(A new article was created to define the name of the Society)

ARTICLE I: PURPOSES

The American Society for Public Administration ("Society") is a corporation under the general not for profit corporation act of the State of Illinois, incorporated September 13, 1945. From 1939 to 1945, there existed an unincorporated association known as ASPA. Upon incorporation of ASPA in 1945, members of the unincorporated association became members of the ASPA Corporation.

The Society is organized for the following educational and scientific purposes, as stated in its articles of incorporation:

- To facilitate the exchange of knowledge and results of experience among persons interested or engaged in the field of public administration
- To encourage the collection, compilation, and dissemination of information on matters relating to public administration
- To encourage the improvement of public service
- To advance generally the science, processes, and art of public administration

Consistent with those purposes, the Society undertakes its professional and educational activities to advance and advocate excellence in public service by:

- Upholding and promoting integrity, ethics, and professionalism in the public service
- Promoting the equality of opportunity of all persons through public administration

ARTICLE I: NAME

The name of the corporation is the AMERICAN SOCIETY FOR PUBLIC ADMINISTRATION (hereafter referred to as “Society”).

ARTICLE II: PURPOSES

The Society has been organized as a nonprofit corporation under the General Not for Profit Corporation Act of the State of Illinois, incorporated on September 13, 1945, to operate exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended, and as more fully set forth in the Society’s Articles of Incorporation. These purposes include the following:

- Encourage the improvement of public service.
- Facilitate the exchange of knowledge and results of experience among persons interested or engaged in the field of public administration.
- Encourage the collection, compilation, and dissemination of information on matters relating to public administration.
- Advance generally the science, processes, and art of public administration.

The Society is a comprehensive professional membership association for scholars, professionals, and students engaged in the study and practice of public administration and in public service.

The purposes of the Society are to advance the study, practice, and art of public administration and further public understanding; support public administration scholars, professionals, and students in their research, teaching, practice, and outreach; and promote and advocate for excellence, integrity, and equity in public affairs and service.
Taking positions on (1) policy issues dealing with professional standards and the image of the public service, (2) policy issues with implications for the management of public organizations and the workplace environment, and (3) policy issues relating to major program areas of public agencies.

ARTICLE II: MEMBERSHIP

Section 1: Categories of Membership

A. Any person or organization interested in the purposes of the Society shall be eligible for membership.
B. Categories of membership and rights and benefits pertaining thereto (including the right to vote or any limitation or denial of same) shall be determined based on the dues structure established from time to time by the board of directors of the Society (herein “Council”).
C. No membership dues or fees shall be raised within the year for which they have been paid.

Section 2: Rights of Membership

A. All individuals holding membership in the Society shall have the right to vote for officers and for Council members, stand for election to office, attend meetings of the Society, and may have such other rights and benefits of membership as the Council may from time to time determine.
B. Individuals designated as members under agency-organization memberships shall have the right to vote, stand for election to office, attend meetings of the Society, and may have such other rights and benefits of membership as the Council may from time to time determine.
C. Members are encouraged to join chapters near their places of employment or residence (provided, however, that in the case of foreign members where no chapter or electoral district exists, in accordance with procedures established by the Council from

ARTICLE III: MEMBERSHIP

Section 1: Categories of Membership

A. The Society is a membership organization. Any individual or organization interested in the purposes of the Society shall be eligible for membership.
B. Interested individuals and organizations sharing the purposes of the Society may become members in good standing by paying annual dues.
C. The National Council also may establish additional membership categories with limited benefits and privileges and without voting rights.

Section 2: Rights of Membership

A. All individual members in good standing shall have the right to vote for officers and for National Council members, stand for election to office, attend meetings of the Society, and have such other rights and benefits of membership as the National Council may determine from time to time.
B. The electorate eligible to vote is composed of those individual members whose membership is current as of the date of the start of the balloting period and remains current through the end of such period. ASPA will, at least 30 calendar days in advance of the start of the ballot period, notify all members whose membership is due to expire prior to or during the balloting period to alert them to this timing.
time to time, said foreign members may designate an electoral district in which they may cast a vote on any or all matters presented to the membership for a vote) and are entitled to membership in a primary chapter as part of their annual dues. Persons not wishing to belong to any chapter shall be Members At-large. Persons wishing to join additional chapters may do so by paying the fee stipulated in the dues schedule. Members may join sections for the annual dues amount established from time to time by the Council, in consultation with the sections.

D. For purposes of determining members entitled to vote at a meeting of members, the Council may fix in advance a date to be the date for any such determination of members entitled to vote, and such date shall not be less than twenty (20) nor more than sixty (60) days preceding such meeting.

Section 3: Meetings of the Membership

A. Annual Meeting: The annual meeting of members shall be held at a time and place designated by the Council.

B. Special Meetings: The President or Council may call special meetings of the membership.

C. Notice: Written notice stating the place, day, and hour of the meeting of members shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting.

D. Other Meetings: The Society encourages members of various chapters to work together to hold conferences at places and times to be determined by the respective conference planning committees. The Society also encourages chapters to work together to pursue projects with regional interests.

E. All meetings of the membership shall be open to any member of the Society.

Section 3: Meetings of the Membership

A. The annual meeting of the membership shall be held at a time and place designated by the National Council in conjunction with the Society’s Annual Conference, unless circumstances require selection of an alternate date.

B. The President or the National Council may call special meetings of the membership. The agenda for each special meeting must be limited to those matters identified in the notice of such meeting.

C. Written notice stating the purpose, time, and place of a meeting of the membership shall be delivered not less than twenty (20) nor more than sixty (60) calendar days prior to the date of such meeting.

D. The quorum for annual and special meetings of the membership shall be 50 members, unless otherwise specified in these bylaws.

E. At meetings of the membership, members may introduce resolutions and proposals concerning the affairs of the Society. Such matters, when approved by a majority of members in attendance where a quorum is present, will be referred to the
Section 4: Quorum of Membership

Ten percent (10%) of the members entitled to vote shall constitute a quorum for the transaction of business by the membership. The act of a majority of the membership entitled to vote present at a meeting at which a quorum is present shall be the act of the membership. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote, in conformity with the quorum requirements, by a mail or electronic ballot of the membership entitled to vote.

National Council for consideration.

F. When a resolution or proposal is duly approved by the membership at a meeting of the membership, the National Council may:

1. Enact the measure where consistent with its authority.
2. Veto the measure if it believes the measure to be in violation of the Society’s constitution or the law, or to be financially or administratively unfeasible. The National Council shall publish an explanation for such a veto. This action is final.
3. Refer the measure to the full membership for a vote.
4. Decline to enact the measure and decline to refer it to the full membership for a vote. In such a case, the measure may be taken up at the immediately following annual meeting of the membership and sent directly to the full membership for a vote provided that a quorum of two (2) percent of the membership is attained at the meeting and a simple majority of members in attendance where a quorum is present vote to approve.

G. Five (5) percent of the eligible electorate shall constitute a quorum for elections, ballot issues, and amendments to these bylaws.

