TO: Membership, American Society for Public Administration
FROM: Janice Lachance, ASPA President and Judy England-Joseph, Chair, Governance Task Force
SUBJECT: Bylaws Amendments
DATE: October 2017

These suggested amendments were made by an independent governance task force and approved by the National Council at the mid-year meeting. They are now presented to the membership for their consideration.

The Task Force represents a wide cross-section of ASPA’s constituencies and stakeholders. It has taken its responsibilities seriously, contributing an exceptional level of time, attention and creativity to its work. We convened five times via teleconference, for a total of 20 hours of substantive discussion. We reviewed and commented on five sets of redrafted bylaws, each one reworked to reflect our deliberations. We exchanged 150 emails, the vast majority of them substantive and content driven. We actively drafted—and redrafted—the language presented in this proposal. The members have served ASPA very well and I recognize all of them for their dedication and commitment: Michael Brintnall, Richard Callahan, Diane Disney, Rex Facer, Rick Grimm, Andrea Huston, Jim Nordin, Andrew Podger, Ken Weaver, Harvey White and Kaifeng Yang.

APPROACH TO OUR WORK

Our bylaws require a comprehensive review every five years; the last such effort took place more than a decade ago. Our work entailed a long overdue, desperately needed line-by-line review to ensure the bylaws accurately capture operating practice and are internally consistent—that is, provisions do not conflict with other ones (indeed, a number currently do). We also took seriously our charge to identify ways to strengthen governance processes so ASPA can focus leadership attention and limited staff resources squarely on our mission and members.

To this end, the task force categorized potential bylaws changes in three categories:
1. changes to resolve internal inconsistencies within the current bylaws
2. changes to ensure effective management and operational practices
3. changes to improve organizational effectiveness

The Task Force dealt with the first and second categories efficiently yet methodically; we updated the bylaws and ensured they can help make our operations more effective. We then turned our attention to broader, more fundamental items where our recommendations are designed to make ASPA more strategic, mission oriented and competitive in an increasingly crowded community of public service organizations.

ARTICLE I: NAME; ARTICLE II: PURPOSES

- Change: The Society’s legal name is provided as a standalone article, while its purposes—made more descriptive of its mission and character—are listed in another article with extraneous history removed.
  Rationale: The addition of Article I conforms with model bylaws for non-profit organizations. Revised language in Article II provides clarity and specificity as to ASPA’s membership orientation and strategic position in bridging the practitioner and academic communities.
ARTICLE III: MEMBERSHIP

Section 1: Categories of Membership

- **Change**: In addition to editorial streamlining, this section allows the Council to create additional membership categories.
  **Rationale**: This change provides flexibility and allows for growth in membership types and revenue.

Section 2: Rights of Membership

- **Changes**: Language is clarified so that individual members have the right to vote and organizations do not. Other language detailing the process for assigning members to Chapters is eliminated. Also, the eligible electorate is defined, with the current ambiguous definition removed.
  **Rationale**: Eliminating Chapter assignment procedures removes unnecessary administrative detail. Defining the electorate codifies practice that the Council approved in December 2015 when amending the Policies and Procedures.

Section 3: Meetings of the Membership

- **Changes**: New language ties the annual membership meeting to the annual conference (while allowing for an alternative time at the Council’s discretion); specifies the quorum for such meetings; and lays out a process for members to introduce a proposal, resolution or action for consideration and/or approval.
  **Rationale**: The first two changes codify existing practice, important as the start of Council terms is tied to the annual meeting. The third change reflects a strong conviction among task force members that ASPA members should have an active voice in their organization’s direction; a well articulated process supports this.

- **Change**: The quorum threshold for elections and ballot issues is lowered from 10 to five percent.
  **Rationale**: Like many membership organizations, ASPA faces a growing challenge: dwindling electoral participation. Attaining the 10 percent quorum has become increasingly difficult, placing the validity of ASPA elections in jeopardy and diverting staff from their jobs to plead with members to cast their vote. Turnout has declined by more than 50 percent in the past ten years and it cost $12.17—and 15 minutes of staff time—per vote last year alone. This change preserves a minimum threshold, increases the likelihood of meeting the quorum, makes the process more manageable and respects limited resources.

