



RECOMMENDED REVISIONS & RATIONALE to the AAPRA BYLAWS

Submitted to the Membership January 13, 2021

At its July 27, 2020 meeting, the Academy Board of Directors approved the following amendments as submitted by the Bylaws Committee. The Bylaws state any amendment(s) must be approved by a majority vote of the membership by mail ballot. Therefore, it is vitally important you exercise your responsibility as a member and vote. Bylaws ballots must be postmarked no later than January 22, 2021.

NOTE: the current bylaws prohibit an electronic vote on any amendments, hence a mail ballot will be sent to you and the ballot must be mailed back to the Academy office at 1401 Marvin Road, NE, STE 307, #552, Lacey, WA 98516. Ballot must be postmarked no later than Friday, January 22, 2021.

New wording is in *italics* and deleted wording is ~~struckthrough~~.

RECOMMENDATION #1: Article 1: NAME; Section 2, amended to read:

The principal office of the Academy shall be ~~PO Box 888, Mahomet, IL 61853~~ *identified by the Board of Directors*.

Rationale: Deleting the specific address removes submitting a bylaw change to the membership each time the Academy's office address is changed.

RECOMMENDATION #2: Article II: PURPOSE, amended to read:

The Academy has been organized as a nonprofit corporation under the General Not-For-Profit Corporation Act of the State of Missouri and the State of Illinois *and other states as identified by the Board of Directors* to operate exclusively for charitable, educational, and scientific purposes.

Rationale: Adding "and other states as identified" provides the Board flexibility to incorporate in other states as needed.

RECOMMENDATION #3: Article III, MEMBERSHIP, Section 3, Membership, amended to read:

...The Board of Directors shall determine the number of members to ~~insure~~ *ensure* the maintenance of the membership body consistent with the purpose of the Academy.

Rationale: Corrects insure (to guarantee against loss or harm) to *ensure* (to make sure or certain)

RECOMMENDATION #4: Article III, MEMBERSHIP, Section 5, Inactive Members, amended to read:

...The members in arrears shall be notified in writing and by other *available* means that will be removed from the membership on December 31 if dues are not paid in full.

Rationale: Allows the Academy to use other means (i.e., email) to notify members of their removal.

RECOMMENDATION #5: Article III, MEMBERSHIP, NEW Section 8, *NEW to read:*
Members wishing to resign from the Academy shall submit a letter of resignation to the President and Secretary of the Academy.

Rationale: Bylaws will now contain standard procedure for members to resign from the Academy.

RECOMMENDATION #6: Article IV: MEETINGS, Section 1, Annual Meeting, amended to read:
There shall be an annual meeting of the Academy as such time and place, *including the option of teleconferencing*, as may be determined by the Board of Directors for the purpose of installing members of the Board of Directors, receiving annual reports, presenting scholarly papers, and transacting other business.

Rationale: Bylaws will now provide for the use of teleconferencing (i.e., Zoom, Google groups) for the purpose of conducting business should in-person meeting be impractical for social, health, or legal reasons.

RECOMMENDATION #7: Article IV, MEETINGS, Section 3, Quorum, amended to read:
Twenty-five percent of the membership present, *in person or via telecommunications*, at any meeting of the Academy shall constitute a quorum, and, in case there be less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Rationale: Supports Article IV: Meetings, Section 1, which will allow for teleconferencing as a means to meet.

RECOMMENDATION #8: Article IV, MEETINGS, Section 4, *NEW to read:*
Section 4: Parliamentary Authority: The current edition of Sturgis, The Standard Code of Parliamentary Procedure, governs this organization in all parliamentary situations that are not provided for in the law or in its charter, Bylaws, or adopted rules.

Rationale: Current bylaws are silent on the parliamentary procedures the Academy shall use to govern its officers, directors, and its operations. Sturgis is a recognized code of parliamentary procedures often used by small bodies; Roberts Rules of Order is appropriate for large assemblies.

RECOMMENDATION #9: Article V, BOARD OF DIRECTORS, Section 3, Elective Directors, *NEW to read:*
In the case of a tie vote, the presiding officer shall flip a coin to determine a winner if it is agreed to by the candidates, otherwise the Board of Directors may vote to break the tie.

Rationale: The current bylaws are silent on the procedure the Board of Directors should undertake should a tie vote occur in electing a Director.

RECOMMENDATION #10: Article V, BOARD OF DIRECTORS, Section 5, Meeting, amended to read:
The Board of *Directors* shall meet upon the call of the President at such time and place as he/she may designate. A majority of the Board of *Directors* shall constitute a quorum.

Rationale: Provides consistency of language by using Board of Directors.

RECOMMENDATION #11: ARTICLE VI: OFFICERS, Section 1: Elective Officers, *NEW to add:*

The elective officers of this Academy shall be a *President*, a *President-elect*, a *Secretary*, and a *Treasurer*. *The office of President shall automatically advance to the office of Past President the following year.*

Rationale: Clarifies the automatic advancement of the *President-elect* to *President* and *President* to *Past President*.

RECOMMENDATION #12: ARTICLE VI, OFFICERS, NEW Section 2, Tie Vote, *NEW to add:*

In the case of a tie vote, the presiding officer shall flip a coin to determine a winner if it is agreed to by the candidates, otherwise the Board of Directors may vote to break the tie.

Rationale: The current bylaws are silent on the procedure the Board of Directors should undertake should a tie vote occur in electing an Officer.

RECOMMENDATION #13, ARTICLE VI, OFFICERS, NEW Section 3, Term, amended to read:

Each elective office shall take office at the conclusion of the annual meeting and shall serve for a term of one year and until a successor is duly elected and qualified *for the following terms: President, one (1) year; President-elect, one (1) year; Secretary, two (2) years; and Treasurer, two (2) years. Persons occupying the offices of Secretary and Treasurer may serve no more than one consecutive two-year term.*

In order to establish the two-year term for Secretary and Treasurer, the Secretary shall be elected to a one (1) year term in 2021 and the Treasurer shall be elected to a two (2) year term in 2021. Thereafter the Secretary shall be elected to a two (2) year term on odd numbered years and the Treasurer shall be elected to a two (2) year term on even numbered years.

Rationale: States the term for each officer and extends the term of Treasurer and Secretary from one year to a two-year term to provide consistency; both of these positions require knowledge of board operations and the Academy's fiscal condition which takes time to acquire. Having a two-year term will allow both these officers to operate effectively. The bylaws also contain the election process to be used to transition these two positions to two (2) year terms.

RECOMMENDATION #14: Article VI, OFFICERS, NEW Section 7, *Past President*, *NEW to add:*

Past President. The President shall automatically succeed to the office of Past President and shall chair the Nominating Committee and shall have such other duties as the President or the Board may assign.

Rationale: Prior bylaws were silent on the office of *Past President* and the duties that office carries.

RECOMMENDATION #15: Article IX: AMENDMENTS, amended to read:

Upon proposals by the Board of Directors, these bylaws may be amended, repealed or altered, in whole or in part, by approval of a majority of the members through mail, *telecommunications*, vote as may be prescribed by the Board of Directors.

Rationale: Addition of *telecommunications* will allow the Academy to use electronic voting platforms for future bylaw amendments.