(Section 4: Quorum of Membership language was changed and integrated into Section 3(g) immediately above)
Section 5: Termination or Denial of Membership

A. Membership shall terminate automatically without the necessity of any action by the Council whenever any member fails to pay dues when said dues are due and payable.

B. The Council may terminate membership or impose other sanctions on members after investigation and recommendation by the Ethics and Standards Implementation Committee for a serious violation of the Society’s Code of Ethics as published from time to time.

ARTICLE III: NATIONAL COUNCIL

Section 1: General Powers

A. The board of directors of the Society shall be known as the National Council (“Council”). The Society and the Council shall have and shall exercise all powers of a not for profit corporation under the law of Illinois, including but not limited to the power to: (1) contract for all necessary things and services in connection with the management of the Society, including the employment of auditors, (2) delegate powers and duties to its officers and employees, and provide for the business and conduct of annual and special meetings, (3) to issue and distribute the Society’s journal and other publications; (4) establish, oversee, and disestablish chapters and sections; (5) establish, oversee, and disestablish committees and other bodies for various purposes; (6) appoint and remove any Executive Director; and (7) recommend to the membership, the adoption, amendment, repeal of bylaws of the Society.

B. Council Meetings: Meetings of the Council shall be held upon written or printed notice made not less than ten (10) days before the date of the meeting. Meetings shall be at the call of the President or of any five members of the Council. All Council meetings shall be open to any member of the Society except for meetings of the Nominating Committee or executive sessions.

Section 4: Termination or Denial of Membership

A. Membership shall terminate automatically without the necessity of any action by the National Council whenever any member fails to pay dues when said dues are due and payable.

B. The National Council may terminate membership or impose other sanctions on members following investigation and recommendation by the Ethics and Standards Implementation Committee for a serious violation of the Society’s Code of Ethics.

ARTICLE IV: NATIONAL COUNCIL

Section 1: General Powers

A. The affairs of the Society shall be managed, controlled, and directed by a board of directors known as the National Council (hereafter referred to as “Council”). The Council shall have and may exercise any and all powers of a not-for-profit corporation under the law of Illinois which are necessary or convenient to carry out the purposes of the Society, including but not limited to the power to:

a. Set overall direction and policy for the Society.
b. Oversee the management of the Society and ensure its financial stability.
c. Establish, oversee, develop, and disestablish chapters, sections, committees, and other bodies.
d. Delegate powers and duties to officers and employees.
e. Appoint and remove the Executive Director.
f. Accept the Society’s annual audit.
g. Recommend to the membership the adoption, amendment, or repeal of these bylaws of the Society.

B. Meetings of the Council shall be held upon written notice delivered to each Council member by electronic mail or other commonly accepted delivery services and made not less than ten (10) calendar days prior to the date of the meeting. Meetings
of the Council or its Executive Committee. At the personal expense of a member so requesting it, or if in the discretion of the Council the Society’s budget so permits, at the Society’s expense, any one (1) or more of the members of the Council or any committee may participate in any meeting of the Council or any committee by means of a conference telephone call or by any other communications equipment by means of which all persons participating in the meeting can communicate with each another. Council members participating by means of telecommunications media shall be deemed to have been present in person at such meeting. Any action required or permitted to be taken at any meeting of the Council or any committee may be taken without a meeting if a unanimous written consent to such action is signed by all members of the Council or the committee, as the case may be, and such written consent is filed with the minutes of its proceedings. Each member of the Council or committee may sign a separate copy of the unanimous written consent document.

Section 2: Composition and Term of Office

A. The Council shall consist of twenty (20) voting members and one (1) non-voting member. The Council’s voting members are as follows: the President, who shall serve as Chair; President-Elect; fifteen (15) members, consisting of three (3) individuals elected from each of the Society’s five (5) electoral districts (defined below); one (1) member representing the Conference of Minority Public Administrators Section and one (1) student member and one (1) international member. The Council’s non-voting member is the Executive Director. Council members shall serve until their successors are elected or appointed and take office, or until their earlier resignation or removal.
B. Council members elected from each of the five (5) electoral districts shall be elected for a three (3) year term with one (1) member being elected each year from each electoral district by the members within that electoral district.

C. The Council member who is a representative from the Conference of Minority Public Administrators Section shall be designated by the chair of that section.

D. A student member elected by the ASPA membership with full voting rights for a one year term.

E. An international member elected by the ASPA membership with full voting rights for a three-year term.

Section 3: Electoral Districts

A. There shall be five (5) electoral districts consisting of members/chapters within several specific states’ boundaries. The electoral districts shall be of comparable size in terms of membership; whenever the bylaws are comprehensively reviewed at five (5) year intervals in accordance with Article VII, Section 4, the electoral districts may be redistricted to maintain comparable size.

B. The electoral districts shall be as follows:
   • Electoral District 1: Northeast (consisting of the members/chapters within the following states: Connecticut, members whose primary address is within such electoral district. These Council members are eligible to serve no more than two full consecutive terms, but are eligible to serve additional terms following at least one year of non-service.

C. The Council member representing the Conference of Minority Public Administrators shall be designated by the Chair of that section to serve a one (1) year term.

D. The Council member representing the Society’s student membership shall be elected by members who hold the Student and New Professional membership category for a one (1) year term.

E. The Council member representing the Society’s international membership shall be elected by members whose primary address is outside the United States for a three (3) year term. This Council member is eligible to serve no more than two full consecutive terms, but is eligible to serve additional terms following at least one year of non-service.

F. Council members shall serve until their successors are elected or appointed and take office, or until their earlier resignation or removal. Newly elected Council members and incoming officers shall assume office at the closing of the annual meeting of the membership.

Section 3: Electoral Districts

There shall be five (5) electoral districts consisting of members within specific states’ boundaries. The Council shall comprehensively review the electoral districts at five (5) year intervals to ensure that they are of comparable in terms of membership. If they are deemed to not be comparable in size, the Council shall redraw the districts.
Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont);

- Electoral District 2: Mid-Atlantic (consisting of the members/chapters within the following states: Delaware, District of Columbia, Maryland, Indiana, Michigan, Ohio, Pennsylvania, Virginia, Virgin Islands, Puerto Rico, and West Virginia);

- Electoral District 3: Southeast (consisting of the members/chapters within the following states: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee);

- Electoral District 4: Great Plains and Upper Midwest (consisting of the members/chapters within the following states: Alaska, Colorado, Idaho, Illinois, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, Wisconsin, and Wyoming);

- Electoral District 5: Far West (consisting of the members/chapters within the following states: Arizona, California, Hawaii, New Mexico, Nevada, Oklahoma, Texas, and Utah).

### Section 4: Nominations and Elections

A. Members, chapters, sections, and the Council members will be invited to submit recommendations to the Nominating Committee for consideration as Council members.

B. To be eligible for nomination to the Council, a person shall be a member of the Society and must have been a member for at least one (1) year immediately prior to his/her nomination. In addition, a candidate shall have his/her primary residence or principal place of employment in the electoral district from which he/she is nominated and is to stand for election and shall be a member of a chapter within that electoral district.

