

# **AMERICAN SOCIETY FOR PUBLIC ADMINISTRATION BYLAWS**

## **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.

## **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.

## **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 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: 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
  - 1. Set overall direction and policy for the Society.
  - 2. Oversee the management of the Society and ensure its financial stability.
  - 3. Establish, oversee, develop, and disestablish chapters, sections, committees, and other bodies.
  - 4. Delegate powers and duties to officers and employees.
  - 5. Appoint and remove the Executive Director.
  - 6. Accept the Society's annual audit.
  - 7. 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 shall be at the call of the President or a majority of the members of the Council. All Council meetings shall be open to any member in good standing, except for executive sessions. Telephonic participation and voting shall be permitted at all Council meetings and such participation shall constitute presence in person at the meeting.
- C. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all Council members in office who must consent to such action in writing, including by electronic mail, setting forth the action taken. Such consent shall have the same force and effect as a vote of the Council at a meeting and shall be described as such in any document executed by the Society.
- D. A majority of the Council's voting members shall constitute a quorum for the Council. The act of a majority of Council members entitled to vote at a meeting at which a quorum is present shall be the act of the Council or shall be necessary for the provision of its consent, except as otherwise provided by law, the Articles of Incorporation, or these bylaws.

## **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; one (1) member representing the Conference of Minority Public Administrators, a Society section; one (1) student member representing the Society's student membership; and one (1) member representing the Society's international membership. The Council's non-voting member is the Executive Director.
- B. The Council members elected from the Society's electoral districts shall be elected for a three (3) year term with one (1) member elected each year from each electoral district by the 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.

## **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 as Council members. The Committee shall consider these suggestions and those from any other source.

- C. Following the Society's prompt and official announcement of the nominees, the names of consenting members may also be placed in nomination by petitions signed by at least twenty-five (25) members in good standing of the electoral district and/or electorate in which the candidate wishes to run and presented to the Nominating Committee no later than thirty (30) calendar days following the official announcement of the Nominating Committee slate.
- D. The Executive Director shall provide each member in good standing, no later than ninety (90) calendar days prior to the annual meeting of the membership, a ballot including the candidates for 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.
- E. 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 President.
- F. If an individual 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 with the advice and consent of the Council, to serve the vacated term.
- G. 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.

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

## 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-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 six (6) Standing Committees: Executive Committee, Audit Committee, Financial Management Committee, Nominating Committee, Ethics and Standards Implementation Committee, and Development 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 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 in handling ethical problems; review and seek to resolve ethics complaints; advise the Council of appropriate action to be taken when a Society member is found to have violated the Code; at the request of the Executive Committee, investigate matters related to possible unethical practices within the work of the Society; and speak for the Society in cases involving serious challenges to ethical administration.

#### G. Development Committee

1. There shall be a Development Committee that consists of at least six (6) members, no more than two (2) of whom shall be members of the National Council, one (1) of whom shall be a member of the ASPA Endowment Board, and the remainder shall be from the world at large. The Endowment representative shall be appointed by that Board's Chair; all others shall be appointed by the Council's President, who shall

- select the Chair from the National Council members on the committee. All members should have demonstrable fundraising expertise.
2. Each member shall serve a two-year term, with the possibility of two additional terms. Terms shall be staggered, to provide continuity of operations.
  3. The Development Committee has the following responsibilities:
    - a. Support the President and Chair in promoting annual contributions from Council and Endowment Board members.
    - b. Develop an annual and multi-year plan to solicit funds from individuals, as well as corporations and foundations.
    - c. Explore naming possibilities and develop and implement plans to seek donors.
    - d. Develop and maintain a file of potential donors, along with their preferences and schedules for donations.
    - e. Collaborate across Council/Endowment lines to develop and implement mutually beneficial fundraising efforts.
    - f. Develop proposals and other solicitation materials, both as a group and with appropriate staff resources.
    - g. Work closely with the Financial Management Committee to determine areas of greatest need and potential.
    - h. Work closely with staff, consultants, and Advisory Board members, as appropriate for development purposes.

#### **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.

#### **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 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 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 then the term for which he or she was elected.
- B. In case of an interim vacancy in the office of President-Elect, the Council shall elect a replacement to serve for the remainder of the unexpired term.

### **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, communicate, advise, inform, and suggest such actions and policies as deemed proper to advance the goals, purposes, and programs useful to the Society, its chapters, sections, other bodies, committees, and members.
- C. Concurrent with the term of office, the President may make such other appointments as are required by these bylaws or as may seem necessary in the interests of the Society.
- D. Any presidential appointee may be removed from office by the President in accordance with rules established by the Council.
- E. 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 these bylaws and 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 among the Executive Director, 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.
- F. The President shall perform all duties prescribed by these bylaws and such others as may be entrusted to this office by the Council from time to time.

## **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 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:
  - 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.

## **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 member, 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, 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: 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 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.

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

#### **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 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 writing 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**

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

### **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 4: Conflicts of Interest**

The Society shall make no loan to any officer, member of the Council, or member of the Society. To avoid conflicts of interest or even the appearance of impropriety, whenever any officer or member of the Council may have any interest or relationship in any transaction, including monetary or services, to be entered into by the Society, said individual shall make known to the Council the material facts of the transaction and the nature of his or her interest or relationship in same in advance of such transaction. Each member of the Council shall sign a conflict of interest statement affirming such on an annual basis.

### **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 the quorum requirement provided for in these bylaws.

## **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; Amended by the ASPA membership on December 1, 2017.