ARTICLE IV: NATIONAL COUNCIL

Section 1: General Powers

- **Changes**: Powers are now more accurately and properly defined; the Council is specifically responsible for setting ASPA’s overall direction and policy, as well as overseeing its management and financial stability. A majority of the Council may call a meeting, not five as is the case now. And, the quorum necessary for a valid meeting, vote or consent is more clearly defined.
  **Rationale**: Fiduciary responsibility is now properly vested with ASPA’s governing body, as is responsibility for setting the organization’s direction. Increasing the threshold to hold a meeting ensures there is broader consensus for doing so. Defining “consent” is important as the Council provides it for items addressed later.
Section 2: Composition and Term of Office

- **Changes:** The Council’s size is reduced from 24 to 21 members, as the Vice President, Immediate Past President and Parliamentarian positions are eliminated. District Representatives and the International Director may serve up to two full consecutive terms. The Student Representative is elected by members holding the Student membership category and the International Director is elected by non-U.S. members.

**Rationale:** The Parliamentarian position, largely symbolic since its creation, is irrelevant as the Council moved to a consensus decisionmaking model in December 2015. We propose that the Policies and Procedures allow for the role, but not as a council member. (Vice President and Immediate Past President are discussed later). Term limits for District Representatives allow for sustained contributions (up to six years) yet provide for fresh perspectives and wider engagement of our membership. Term-limited members may seek to serve again following a modest one-year break. Revised electorates for the Student and International positions reflect the principle that they should be elected by constituencies they serve.

Section 3: Electoral Districts

- **Changes:** The names of the regions and states associated with each of the five electoral districts are eliminated. The National Council is charged with reviewing and/or redrawing the district boundaries.

**Rationale:** Eliminating the names makes amending the bylaws unnecessary every time district lines are redrawn; operationally, things stay the same. Current bylaws do not specify responsibility for reviewing and redrawing the boundaries; here, the Council can do so itself, or delegate it to an ad hoc committee.

Section 4: Nominations and Elections

- **Changes:** This section no longer requires inviting Chapters, Sections and Council members to submit the names of individuals for consideration as Council nominees. Members are still invited to do so. To be eligible for nomination, members are no longer required to belong to a Chapter in the district from which they run. The order of the individual lettered items is reorganized.

**Rationale:** ASPA issues broad and frequent membership-wide calls for Council nominations; required outreach to specific groups—composed of members—is redundant and onerous. Members may choose not to be assigned to a local Chapter while others may reside in an area where there are none; these members should not be disqualified from being considered for nomination. Reorganizing the section brings chronological clarity to the steps in the nomination process.

- **Change:** The petition process remains intact with a 30-day (currently 45-day) petition period.

**Rationale:** The reduction in the petition process is a result of lowering the number of signatures needed for petitioning to be on the ballot.

Section 5: Duties and Removal of Council Members

- **Change:** Council duties are redefined, eliminating process-oriented, Chapter-related activities and replacing them with ones that flow from powers in setting ASPA’s policy and strategic direction. Here, the Council establishes annual performance goals and measures for itself and reports its progress toward meeting them. Also, the number of allowed meeting absences decreases from three to two.

**Rationale:** This change transitions the Council from one whose enumerated responsibilities are passive or administrative in nature (“communicate,” “coordinate,” etc.) to one more active in governing the organization and having a stake in its success. Given that the Council meets quarterly, allowing members to miss three meetings leaves little opportunity for elected members to fully participate in the governance of the Society. Approving excused absences remains an option.
Section 6: Vacancies

- **Change:** This section clarifies that Council vacancies shall be filled by the President—with the Council’s advice and consent—for the remainder of the unexpired term, **not** until the next scheduled election.
  **Rationale:** The current bylaws are internally inconsistent on how long an appointed Council member can fill a vacant seat. This amendment maintains the concept of staggered terms and eliminates unnecessary multiple elections in a short period of time for an individual filling the vacancy. The Council should have a role in affirming the President’s appointment through its advice and consent.

ARTICLE V: COMMITTEES

Section 1: Overview

- **Change:** ASPA Committees are outlined in a standalone article.
  **Rationale:** The addition of this new article conforms with model bylaws for non-profit organizations and highlights the importance of the committee structure to the success of ASPA governance.