### Section 4: Nominations and Elections

A. To be eligible for nomination to the Council, an individual person shall be a member in good standing and must have been a member for at least one (1) year immediately prior to his/her nomination. In addition, a candidate shall have his/her primary residence or principal place of employment in the electoral district from which he/she is nominated and is to stand for election. Incumbent members of the Council seeking a second consecutive term shall be considered but are not guaranteed renomination.

B. Members in good standing will be invited to submit suggestions of individuals to the Nominating Committee for consideration
C. Council candidates may be recommended from any source. If insufficient recommendations are received by the deadline, current Council members will be asked to provide one (1) name each.

D. Names of consenting members may also be placed in nomination by petitions signed by at least twenty-five (25) members of the electoral district in which the candidate wishes to run and presented to the Nominating Committee not later than forty-five (45) calendar days following the official announcement of the Nominating Committee slate.

E. In the event that a person is elected to the Council but declines to take his or her seat, the Executive Director shall declare the candidate receiving the next highest number of ballots to be the winner. Should there be no other candidate for the office, the matter shall be treated in the fashion of a resignation, and the President shall appoint a person to the seat until the next regularly scheduled election.

F. In the event of a contested election, the Council in its sole and absolute discretion shall have final authority to declare the results of the election.

G. The Executive Director shall provide each member, not less than ninety (90) calendar days prior to the annual meeting of the membership, a ballot including the candidates for Vice President and Council members together with biographical information on each candidate. Ballots must be received in the National Office by the deadline stated on the ballot. The ballot may be provided through electronic means. A printed ballot will be mailed via the U.S. Postal Service to each member in good standing who requests one or for whom the Society does not have an email address on record.

H. Space shall be provided on the ballot for writing in the names of additional candidates.

I. The nominee receiving the highest number of votes for each office shall be elected. In the event of a tie vote, the winner will be determined by drawing of lots or flip of the coin by the current President at a Council meeting.

J. The President shall announce the results of the elections at the annual meeting of the membership.
K. The newly elected Council members and incoming officers shall assume office at the closing of the annual meeting of the membership.

Section 5: Duties of Council Members

A. Members shall attend all meetings of the Council and all committee meetings in which they have been assigned either in person or by means of other telecommunications methods as designated in Article III, Section 1(B).
B. Members shall communicate with their assigned Chapters and Sections on a quarterly basis at a minimum.
C. The Senior Council member in each District shall coordinate liaison activities and Chapter/Section assignments.
D. Each member of Council shall acknowledge in writing that they will comply with the duties as outlined in this section.

Section 6: Removal

A. Council members shall be automatically removed from office at the end of the third meeting from which the member is absent, unless the Council, by majority vote of members entitled to vote, declares that one (1) or more of the member’s absences are excused.
B. Failure to comply with the requirements in Section 5 will result in removal.

Section 7: Vacancies

The President shall fill by appointment any vacancy in the Council. If a Council member moves from the electoral district in which he or she was elected, the office will be declared vacant by the

Section 5: Duties and Removal of Council Members

A. Council members shall attend all meetings of the Council and all committee meetings to which they have been assigned, either in person or by other telecommunications methods, in addition to other responsibilities provided for in these bylaws.
B. To further the mission of the Society, the Council shall establish performance goals, expectations, and measures for itself on an annual basis. It shall report on its progress toward meeting them to the membership on at least an annual basis.
C. Council members shall be automatically removed from office after the second unexcused absence, unless the Council, by majority vote of members entitled to vote, excuses one (1) or more of the absences.

(Section 6 was edited and integrated into Section 5, immediately above)

Section 6: Vacancies

The President shall fill by appointment, with the advice and consent of the Council, any vacancy on the Council for the remainder of an unexpired term. If a Council member moves from the electoral district in which he or she was elected, the office will be declared vacant by the
office will be declared vacant by the Executive Director and filled by Presidential appointment until the next regularly scheduled election.

Section 8: Quorum

A majority of its voting members shall constitute a quorum for the Council. The act of a majority of the Council members entitled to vote present at a meeting at which a quorum is present shall be the act of the Council except where a greater majority is required by the bylaws.

Section 9: Committees

A. Establishment: There shall be two (2) types of committees: standing and ad hoc.
   1. Standing committees shall be established through the bylaws and are deemed to be permanent, subject only to subsequent amendments to the bylaws. There are Six (6) standing committees: Executive Committee, Nominating Committee, Publications, Finance Committee, Audit Committee and Ethics and Standards Implementation Committee.
   2. Ad hoc committees may be established by the Council or by the President. Ad hoc committees established by the Council are considered to be ongoing until disestablishment by the Council. Committees established by the President expire with the term of the President. In establishing committees that will require substantial Society resources, the Council and the President shall seek the advice of the appropriate body regarding their consistency with and contributions toward the Society’s goals and purposes and with the Finance Committee on the availability of staff and other financial resources to support the proposed committees.

B. Appointment of Members: The President shall appoint the chairperson and members of each committee to serve during the

Executive Director and filled by Presidential appointment in accordance with this Section.

(Section 8 was updated and defined throughout the bylaws, specifically Article IV, Section 1)

(Section 9: Committees language was updated and included under a new Article V, specifically for committees, immediately below)
President’s term of office. Each committee shall have two (2) or more Council members, and a majority of the membership of each committee shall be Council members; provided, however, that the Nominating Committee and the Ethics and Standards Implementation Committee may be composed entirely of persons who are not Council members. All committee members shall serve at the pleasure of the Council.

C. Disestablishment of Committees: Standing committees may be disestablished only by a vote of the Council according to the procedure for amendments to the bylaws. Ad hoc committees may only be disestablished by the Council except for committees established by the President. The President may disestablish a committee he/she established. All ad hoc committees shall be reviewed periodically as to their performance and may be disestablished under procedures established by the Council when the committees no longer meet their intended purpose or have completed their assignment.

Section 10: Executive Committee

The Executive Committee shall consist of the President, President-Elect, Vice President, the Secretary-Treasurer (Executive Director), and shall be governed by the following rules. The Executive Committee shall have the power to transact all regular business of the Society during the interim between the meetings of the Council, provided such action shall not conflict with the policies and expressed wishes of the Council. Executive Committee actions shall be reported fully to the Council at the Council’s next meeting. The presence of four (4) members of the Executive Committee shall constitute a quorum for the conduct of the committee’s business.

(Section 10: Executive Committee language was updated and integrated into Article V: Committees)
Section 11: Nominating Committee

A. The Nominating Committee shall consist of the three (3) most recent Past Presidents who are still members able and willing to serve thereon plus four (4) other members from different electoral districts of the Society and who are not members of the Council nor Past Presidents. The President shall appoint two (2), the President-Elect shall appoint one (1) and the Vice President shall appoint one (1). If there are not three (3) Past Presidents available, the President may appoint a sufficient number of other members to complete the Committee. An announcement of the appointment of the Committee shall be made promptly through the Society’s newspaper.

