services, provided that such compensation in no way adversely affects the Foundation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1954. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve the Investment Committee.

B. The Board of Directors shall appoint a Scholarship Committee consisting of two (2) or more Directors including the two Academic Directors. The Committee shall recommend for Board approval one (1) or more types of scholarships or other forms of recognition, establish the awards that will be available to each recipient, and establish such procedures and standards as are deemed necessary to carry out the program. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve the Scholarship Committee.

C. The Board of Directors may appoint a Nominating Committee to recommend candidates for Directors and other officers of the Foundation. The Nominating Committee's candidate recommendations shall be presented to the Board for discussion and comment. In the absence

of a Nominating Committee, the candidates shall be named by the Board of Directors. All election ballots shall make provision for write-in candidates.

D. The Board of Directors may appoint from among the Members of the Foundation an Executive Committee and such other committees as the Board deems appropriate and may delegate to such committees such powers as the Board may determine.

E. The Board of Directors may, from time to time, appoint members from APA California in addition to Directors to Committees as the needs of the Committee may dictate.

ARTICLE X: Fiscal Year

The fiscal year of the Foundation shall be the calendar year and begin on the first day of January and end on the last day of December in each year.

ARTICLE XI: Amendment

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the Board of Directors at any Directors' meeting, except that a Bylaw changing the number of Directors may be adopted, amended or repealed only by a majority vote of the Members of the Foundation, or the majority vote of a quorum at a meeting of the Members.

ARTICLE XII: Section Liaisons

Each Section Director of APA California shall be invited to designate a Section Liaison to the California Planning Foundation. The purpose of the Section Liaison shall be to achieve cooperation between the Section and the Foundation in all aspects of the work of the Foundation. Section Liaisons shall meet regularly by telephone and are encouraged to attend meetings of the Foundation or participate by conference call.