Section 2: Committee Membership

- **Change:** These sections provide for the structure, appointment and duration of ASPA committees. There are two types: (1) standing, which are created through the bylaws and are changed/dissolved only through a bylaws amendment; and (2) program, which relate to ASPA’s mission and programming. Program Committees themselves have two types: continuing (established and disestablished by the Council) and ad hoc (established by the President and/or Council and lasting one year).
  **Rationale:** Having two broad categories of committees simplifies and makes clear the role that each type of committee plays in supporting the Council in performing its governance tasks. This change also eliminates the need for and confusion of having a spiraling number of other bodies, like task forces, commissions, strategic imperative groups and the like. Continuing program committees allow the Council to have a role in establishing multi-year bodies for mission or program purposes. So, too, ad hoc committees for shorter term purposes.

- **Change:** This section clarifies that—unless otherwise indicated—the President makes committee appointments with the Council’s consent; that all committee members must be ASPA members; and that the President is an ex officio member of all committees, except Audit and Nominating. Eliminated: the provision that standing committees must have majority-Council membership.
  **Rationale:** Council consent is provided for presidential appointments as committee members serve at the pleasure of the Council. Eliminating the Council-majority requirement allows for participation by a broader cross-section of our membership, including those with specific expertise that a committee might need. Individual committee charters, outlined in the bylaws, provide for Council participation.
Section 4: Standing Committees

The task force recommends a wide range of enhancements to the standing committees. Our objectives are to substantively strengthen the scope and mission of the committees and provide sufficient—yet not excessive—detail that enables them to operate effectively. We urge Council members to review each committee charge; we highlight the important changes here:

- The Executive Committee is composed of the President, President-Elect, Secretary-Treasurer, plus two Council members appointed by the President with the Council’s consent. This reflects the elimination of the Immediate Past President and Vice President positions (discussed later) and formalizes the Council’s December 2015 decision to have Council representation on the committee; here, we increase that number from one to two.
- The Audit Committee, currently a standing committee with no other description in the bylaws, now has a formal charge, with two-year terms to provide a level of institutional knowledge that is particularly relevant and critical to the nature of audit work.
- The Finance Committee, renamed the Financial Management Committee, provides two-year terms for the same reason as the Audit Committee. Language strengthens the committee’s responsibility to conduct, with the Executive Director, long-term financial analyses and review our dues structure.
- The President selects three members of the Nominating Committee—currently he/she selects two, as the Vice President had one—while the President-Elect continues to select one. Current bylaws do not specify who chairs the committee or certifies petitioned candidates. New language formalizes current chair practice (it is the longest serving of the three most immediate past presidents) and that the committee certifies eligibility.
- The Publications Committee is eliminated as a standing committee as its programmatic focus lends itself more to be a continuing program committee, should the Council so choose. As an operational matter, its mission and charge evolve with the character and nature of ASPA’s publications—which are becoming increasingly electronic—and its level of activity since its establishment has been exceedingly low.

ARTICLE VI: OFFICERS

The task force gave a great deal of consideration to ways in which ASPA could take a long view in strengthening the Society’s sustainability and role in the public administration field. One place where many of us felt such a focus could be achieved was in the terms of our top leadership positions. We know that someone taking on the mantle of President makes a four-year commitment, today serving one-year terms as Vice-President, President-Elect, President and Immediate Past President. We also know that one-year terms provide little time to tackle long-term issues. Therefore, we are proposing that the four one-year terms be combined such that the President and the President-Elect each serve two-year terms and can give sustained attention to goals and priorities that will fortify the viability of the organization and position it well for decades to come.

Section 2: Nominations

- **Change:** The petition process remains intact with a 30-day (currently 45-day) petition period and 50 names (currently 2 percent of the membership) required to nominate a candidate by petition.  
  **Rationale:** The two percent threshold is lowered to 50 names in order to make it more accessible to membership and as a result the petition period has been decreased to correspond with the lower threshold.
Section 3: Vacancies

- **Change:** The new language reflects the streamlined leadership structure, and clarifies that the individual filling a President-Elect vacancy serves the remainder of the two-year term, not until the next election.  
  **Rationale:** Regarding the latter, a “caretaker” role until the next election reduces the effectiveness and feasibility of the two-year term for the President-Elect and, potentially, the President.