B. The Nominating Committee shall be appointed not less than one hundred twenty (120) days prior to each annual meeting of the membership.

C. The Nominating Committee shall nominate a minimum of one (1) candidate for Vice President and shall nominate a minimum of one (1) candidate for each Council vacancy when an eligible person is recommended to the Nominating Committee for consideration as Council member.

D. The Nominating Committee shall present a slate of candidates that is representative of the various groups and professional interest within the Society, seeking a balance of academic and practitioner, and including international, non-profit, and all levels of government. The Nominating Committee will give strong consideration to a person’s contributions to the Society and the public service.

Section 12: Publications Committee

A. The Publications Committee shall consist of no more than twelve (12) members. Nine (9) members, appointed by the President, serving three-year, staggered terms and up to three members selected by the Vice-President Elect, who will begin serving when the Vice President-elect takes office.
Appointments will be made in such a way as to ensure a broad range of relevant expertise and representation of the Society's diverse membership. Members may serve no more than two consecutive terms.

B. The Chair shall be appointed from among the nine members described in Section A to a one-year term as Chair by the President.

C. The Publications Committee shall pursue two primary purposes: (1) provide recommendations to the Council on strategic initiatives for developing the Society's publications; and (2) implement Council policies and procedures for periodic review of all section journals.

D. The Publications Committee shall also pursue such other relevant strategic purposes as the Council may from time to time deem appropriate.

Section 13: Finance Committee

There shall be a Finance Committee, with the chairperson appointed by the President. The Council shall adopt Society investment guidelines which will be supervised by the Finance Committee. The Council shall adopt the budget of the Society in accordance with guidelines established by the Finance Committee. Any deficit financing plan shall be approved by the Council in advance.

Section 14: Ethics and Standards Implementation Committee

There shall be an Ethics and Standards Implementation Committee, with the chairperson appointed by the President. Each President will appoint two members for a three-year term with the advice and consent of the Council. The ASPA executive director shall be an ex-officio member of the committee without vote. The purposes of the Committee are to advance awareness and commitment to ethical principles and practices in ASPA and to promote the importance of ethics in public service through educational activities, provide advice and assistance to members in handling ethical problems, review and seek to resolve ethics...
complaints, advise the Council of appropriate action to be taken when an ASPA member is found to have violated the Code, investigate at the request of the Executive Committee matters relating to possible unethical practices within the work of ASPA, and speak for ASPA in cases involving the serious challenges to ethical administration.

Section 15: Other Bodies

A. From time to time, the Council or the President may establish additional bodies other than committees, such as commissions, task forces, steering groups, strategic imperative groups, action teams, advisory boards, editorial boards, or any other type of body composed of members, non-members, or a combination. In establishing other bodies that will require substantial Society resources, the Council and the President shall seek the advice of the appropriate committee regarding their consistency with and contributions toward the Society’s goals and purposes and with the Finance Committee on the availability of staff and other financial resources to support the proposed committees. The President, with the advice of the Council, shall appoint the chairperson and members of these other bodies to serve during the President’s term of office. The Council will determine whether any such body reports to a committee of the Council or directly to the Council, and the Council may establish duties, rules, and reporting lines for all such bodies.

B. Board of Advisors: There shall be a board of advisors of well known experts in public service, both practitioners and scholars, and representatives from various foundations that support public service. Members of the board of advisors will lend their names to support the Society and will be available as honorary chairs of fund raising campaigns and conferences. The board of advisors shall be appointed by the Council for such terms and such duties as the Council may from time to time determine. All advisory board members serve at the pleasure of the Council.

(Section 15: Other Bodies language was integrated into other sections under Article V: Committees)
Section 16: Conflicts of Interest

The Society shall make no loan to any officer, Council member, or any member of the Society. To avoid conflicts of interest or even the appearance of impropriety, whenever any member of the Council or any officer may have any interest or relationship in any transaction, including monetary or services, to be entered into by the Society, that in advance of any such transaction, the Council member or officer shall make known to the Council the material facts of the transaction and the nature of the person’s interest or relationship in same.

(A new article was created to specifically address committees separately and language was integrated and reorganized)

(Section 16: Conflicts of Interest language was updated and is integrated into Article IX: Miscellaneous Provisions)

ARTICLE V: COMMITTEES

Section 1: Overview

There shall be two (2) types of Society committees: Standing and Program.

A. Standing Committees address continuing concerns of the corporation. They are defined in these bylaws and their charge may be modified only by amendment to these bylaws. Unless otherwise stated in these bylaws, members of Standing Committees shall be appointed by the President, subject to consent of the Council.

B. Program Committees address specific issues or topics related to the Society’s mission and programming.

1. Continuing Program Committees may be established by the Council, which determines their purpose and term. These committees shall continue until disestablishment by the Council. Each Continuing Program Committee shall have six (6) members serving staggered two (2) year terms, with three appointed annually by the President, unless otherwise specified by the Council.

2. Ad Hoc Program Committees may be established by the President or by the Council to address specific issues or topics generally capable of resolution within one year. Members of these committees shall be
appointed by the President. These committees expire no later than the conclusion of the term of the President serving at the time of their establishment.

Section 2: Committee Membership

A. All members and Chairs of all committees shall be appointed by the President, unless otherwise specified by these bylaws or by the Council.
B. All members and Chairs of all committees shall be Society members in good standing at the time of appointment, unless otherwise approved by the Council.
C. The President shall provide the Council with updates on committee appointments and composition on a timely basis.
D. Committee appointments shall be made to ensure a broad range of expertise and representation of the Society’s diverse membership.
E. All committee members shall serve at the pleasure of the Council.
F. The President shall serve as an ex-officio member with vote of every committee of the Society, with the exception of the Nominating Committee and Audit Committee of which the President shall not be a member.
G. Unless otherwise specified in these bylaws, a quorum shall consist of fifty (50) percent of the committee’s appointed membership present in person or by phone.

Section 3: Standing Committees

A. The Society shall have five (5) Standing Committees: Executive Committee, Audit Committee, Financial Management Committee, Nominating Committee, and Ethics and Standards Implementation Committee.
B. Executive Committee
   1. There shall be an Executive Committee that consists of the President, President-Elect and the Secretary-Treasurer
(Executive Director), plus two Council members selected by the President with the consent of the Council.

2. The Executive Committee shall exercise all powers of the Council during the interim between meetings of the Council, provided that such action shall not conflict with the policies and expressed wishes of the Council. Executive Committee actions shall be reported fully to the Council at the Council’s next meeting.

3. The presence, in person or by phone, of four (4) members of the Executive Committee shall constitute a quorum for the conduct of the committee’s business.

C. Audit Committee

1. There shall be an Audit Committee that consists of six (6) members. Each member shall serve a two (2) year term, with three (3) members appointed annually by the President, with consent of the Council. No more than one appointee annually can be from the ASPA Council during each appointment period. The President appoints the Chair annually from the members of the Audit Committee. Members of the Executive Committee may not sit on the Audit Committee.

