

To: APSA Membership
From: Ad Hoc Committee on Governance Reform
RE: Proposed Bylaws for APSA

This memo explains the rationale and intent of the proposed Bylaws for the American Political Science Association. We begin with a summary of the background and process used to produce these proposed Bylaws. We then elaborate on the purpose of the proposed changes.

I. Background

The APSA was founded as an unincorporated association in 1903 with the current Constitution. The Association was finally incorporated in 1954 in Washington, D.C. Articles of incorporation for federal 501(c)3 status and bylaws were added at that time. Washington, D.C. revised its nonprofit statutes in 1962 and 2010. APSA is “grandfathered” under the new statutes and remains bound by pre-1962 law.

Prior to his retirement, Michael Brintnall submitted a memo to the APSA council with suggestions for the reform of APSA governance based on his years of experience as Executive Director. Prompted by this memo, then APSA President Jane Mansbridge asked the APSA Rules Committee to propose a procedure for addressing the issues raised by Brintnall and others that might arise in the context of governance reform. The Rules Committee suggested the following steps, which were approved by the APSA Council at its August 2013 meeting:

1. Appoint ad hoc committee for approval by the Council (Fall 2013)
2. Ad hoc committee drafts an agenda for reform for retreat (see below) (Spring 2014)
3. Proposed agenda discussed by the APSA Council at Spring meeting (Spring 2014)
4. Draft agenda posted on APSA website for open comment by membership (Spring/Summer 2014)
5. Two day Retreat by Ad Hoc Committee on Governance, with perhaps additional invited guests (Fall 2014)
6. Propose changes to the Bylaws and preliminary report to the APSA Council (Spring 2015)
7. Proposed changes posted on the APSA website for open comment by membership (Spring/Summer 2015)
8. Second draft of proposed changes and report to the APSA Council (September 2015)
9. Final draft of proposed changes (Fall/Winter 2016)
10. Approval by APSA Council (Spring 2016)
11. Vote by membership at annual meeting or electronic ballot (September 2016)

Pursuant to the approval of this procedure, then APSA President John Aldrich proposed and the Administrative Committee approved the following members of the Governance Reform Committee:

David A. Lake, Chair, University of California, San Diego
Jeffrey Berry, Tufts University
Terri Givens, University of Texas at Austin

Kerstin Hamann, University of Central Florida
Jonathan Koppell, Arizona State University
Ashley Leeds, Rice University
Joanne Miller, University of Minnesota
Jeffrey Segal, Stony Brook University
Dara Strolovitch, Princeton University

The Committee met via conference call in January 2014. Through that call and subsequent emails, the committee drafted an agenda for reform that was approved by the Governance Council at its Spring 2014 meeting (step 3) and subsequently posted for comment on the APSA website (step 4).

The committee and invited guests met for a two-day retreat in December 2014 at the University of California, San Diego (step 5). In addition to all of the members of the ad hoc committee (immediately above), those attending the retreat were:

John Aldrich, Duke University (Past President)
Jonathan Benjamin-Alvarado, University of Nebraska (Past Treasurer)
Henry Brady, University of California, Berkeley (Past President)
Rodney Hero, University of California, Berkeley (President)
Jennifer Hochschild, Harvard University (President-Elect)
Melanie Manion, University of Wisconsin (Past Program Chair)
Robert Putnam, Harvard University (Past President)
Steven Rathgeb Smith, Executive Director, APSA
Betsy Super, Senior Director, Research and Development, APSA
Daniel Triesman, University of California, Los Angeles (Past Editor, *APSR*)
Carol Weissert, Florida State University (Chair, Organized Section Committee)

The retreat proved to be exceptionally productive. It concluded with full agreement on an architecture for the new Bylaws, which were subsequently drafted by Betsy Super from APSA and Richard Brewster, a consultant hired to facilitate the retreat and for this purpose. The draft Bylaws were then circulated to the committee and other retreat participants for comment and revisions. The revised draft was presented to the Governing Council at its meeting in Spring 2015 (step 6), which subsequently generated comments that were incorporated into the draft Bylaws.

The draft Bylaws were posted for public comment in July 2015, approved by the Council at its September 2015 meeting, and presented to the full membership of APSA for further comment and discussion at the 2015 annual business meeting (Steps 7 and 8). At the annual business meeting, several amendments were proposed and approved by the members in attendance. One other amendment to reinsert from the existing Constitution the first three sentences of Article II, section 2 was tabled. Failing a quorum call, the proposed bylaws were held over for further discussion and action. The Council revisited the draft Bylaws at its meeting in April 2016, and subsequently approved new language in Article 1, Section 3 (addressing the tabled amendment and issues revolving around Article II, section 2, from the existing Constitution) (Steps 9 and 10). This revised draft of the Bylaws is now laid before the membership for discussion and comment.

Our hope it is it will be approved at the annual business meeting in September and sent to all members for approval in Fall 2016 (Step 11).

II. Rationale for Reform

Our primary purpose is to update the Constitution, By-Laws, and Articles of Incorporation to reflect the changing structure, purpose, and practices of the APSA since its founding and incorporation, to consolidate the Constitution and By-laws into a single and consistent document (the By-laws), and to bring all of our documents and practices into conformance with the 2010 Washington, D.C. law governing nonprofits. Also, many APSA members, in addition to Michael Brintnall, have over the years called attention to governance issues that complicate and hinder the effective governance of the Association.

Among the governance issues that have been raised by members, the most important stem from the relatively short terms of Council members (currently two years), creating a lack of institutional memory on the Council. As a result, new Council members often lack a full understanding of the strategic issues facing the association, which in turn impedes council decisionmaking and inhibits the implementation and continuing oversight of important policy decisions. Governance reform thus offers the opportunity to more fully engage the Council in strategic decisionmaking and ongoing oversight of APSA programs.

