

ASPA BYLAWS

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
- 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 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 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.

Section 5: Termination or Denial of Membership

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 or when in its sole and absolute discretion the Council determines that any member appears to have acted in 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 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 of 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-one (21) voting members and two (2) non-voting members. The Council's twenty-one (21) voting members are as follows: President; President-Elect; Vice President; fifteen (15) members, consisting of three (3) people elected from each of the five (5) electoral districts (defined below); one (1) member who is a representative from the Conference of Minority Public Administrators Section and one (1) student member and one (1) international member. The Council's two (2) non-voting members are as follows: the most recent Past President and the Parliamentarian. 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 to ASPA's international 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, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont);

- Electoral District 2 - Mid-Atlantic (consisting of the members/chapters within the following states: District of Columbia, Maryland, Indiana, Michigan, Ohio, 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: Colorado, Illinois, Iowa, Kansas, Minnesota,

Missouri, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, and Wisconsin);

· Electoral District 5 - Far West (consisting of the members/chapters within the following states: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming).

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 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.

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. The members must return ballots to the National Office no later than the deadline stated on the ballot.

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 until the next regularly scheduled election 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 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 four (4) standing committees: Executive Committee, Nominating Committee, Publications, and Finance 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 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 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, 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 three (3) members of the Executive Committee shall constitute a quorum for the conduct of the committee's business.

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: 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: 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.

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, 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.

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 Executive Director shall be appointed by the Council.

E. 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.

F. 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 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 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. Robert's Rules of Order shall serve as the parliamentary procedure.

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 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 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 is the editor-in-chief of PA Times.

D. 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

- 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

E. 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 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, 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, within two (2) years of the establishment of a provisional chapter or section as described above in Section 2, the provisional chapter or section

must be favorably evaluated using the performance standards set from time to time by the Council for the review of chapters and sections.

B. Except as provided above in Section 2 for provisional chapters and sections, 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, 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, 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 ~~they~~ 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 in particular, 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
- 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 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 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 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.

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 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 4: 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.

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.