2. The Audit Committee has the following responsibilities:
   a. Seek proposals from qualified auditing firms to conduct the Society’s audit, conduct interviews of those firms presenting proposals, and select the firm.
   b. Supervise the audit and approve the firm’s report of the Society’s financial position on a timely basis.
   c. Establish and oversee whistleblower protections for the receipt of complaints about financial management from Society officers, staff, or members.

D. Financial Management Committee

1. There shall be a Financial Management Committee that consists of six (6) members. Each member shall serve a two (2) year term, with three (3) members appointed annually
by the President with the consent of the Council. More than one appointee annually may be from the Council during each appointment period. The President shall appoint the Chair annually from among the members of the Council serving on the Committee.

2. The Financial Management Committee has the following responsibilities:
   a. Provide guidelines for developing and recommending an annual budget to the Council and for supervising the execution of the budget once adopted.
   b. Recommend any deficit-financing plan to the Council in advance of any implementation.
   c. Develop and recommend investment policies to the Council and supervise the execution of such policies once adopted.
   d. Conduct a review of the Society’s dues structure every three years.
   e. Prepare, with the support of the executive director, long-term financial analyses of the Society’s fiscal health and direction and report these analyses to the Council.

E. Nominating Committee
1. There shall be a Nominating Committee that consists of the three (3) most recent Past Presidents who are members in good standing and able and willing to serve plus four (4) members from different electoral districts of the Society who are not members of the Council or Past Presidents. The President shall appoint three (3) members and the President-Elect shall appoint one (1) member, with the consent of the Council. If there are not three (3) Past Presidents available, the President may appoint a sufficient number of other members, with consent of the Council, to complete the Committee. An announcement of the appointment of the Committee shall be made promptly.

2. The Nominating Committee members shall serve a one (1)
year term and shall be appointed not less than one hundred twenty (120) calendar days prior to each annual meeting of the membership. The longest serving of the three most recent Past Presidents on the Nominating Committee shall serve as Chair.

3. The Nominating Committee shall nominate a minimum of one (1) candidate for President-Elect and shall nominate a minimum of one (1) candidate for each Council vacancy when an eligible person is recommended to the Nominating Committee for consideration as Council member. It also shall certify the eligibility of any members whose names may be placed in nomination through the petition process provided for in these bylaws.

4. The Nominating Committee shall present a slate of nominees that is representative of the various groups and professional interests within the Society, seeking a balance of academic and practitioner, including international, non-profit, and all levels of government, and considering names suggested to it by the membership and other sources. The Nominating Committee shall give strong consideration to an individual’s contributions to the Society and the public service.

F. Ethics and Standards Implementation Committee
1. There shall be an Ethics and Standards Implementation Committee that consists of six (6) members, with the chair appointed from the Committee membership by the President for a one (1) year term. Each year the President shall appoint two members for a three (3) year term with the consent of the Council. The Executive Director shall be an ex-officio member of the Committee without vote but countable for a quorum.

2. The primary purposes of the Committee are to advance awareness of and commitment to ethical principles and practices in the Society and to promote the importance of ethics in public service through educational activities. The Committee shall provide advice and assistance to members
ARTICLE IV: OFFICERS

Section 1: Officers and Term of Office

A. The officers of the Society shall be the President, the President-Elect, the Vice President, the Immediate Past President and the Secretary-Treasurer, who shall be the officer known as the Executive Director.
B. The President-Elect will automatically succeed to the office of the President upon completion of the President’s term.

Section 4: Board of Advisors

A. There shall be a board of advisors of well-known experts in public service, both practitioners and scholars, and representatives from foundations that support public service. Members of the board of advisors will lend their names to support the Society and be available as honorary chairs of fund raising campaigns and conferences. The board shall be appointed by the Council on recommendation of the Executive Committee for such terms and duties as the Council may determine from time to time. All advisory board members serve at the pleasure of the Council.

ARTICLE VI: OFFICERS

Section 1: Officers and Term of Office

A. The officers of the Society shall be the President, the President-Elect and the Secretary-Treasurer.
B. The President shall serve a two (2) year term.
C. The President-Elect shall be elected to a two (2) year term and shall automatically succeed to the office of the President upon the completion of his/her predecessor’s term.
D. The Executive Director shall be appointed by the Council.
C. The Vice President, elected by the members of the Society by annual ballot for a term of one (1) year, will automatically succeed to the office of President-Elect upon completion of the President-Elect’s term.

D. The Immediate Past President will serve a one-year term immediately following their recent term of office.

E. The Executive Director shall be appointed by the Council.

F. Officers shall be automatically removed from office at the end of the third meeting from which the member is absent, unless the Council, by majority vote of members entitled to vote, declares that one (1) or more of the member’s absences are excused, or whenever membership is terminated or denied in accordance with Article II., Section 5.

G. There shall also be an honorary office known as Editor-in-Chief of the Society’s journal; provided, however, that the holder of this office shall not be a corporate officer of the Society. The Editor-in-Chief shall be appointed for an initial term of three (3) years by the President subject to ratification by the Council. The appointment shall be renewable for a successive three (3) year term subject to ratification by the Council. The Editor-in-Chief serves at the pleasure of the Council.

Section 2: Nominations

A. Members, chapters, sections, and the Council members will be invited to submit recommendations for consideration for Vice President to the Nominating Committee.

B. To be eligible for nomination for Vice President, a person shall be a member of the Society and must have been a member for at least one (1) year immediately prior to his/her nomination.

C. Names of consenting members may also be placed in nomination by petitions signed by at least two percent (2%) of the Society’s membership for Vice President with not more than seventy-five percent (75%) of the signatures coming from one electoral district and not less than twenty-five percent (25%) from at least three (3) other electoral districts, and

( Editor-in-Chief language comprises as new Article, Article VIII )

Section 2: Nominations

A. To be eligible for nomination for President-Elect, an individual shall be a member in good standing and must have been a member for at least one (1) year immediately prior to his/her nomination.

B. Members in good standing will be invited to submit suggestions of individuals to the Nominating Committee for consideration as President-Elect during the years when this position is to be elected. The Committee shall consider these suggestions and those from any source.

C. The Nominating Committee shall nominate a minimum of one (1) individual to stand for election as President-Elect.

D. Following the Society’s prompt and official announcement of
presented to the Nominating Committee not later than forty-five (45) calendar days following the official announcement of the Nominating Committee slate.

Section 3: Vacancies

A. In case of death, resignation, or inability of the President to perform the duties of his or her office, the President-Elect shall immediately succeed him or her and shall be President for the remainder of the unexpired term and one (1) additional year.

B. In case of an interim vacancy in the office of President-Elect, the Vice President shall immediately succeed him or her and shall be President-Elect for the remainder of the unexpired term and one additional year.

C. In the case of an interim vacancy in the office of Vice President, the Council shall elect a replacement to serve until the next annual election. At the next annual election, the membership of the Society shall elect a President-Elect and Vice President.