Section 4: Duties of the President

- **Change:** The President exercises “leadership of the Society,” not policy issues, and does not serve as an ex officio member of the Audit Committee.  
  **Rationale:** The Council, as the governing body, has responsibility for setting ASPA’s overall policy and direction, which makes this clarification important. It also mitigates the potential for changes in organizational policy simply due to changes in the leadership of one position.

Section 5: Duties of the President-Elect

- **Change:** The President-Elect no longer has the duty to prepare a “plan of action” to implement ASPA goals during his or her term,” but instead is responsible for managing and reporting on the Council’s performance process.  
  **Rationale:** This change advances the principle that the Society’s priorities should extend beyond a one-year time frame and be free from short-term plans that change or—even worse—conflict from one year to the next. The new duties for the President-Elect provide a substantive governance role that, when coupled with the two-year term, bring greater permanence, consistency and opportunity for impact in advancing the policy direction and goals set by the Council.

Section 6: Duties of the Executive Director

- **Change:** The duties of the Executive Director—and the language describing them—are more active and leadership oriented. In addition to duties provided in the current bylaws, revisions have the position clearly reporting to the National Council; providing non-exclusive leadership and direction; determining and managing ASPA’s programmatic activities; managing development and implementation of the annual conference program; and developing and implementing membership plans.  
  **Rationale:** These refinements reflect the fact that the Executive Director serves as the Society’s Chief Executive Officer and is accountable to the governing body. These strengthened duties align with that role and enable the individual to effectively implement the Council’s broader strategic policy direction. The task force believes that the annual conference and membership are critical ASPA programs that deserve explicit reference as Executive Director duties.
ARTICLE VII: CHAPTERS AND SECTIONS

The task force significantly streamlines and shortens the article addressing ASPA chapters and sections. We eliminate provisions that are unwieldy, rigid or inapplicable given today’s environment or current operational practice. We move other provisions to Policies and Procedures as they are administrative. Among the changes:

- We eliminate provisional chapters. Doing so does not prohibit the Council from creating them. Instead, we recognize that the momentum for creating a chapter should not be stunted by an interim category—that could last for up to two years—when a prospective chapter is ready to be duly established. As a practical matter, the Council already approves chapters once their proposal has been received and reviewed by staff.
- Rather than refer to an undefined “body charged by the Council with chapter and/or section development functions” to review potential disestablishment and reestablishment, we charge the Executive Director to do so and recommend actions to the Council accordingly.
- We require chapters and sections to align their fiscal years with ASPA’s (January 1-December 31), both to provide uniformity across more than 70 separate entities and make our staff’s workload more efficient.

ARTICLE VIII: EDITOR-IN-CHIEF OF PUBLIC ADMINISTRATION REVIEW

- **Change:** We add PAR as a standalone article and do not define the length of time for a successive term for the incumbent editor.
  
  **Rationale:** Adding the article gives greater prominence and visibility to the editor-in-chief role and recognizes PAR as a vital contributor to ASPA programming. Silence on the length of the successive term provides flexibility for the Council and editor on the terms and conditions of a potential renewal.

ARTICLE IX: MISCELLANEOUS PROVISIONS

The task force reorganizes this article, integrating items truly miscellaneous in nature yet previously located elsewhere and repositioning other items originally here but should be elsewhere. Among the changes:

- Because the Audit Committee selects the auditor—not the Council—and now has a specific charge, we update and integrate existing language into the Audit Committee provision of the revised bylaws.
- We place the Designated Fund Reserve in the Policies and Procedures, still recognizing it as an important and necessary fund but acknowledging it properly as a management instrument of the Council.
- We move the Conflict of Interest provision to this article because it applies to more than just the Council, where it was previously located.
- We add a section on the disposition of assets as model governance practice.

Article X: AMENDMENTS

Section 1: Approval by the National Council and Membership

- **Change:** The language references the new membership-driven process for amending the bylaws, outlined in Article III, and clarifies that amendments take effect with the approval of the majority of the membership voting (current bylaws are silent on the threshold).
  
  **Rationale:** The changes provide much needed clarity, continuity and alignment.