In addition:

- Vice-Presidents (currently three), the Secretary, and at-large council members have no specific role or function.
- Some committees do not meet or have a clear role (e.g., Elections, Annual Meeting)
- Some important committees are not well connected to the Council (e.g., Publications, Organized Sections).
- The role and importance of the Administrative Committee of the council, which was designed and appears to have functioned as an Executive Committee, has withered.
- The Business Meeting was once the primary policy-making body but its role has waned and attendance is very low.
- Many aspects of the Bylaws and Constitution should properly be parts of a board policy manual and not subject to the need for periodic amendments to the governing documents (e.g., the Association's reimbursement policy).
- The Council needs to be more fully representative of APSA's increasingly diverse membership.
- The Constitution and By-Laws are duplicative and contradictory.
- The Constitution and By-laws were written for a pre-web and digital era when the association had only a few thousand members. Thus, the Constitution and By-laws need to be revised to facilitate greater engagement by the members.

Given these governance challenges, the Governance Reform Committee drafted a new set of Bylaws, importing provisions from the old Constitution and Bylaws only as appropriate and needed.

III. The Proposed Bylaws

The most significant changes in the governance architecture are to:

- 1) Lengthen the terms of Council members from two to three years;
- 2) Increase the term of the Treasurer from two to three years;
- 3) Expand the membership of the Council to include the Past President as well as the President-Elect and President;
- 4) Eliminate the position of Secretary to create more space for Council members;
- 5) Create five new policy committees on the Council for a) Membership and Professional Development, b) Publications, c) Conferences/Meetings, d) Teaching and Learning, and e) Public Engagement;
- 6) Reconfigure and rename the Administrative Committee as the Executive Committee with greater powers of implementation and oversight; the Executive Committee will be comprised of the President-Elect, President, Past-President, and Treasurer, as well as the chairs of the five policy committees;
- 7) Specify more fully the duties and responsibilities of the Council, the President, and the Executive Director.
- 8) Revise the voting procedures and requirements for election of Officers and Council members.
- 9) Update and revise the role of the business meeting so that the election of officers moves to electronic balloting by the membership.

The terms of the Council members and Treasurer are lengthened and the position of Past President is created with the intent of increasing institutional memory and improving oversight and follow-up of Council actions. At the same time, we wanted to maintain the current size of the Council so that it could be an effective decision-making entity. To this end, the ad hoc committee originally eliminated the ill-defined positions of the Vice-Presidents and Secretary. By amendment at the annual business meeting, the positions for three Vice-Presidents were added to the Bylaws. To sustain historical and institutional memory, it was decided that the Vice-Presidents would be drawn from former Council members, though not necessarily immediately after their terms of service. In further discussions within the committee, it was agreed that the Vice-Presidents could and should serve on Council committees.

Along with this alteration in the Council overall, we created committees within the Council that are charged with particular areas of policy-making and oversight. Although it is not a requirement, as Presidents should be able to shape the membership of these committees to support their purpose, it is our expectation that members of each committee will be drawn from separate cohorts of Council members and will serve for more than one year, perhaps rising to committee chair in their second or third year of service. This will allow the committees to develop expertise in their respective areas and to ensure effective implementation of Council initiatives.

As a third pillar of this architectural reform, the role and powers of the Executive Committee are expanded. Most important, the Executive Committee will meet more frequently than the Council

(three or four times a year), set the agenda for Council meetings, and recommend a budget for the Association to the Council.

In addition, we have significantly reformed the election requirements for officers and Council members when nominated by the Nomination Committee. We recognize the value of meaningful elections to ensure representation in the governance of the Association and the need to ensure multiple forms of diversity in officers and the Council. The Nominating Committee, as in the current Constitution, is charged with nominating individuals for positions with due regard for diversity in the profession, including “geographic distribution, field of professional interest, methodological orientation, types of institutions where members are employed, race, ethnicity, gender and gender identity, sexuality, disability, and other important forms of diversity.” In the event that there are only as many at-large and office nominations as there are open slots – in other words, if there is only the slate of candidates recommended by the Nominating Committee – candidates must receive a majority of votes cast (including “no” and “abstain” votes). In the event that a candidate does not receive a majority of the votes, the nominating committee is required to nominate a new candidate and a new election will be held (Art. V, Sec. 4). This permits the membership to “override” the recommendations of the Nominating Committee even when there is only a single candidate for each position. As under the current Constitution, we also allow for additional nominations for any position by petition of the membership. The threshold for nominations by petition is intentionally set quite low at 50 members (Art. V, Sec. 3).

Largely in keeping with current rules, we propose four standing committees of the association (Art. IX): 1) a Nominating Committee of six members; 2) a Rules and Elections Committee of seven members, including a member of the Council as Chair; 3) an Audit Committee of six members, two of whom are members of the Council but not members of the Executive Committee; and 4) a Committee on Organized Sections, of six members. The Membership Committees remain as under the present Constitution (Art. X).

The Organized Sections are recognized in the Bylaws and their structure and practices are specified as in accord with current practice. Importantly, the new By-Laws state that the Sections are essential components of APSA, represented through the Committee on Organized Sections, and subject to the oversight of the Council.

IV. Conclusion: Next Steps

If accepted at the Business Meeting in Philadelphia in September 2016, the new Bylaws will be submitted to the membership for final approval within 30 days of the Annual Business Meeting. If approved, the new Bylaws would then take effect at the start of the next election of association officers.