Section 4: Duties of the President

A. The President shall exercise chief policy leadership of the Society; shall preside over all meetings of the Council and the Society’s annual meeting of its membership; shall appoint members to committees and other bodies; and shall be an ex-officio member with vote of every committee of the Society with the exception of the Nominating Committee.

B. The President is the principal public spokesperson of the Society, and shall at the annual meeting and at such other times and forums, both internal and external, communicate, advise, inform, and suggest such actions and policies as deemed proper.

the nominee(s), the names of consenting members may also be placed in nomination for President-Elect by petitions signed by at least fifty (50) members in good standing and not more than seventy-five (75) percent of the signatures coming from one electoral district and not less than twenty-five (25) percent from at least three (3) other electoral districts, and presented to the Nominating Committee no later than thirty (30) calendar days following the announcement of the slate.

Section 4: Duties of the President

A. The President shall exercise leadership of the Society; preside over all meetings of the Council and annual meeting of the membership; appoint members to committees and other bodies; and serve as an ex-officio member with vote on every committee of the Society, with the exception of the Nominating Committee and Audit Committee, of both of which the President shall not be a member.

B. The President is the principal public spokesperson for the Society and shall, at the annual meeting of the membership and such other times and forums, both internal and external,
to advance the goals, purposes, and programs useful to the Society, its chapters, sections, other bodies, committees, and members.

C. The President shall appoint a non-Council, non-staff member of the Society as Parliamentarian to serve his or her term of office.

D. Concurrent with the term of office, the President may make such other appointments as are required by the bylaws or as may seem necessary in the interests of the Society.

E. Any presidential appointee may be removed from office by the President in accordance with rules established by the Council.

F. As the public symbol of the Society, the President shall act at such times and places as necessary and take such actions as useful to execute the provisions of the bylaws, policies of the Society, and protect the rights and welfare and promote the interests of the members. On issues of significance, the President shall, in situations of dispute regarding policy implementation, act as a liaison between the Executive Director, other officers and Council members, chapter presidents, committee and section chairpersons, and such other agents of the Society as may exist or from time to time be established.

G. The President shall perform all duties prescribed by the bylaws and such others as may from time to time be entrusted to this office by the Council.

Section 5: Duties of the President-Elect

A. The President-Elect shall, to the extent desired by the President, assist in the execution of the duties and functions of that office.

B. It shall be the duty of the President-Elect to prepare the plan of action to implement the Society’s goals during his or her term as President.

Section 5: Duties of the President-Elect

A. The President-Elect shall be responsible for managing the work of the Council in establishing its annual performance goals, expectations, and measures, and shall develop the report to the membership on meeting them.

B. The President-Elect shall perform such duties as may be assigned by these bylaws and the President.
Section 6: Duties of the Vice President

The Vice President shall perform such duties as may be assigned by the bylaws and the President.

Section 7: Duties of the Immediate Past President

A. The Immediate Past President shall be a voting member of the National Council.
B. The Immediate Past President shall serve as a member of the Executive Committee.
C. The Immediate Past President shall serve on the Nominating Committee.
D. The Immediate Past President shall perform such duties as may be assigned by the bylaws and the President.

Section 8: Duties of the Executive Director

A. The Executive Director is the chief executive officer of the Society and generally is responsible for the execution of Society business.
B. The Executive Director serves as the Secretary-Treasurer of the corporation and serves as the fiscal agent for all Society business.
C. The Executive Director, as the Secretary-Treasurer of the Society, is an Ex-Officio member of the National Council and a voting member of the Executive Committee.
D. The Executive Director is the editor-in-chief of PA Times.
E. While this list is not intended to be all inclusive, the Executive Director:
   • provides staff support for the Council and officers of the Society
   • recruits, appoints, develops, and removes all employees
   • prepares and makes reports to the Society at least annually

(Section 6: Duties of the Vice President language was updated and integrated with the duties of the President-Elect. The roles of Vice President and President-Elect were consolidated)

(Section 7: Duties of the Immediate Past President position and language was eliminated)

Section 6: Duties of the Executive Director

A. The Executive Director shall serve as the chief executive officer of the Society, reporting and accountable to the Council.
B. The Executive Director shall be responsible for the following:
   1. Supervise and execute the business and affairs of the Society.
   2. Provide leadership and direction to the Society and consult with the President as matters of policy arise.
   3. Formulate plans and policies for the accomplishment of the Society’s purposes, consistent with objectives established by the Council.
   4. Initiate, establish, and maintain management systems to ensure implementation of policy direction established by the Council.
C. The Executive Director shall serve as Secretary-Treasurer of the Society and shall be responsible for working with the Society committees responsible for financial oversight.
D. The Executive Director’s detailed responsibilities shall include, but not be limited to, the following:
ARTICLE V: CHAPTERS AND SECTIONS

Section 1: Chapters and Sections; General Provisions

The Society shall encourage and recognize geographically based chapters and specialized-interest based sections of its members; provided, however, that the respective chapters and sections at all times shall serve the interests of the Society’s members and fulfill the requirements established from time to time by the Society or by law,

• assists in the development of new chapters and sections
• assists in the oversight and management of chapters and sections
• is responsible for accurate and timely keeping of member records
• prepares and recommends an annual budget to the Council through the Finance Committee
• makes recommendations to the Council on any aspect of the Society business
• gives regular progress reports to the Council

F. Pursuant to the not for profit corporation act of the State of Illinois, the Executive Director, as Secretary of the Council, shall cause to be filed with the Secretary of State of Illinois the annual report of the Society on the form provided by the Secretary of State.

ARTICLE VII: CHAPTERS AND SECTIONS

Section 1: Chapters and Sections; General Provisions

The Society shall encourage and recognize geographically based chapters and specialized interest-based sections of its members, provided, however, that the respective chapters and sections at all times shall serve the interests of the Society’s members and fulfill the requirements established from time to time by the Society or by law,

1. Determine, prioritize, and manage the programmatic activities of the Society.
2. Initiate and implement strategy development and strategic plans in coordination with the Council and Executive Committee.
3. Develop and implement plans to increase Society membership through recruitment, retention, and engagement, in consultation with the Council, Executive Committee, and chapters.
4. Manage the development and implementation of the programmatic and logistical aspects of the annual conference of the Society, in consultation with the President.
5. Assign, manage, and oversee staff support for the chapters and sections of the Society.
6. Have custody of the Society’s funds, maintain its accounts, and serve as the fiscal agent for all Society business.
7. Prepare and recommend an annual budget to the Council through the Financial Management Committee.
8. Advise and provide staff support to the Council and each committee of the Society.
9. Recruit, appoint, develop, and remove all employees.
10. Serve as Editor-in-chief of PA TIMES.
11. Make an annual report to the Council.
including the requirement that all members, officers or directors of a chapter or section shall be Society members.

