Dear James,

At the all-member business meeting on Thursday, September 1, members voted to adopt a new set of bylaws and articles of incorporation. These documents will be sent to all APSA members for a vote via an electronic ballot this month.

- Read the proposed new bylaws.
- See the full committee roster and committee description of changes.

This memo is intended to provide background on these proposed changes for purposes of informing the membership on the rationale and strategy employed in the revision of the APSA governance structure.

Background
APSA was founded in 1903 as an unincorporated association with a governing constitution. In 1954, APSA was formally incorporated as a federal 501 (c) 3 public charity. At this time, APSA was also incorporated as a legal nonprofit in Washington, DC and in keeping with existing nonprofit law, the association adopted articles of incorporation and by-laws. So APSA has three governing documents which in the ensuing years have been revised slightly but retain significant aspects of their original character and language.
In recent years, several concerns have been raised about the mismatch between the current governing structure of the council and the contemporary needs of the association. Consequently, the Council created the Ad Hoc Committee on Governance Reform at the council meeting in August 2013 in Chicago. This Committee met at a retreat at the University of California at San Diego in December 2014. This retreat also included several leaders of the association including past presidents and treasurers. The retreat and subsequent discussions produced the proposed governance changes. These proposals were revised further through continued discussion with Council, feedback from APSA members, and amendments at the 2015 All-member business meeting.

**Summary of the Recommended Governance Changes**

The proposed changes are designed to make the governance of APSA more responsive to member needs, more participatory, and more efficient. Let me briefly summarize key proposed changes:

- **The bylaws and constitution are consolidated into one document: the APSA bylaws.**

- **The existing articles of incorporation (the original 1954 document) are revised to reflect contemporary federal and DC nonprofit law.**

- **Some policies such as the council travel reimbursement policy are moved from the by-laws to the board governance manual.**

- **Structure of the Council**

  - Terms of council members and treasurer are lengthened from two to three years. Also, the president will now serve a three year term as president-elect, president, and past president.

  - Five council policy committees are created: Membership and Professional Development, Publications, Conference/Meetings, Public Engagement, Teaching and Learning.

  - The current administrative committee is restructured to become the new executive committee with committee membership comprised of the council leadership including the chairs of the five council committees, the president-elect, the president, the past president and the treasurer.

- **The Association Business Meeting and the Election of Officers**

  - Currently, the slate of officers and council members recommended by the APSA Nominating Committee are formally elected by the membership present at the annual business meeting held in conjunction with the annual meeting, if there are no additional nominees. The election of officers, under the new by-laws, moves to an electronic ballot by the entire membership in the spring of each year.

  - Under the proposed bylaws, each nominee for the council would
have to receive at least a majority of the affirmative votes cast to be elected to the council, regardless of whether there are more candidates than seats – that is, even unopposed candidates must be affirmed by a majority of votes.

- The business meeting continues to be a forum to discuss important issues facing the membership, and members can petition Council to have an issue (such as a formal policy statement) sent to the full membership for a vote by electronic ballot. In addition, the proposed bylaws also provide for electronic submission of petitions, thereby enabling member participation in line with the web-based participation prevalent in the 21st century.

Concluding Comments
APSA is a very diverse association representing members around the world with a wide variety of methodological perspectives. The association also faces a turbulent policy environment, requiring flexibility, efficiency, and member engagement and support. The proposed by-laws are thus designed to promote broader participation in the leadership and life of the association by the membership. The proposed changes will also enhance the flexibility and nimbleness of the association's governance structure while at the same time, increasing the institutional memory on the council and the association's leadership.

I welcome your thoughts and feedback.

Sincerely,

Steven Rathgeb Smith
Executive Director
American Political Science Association (APSA)

P.S. Please ensure your membership is up to date by September 23rd, 2016, in order to participate in the voting. Contact membership@apsanet.org for any questions.