Section 2: Provisional Chapters and Sections

A provisional chapter or section shall be a program of the Society itself and not a separate juridical person. Under a body charged by the Council with chapter and/or section development functions (“body”) and in conjunction with Society staff, the following persons may petition the Council for establishment of a provisional chapter or section, respectively:

A. for a provisional chapter, a group of not less than twenty-five (25) individuals who are Society members or persons for whom completed membership applications have been submitted (or less than twenty-five (25) where there is sufficient evidence of a viable chapter in the judgment of the body charged by the Council with chapter and/or section development functions); or
B. for a provisional section, a group of not less than one percent (1%) of the total individual membership of the Society.

Section 3: Juridical Person Chapters and Sections

A. Before establishment of a chapter or section as a separate juridical person shall be approved by the Council, the proposed chapter or section must be favorably evaluated using performance standards set by the Council from time to time for the review of chapters and sections.
B. Chapters and sections shall be domestic or foreign juridical persons, legally separate and distinct organizations from the Society. Chapters and sections may be established by the Council or at its direction using specified legal documents

including the requirement that all members, officers, and directors of a chapter or section shall be Society members. The Council can establish chapters and sections when it deems appropriate.

(Section 2: Provisional Chapters and Sections language was eliminated)
for chapters or sections organized as: (a) domestic juridical persons under the law of the various states of the United States as nonprofit corporations or unincorporated associations, or (b) foreign juridical persons under the law of various countries using legal vehicles having appropriate nonprofit characteristics.

C. The legal documents organizing each chapter and section as a juridical person shall be subject in their entirety to advance approval by the Council, and shall as a matter of contract contain provisions required by the Society in consideration of the benefits of being affiliated with the Society as a chapter or section, as well as provisions required by the Internal Revenue Service, as set forth in Section 5 below.

Section 4: Disestablishment; Reestablishment

A. Disestablishment: (a) If the chapter or section was provisional and not a separate juridical person, it may be disestablished by the Council at any time after consultation with the body charged by the Council with chapter and/or section development functions. (b) If the chapter or section is a separate juridical person, where permitted by law and in accordance with its legal documents, disestablishment by the Council may occur at any time after consultation with the body charged by the Council with chapter and/or section development functions, but only where members of the chapter or section request such an action, or when a consistent lack of professional activity has caused the chapter or section to fail for three (3) years to meet the performance standards for chapters and sections established from time to time by the Council.

B. Reestablishment: Whenever any provisional chapter or section or juridical person chapter or section has been disestablished, upon application to a body charged by the Council with chapter and/or section development functions, and favorable approval by that body and the Council, the chapter or section normally may begin again as provisional in accordance with Section 2 above.

Section 3: Disestablishment; Reestablishment

A. Disestablishment: (a) If the chapter or section was proposed and not a separate juridical person, it may be disestablished by the Council at any time following consultation with the Executive Director. (b) If the chapter or section is a separate juridical person, where permitted by law and in accordance with its legal documents, disestablishment by the Council may occur at any time following consultation with the Executive Director but only where members of the chapter or section request such an action, or when a consistent lack of professional activity has caused the chapter or section to fail for three (3) years to meet performance standards for chapters and sections established by the Council from time to time.

B. Reestablishment: Whenever any proposed chapter or section or juridical person, chapter, or section has been disestablished, upon application to the Executive Director, and favorable approval by the Council, the chapter or section normally may begin again as proposed in accordance with Section 2 above, but not until at least one (1) year has passed since the disestablishment of the chapter or section.

C. Additional Procedures: Notwithstanding the foregoing, in

for chapters or sections organized as: (a) domestic juridical persons under the law of the various states of the United States as nonprofit corporations or unincorporated associations, or (b) foreign juridical persons under the law of various countries using legal vehicles having appropriate nonprofit characteristics.

C. The legal documents organizing each chapter and section as a juridical person shall be subject in their entirety to advance approval by the Council, and shall as a matter of contract contain provisions required by the Society in consideration of the benefits of being affiliated with the Society as a chapter or section, as well as provisions required by the Internal Revenue Service.
above, but not until at least one (1) year has passed since the disestablishment of the chapter or section.

C. Additional Procedures: Notwithstanding the foregoing, in accordance with applicable law and the organizing documents of the chapter or section, from time to time the Council in its sole and absolute discretion shall determine any and all additional procedures for establishment, disestablishment or reestablishment of chapters and sections.

Section 5: Tax Exempt Status; TINs/EINs; Debt

A. Tax Exempt Status: In the sole discretion of the Council, new domestic chapters and sections that are separate juridical persons may be admitted to the Society's group federal income tax exemption ruling, provided they meet Internal Revenue Service requirements. No chapter or section that is a separate juridical person may claim tax exempt status under the Society's group federal income tax exemption ruling unless having been approved in advance by the Council for this purpose, and if so approved, must continue at all times to comply with the requirements of the ruling. In order to meet Internal Revenue Service requirements generally and the group ruling, the legal documents organizing each chapter and section as a juridical person shall at all times contain certain required statements which shall be set forth from time to time in a published policy approved by the Council. The legal documents shall also include the following provisions:

- Procedure for the nomination and election of chapter and section directors and officers
- Requirement that all members, directors and officers of the chapter or section be members of the Society
- Provision that the chapter or section may be established, disestablished, or reestablished in the sole discretion of the Council

Section 4: Tax-Exempt Status; TINs/EINs; Debt

A. Tax-Exempt Status: In the sole discretion of the Council, new domestic chapters and sections that are separate juridical persons may be admitted to the Society's group federal income tax exemption ruling, provided they meet Internal Revenue Service requirements. No chapter or section that is a separate juridical person may claim tax-exempt status under the Society's group federal income tax exemption ruling unless it has been approved in advance by the Council for this purpose, and if so approved, must always comply with the requirements of the ruling. To meet Internal Revenue Service requirements generally and the group ruling, the legal documents organizing each chapter and section as a juridical person shall at all times contain certain required statements which shall be set forth from time to time in a published policy approved by the Council. The legal documents shall also include the following provisions:

1. Procedure for the nomination and election of chapter and section directors and officers.
2. Requirement that all members, directors and officers of the chapter or section be members of the Society.
3. Establishment of the fiscal year of the chapter or section agree with the fiscal year of the Society (January 1 to December 31).
4. Provision that the chapter or section may be established, disestablished, or reestablished in the sole
- Statement that amendments to chapter or section documents may only be made with advance approval by the Council
- Statement that the Council reserves the contractual right at any time to bar any chapter or section from using "Society for Public Administration" in its name when any chapter or section acts in a manner detrimental to the Society's reputation or goodwill

B. EINs/TINs; Debts and Obligations: As juridical persons separate and distinct from the Society, chapters and sections may not use the Society's federal tax identification number (EIN or TIN) for any purpose.

C. No Debts or Obligations: No chapter or section officials, whether of a provisional chapter or section or of a chapter or section that is a separate juridical person may incur debts or obligations on behalf of the Society, or represent to any person that they have the authority to do so.

(A new and separate article was created to address the Editor-in-Chief of Public Administration Review [PAR])

ARTICLE VI: MISCELLANEOUS PROVISIONS

Section 1: Waiver of Notices

Whenever any notice whatever is required to be given under the articles of incorporation, these bylaws, or by law, a waiver thereof in writing discretion of the Council.

5. Statement that amendments to chapter or section documents may only be made with advance approval by the Council

6. Statement that the Council reserves the contractual right at any time to bar any chapter or section from using "Society for Public Administration" in its name when any chapter or section acts in a manner detrimental to the Society's reputation or goodwill.

B. EINs/TINs; Debts and Obligations: As juridical persons separate and distinct from the Society, chapters and sections may not use the Society's federal tax identification number (EIN or TIN) for any purpose.

C. No Debts or Obligations: No chapter or section officials, whether of a proposed chapter or section or of a chapter or section that is a separate juridical person may incur debts or obligations on behalf of the Society, or represent to any person that they have the authority to do so.

ARTICLE VIII: Editor-in-Chief of Public Administration Review

There shall be an honorary office known as Editor-in-Chief of Public Administration Review, the Society’s journal provided, however, that the holder of this office shall not be a corporate officer of the Society. The Editor-in-Chief shall be appointed for an initial term of three (3) years by the President subject to consent of the Council. The appointment shall be renewable for a successive term subject to consent of the Council. The Editor-in-Chief serves at the pleasure of the Council.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1: Waiver of Notices

Whenever any notice whatever is required to be given under the law, the Articles of Incorporation, or these bylaws, a waiver thereof in
signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 2: Fiscal Year

Subject to approval of the Internal Revenue Service, the fiscal year of the Society shall begin January 1 and end December 31.

Section 3: Independent Auditor

The Council shall employ an independent auditor to conduct an annual financial audit of the Society's accounts.

Section 4: Fidelity Bonds

The Executive Director and such other officers and staff as the Council may designate may be bonded by fidelity bonds in an amount set by the Council and paid by the Society.

Section 5: Designated Fund Reserve

A. There may be a designated fund reserve established for the purposes of assuring that the Society is in a position to address financial emergencies.

B. Proposed expenditures from the fund shall be primarily for non-recurring expenses and must be reviewed by the Finance Committee.

C. Funds may be expended from the fund following an affirmative vote at two (2) consecutive Council meetings.

(Conflicts of Interest language was updated and repositioned here as it is a miscellaneous provision)

Section 2: Fiscal Year

The fiscal year of the Society shall begin January 1 and end December 31.

(Section 3: Independent Auditor language was integrated into the Audit Committee section—Article V, Section 3(c)—as auditor selection is its responsibility)

Section 3: Fidelity Bonds

The Executive Director and such other officers and staff as the Council may designate may be bonded by fidelity bonds in an amount set by the Council and paid by the Society.

(Section 5: Designated Fund Reserve was moved to the Policies and Procedures)

Section 4: Conflicts of Interest

The Society shall make no loan to any officer, member of the Council,
ARTICLE VII: AMENDMENTS

Section 1: Approval Vote

These bylaws may be amended by obtaining sixty percent (60%) of the votes of the Council members present at a meeting of the Council, provided, however, that a quorum is present and those voting in favor constitute at least a majority of Council members entitled to vote.

Section 2: Upon approval by the Council, the proposed amendments must be presented to the membership for approval. The vote on amendments shall be taken in accordance with Article II, Section 4.

Section 5: Disposition of assets

In the event the Society is dissolved, the assets of the Society are to be applied and distributed as follows: All liabilities and obligations must be satisfied or adequate provision made to do so. Notice must be provided to the Illinois Secretary of State. Assets not held upon a condition or restriction requiring return, transfer, or conveyance to any other organization or individual are to be distributed by the Council, in trust or otherwise, to one or more charitable and educational organizations, organized under section 501(c)(3) of the Internal Revenue Code, of a similar or like nature to the Society.

ARTICLE X: AMENDMENTS

Section 1: Approval by the National Council and Membership

A. An amendment to these bylaws may be proposed by obtaining sixty (60) percent of the votes of the Council members present at a meeting of the Council, provided, however, that a quorum is present and those voting in favor constitute at least a majority of Council members entitled to vote. Upon approval by the Council, the proposed amendments must be presented to the membership for approval.

B. An amendment may also be proposed by membership actions as authorized in Article III: Section 3 of these bylaws.

C. A proposed amendment is adopted by obtaining a majority of the votes cast by the eligible electorate and in accordance with...
Section 3: Publication

The exact language of any bylaw amendment adopted by the membership will be published in PA Times within sixty (60) days of adoption by the membership.

Section 3: Comprehensive Reviews

At least once every five (5) years beginning in 2005, the President shall direct a comprehensive review of the bylaws and recommend any desired changes. This section shall in no way prevent the Council from reviewing and/or amending the bylaws at other intervals in the discretion of the Council.

ARTICLE VIII: OTHER PUBLISHED POLICIES

In any matter not covered by these bylaws, where there is now or may be in the future an existing and published policy approved by the Council, the same shall prevail to the extent it is consistent with the Society’s articles of incorporation, these bylaws, and law.

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Approved by the Council December 10, 1978; Amended July 21, 1980; July 12, 1981; February 26, 1982; April 16, 1983; November 20, 1983; December 7, 1985; July 1, 1987; October 1, 1987; June 28, 1988; July 14, 1989; November 11, 1989; March 23, 1991; July 23, 1995; April 14, 1999 and March 31, 2004. Approved by the ASPA membership on July 9, 1999; Amended by the ASPA membership on May 18, 2001; Amended by the ASPA membership January 21, 2005; Amended by the ASPA membership on December 18, 2009; Amended by the ASPA membership on May 7, 2012; Amended by the ASPA membership on November 15, 2013; Amended by the ASPA membership on November 19, 2014.

Section 2: Comprehensive Review

At least once every five (5) years, the President shall direct a comprehensive review of these bylaws to recommend desired changes. This section shall in no way prevent the Council from reviewing these bylaws and/or proposing amendments to the membership at other intervals at the discretion of the Council.

ARTICLE XI: OTHER PUBLISHED POLICIES

In any matter not covered by these bylaws, where there is now or may be in the future an existing and published policy approved by the Council, the same shall prevail to the extent it is consistent with the law, the Articles of Incorporation, and these bylaws.

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Approved by the Council December 10, 1978; Amended July 21, 1980; July 12, 1981; February 26, 1982; April 16, 1983; November 20, 1983; December 7, 1985; July 1, 1987; October 1, 1987; June 28, 1988; July 14, 1989; November 11, 1989; March 23, 1991; July 23, 1995; April 14, 1999 and March 31, 2004. Approved by the ASPA membership on July 9, 1999; Amended by the ASPA membership on May 18, 2001; Amended by the ASPA membership January 21, 2005; Amended by the ASPA membership on December 18, 2009; Amended by the ASPA membership on May 7, 2012; Amended by the ASPA membership on November 15, 2013; Amended by the ASPA membership on November 19, 2014.