

We really need to show are the Bylaws of the
National Capital Area Chapter of the
American Society for Public Administration
Last Amended: March 2017

ARTICLE I. Name and Purpose

Section 1: Title

The name of this organization shall be the National Capital Area Chapter of the American Society for Public Administration (hereinafter referred to as “Chapter”).

Section 2: Objectives

This Chapter is authorized by the American Society for Public Administration to provide a common meeting ground in the National Capital area for educational and scientific purposes:

- Advance the art, science, teaching, and practice of public and non-profit administration;
- Promote the value of joining and elevating the public service profession;
- Build bridges among all who pursue public purposes at home and internationally;
- Provide networking and professional development opportunities to those committed to public service values; and
- Achieve innovative solutions to the challenges of governance.

Section 3: Purposes

This Chapter is formed for education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE II. Membership and Participation

Section 1: Eligibility

Any person interested in the purposes of the American Society for Public Administration is eligible for membership in this Chapter.

Section 2: Membership

Membership in this Chapter shall be comprised of those individual members of the American Society for Public Administration who pay the annual dues to the American Society for Public Administration, and who indicate their preference to be affiliated with the National Capital Area Chapter.

Section 3: Affiliation by Organizations

The Chapter Board of Directors may establish such procedures for recognizing affiliated organizations of the Chapter, as may be consistent with ASPA policies.

Section 4: Membership Participation

Any member of the Chapter may:

- Hold an appointive or elective position as a Chapter officer;
- Hold an appointive or elective seat as a Chapter Director;
- Vote for Chapter officers and Directors;
- Attend Chapter activities, events, and Chapter Board meetings;
- Propose (but not vote on) matters to the Chapter Board;
- Serve on Chapter committees, or carry out projects that have official Chapter Board approval; and
- Propose and vote on motions at general membership business meetings of the Chapter, as provided herein.

Section 5: Participation by Non-Members

Non-members may participate in educational and professional activities and events sponsored by the Chapter; however, priority consideration may be accorded to Chapter members. Chapter activities are restricted to active Members at the discretion of the Board.

ARTICLE III. Meetings

Section 1: Types of Business Meetings

All official acts of the Chapter shall be taken at either a meeting of the Board or a general membership business meeting.

Section 2: Chapter Board Meetings

Chapter Board meetings shall be held consistent with these Bylaws. Adequate prior notice shall be given to the Board members of the Board meetings.

Section 3: General Membership Business Meetings

A general membership business meeting of the Chapter may be called by the Board.

Section 4: General Membership Business Meetings by Petition

General membership business meetings shall be called by the President, upon receipt of a petition signed by three percent (3%) of the Chapter members and presented to the Chapter President, requesting that a general membership business meeting be held. The

petition must set forth the purpose or purposes and agenda of the meeting in accordance with these By-Laws. Upon receipt of a petition, the Board shall assure the validity of the petition and shall, within 60 days of the date of receipt of the petition, schedule, announce, and convene a meeting when the purposes are not in clear violation of these By-Laws.

Section 5: Quorum of General Membership Business Meetings

A quorum of the general membership as determined by the Membership Committee Chair at a general membership business meeting shall be three percent (3%) of the members of the Chapter.

Section 6: Vote at General Membership Business Meetings

Action at a general membership business meeting shall be by majority vote of the members present and voting.

Section 7: Results of General Membership Business Meeting

Votes taken at a general membership meeting shall be given serious consideration by the Board, which shall set forth in records of the Chapter the action taken on such matters, and the reasons therefor except in the case of amendments to Chapter Bylaws which should be done in accordance with Article VII. The President shall inform each member, in writing, of such action by the Board and the reasons for it, within 45 days of the action.

ARTICLE IV. Chapter Governance and Management

Section 1: Organization

A. Members of the Board of Directors

The Board of Directors shall be composed of the elected or appointed officers, Immediate Past President, and no more than nine (9) elected or appointed Directors. As soon as possible, the newly elected or appointed members of the Board of Directors shall meet jointly with continuing and outgoing members of the Board to provide for an orderly transition.

B. Elected Officers of the Chapter and their Duties

The elected or appointed officers of the Chapter shall be: President, Vice-President, Secretary and Treasurer, all of whom shall be voting members of the Board of Directors, whose duties shall be as follows:

1. The President shall:

- a) preside at meetings of the Board of Directors, Executive Committee, and general membership activities;
- b) act, or designate a representative to act, as official spokesperson and represent the Chapter at functions other than those held by the Chapter;
- c) recommend programs or actions for Board approval;
- d) assure that actions of the Board are carried out in a timely fashion;
- e) evaluate and report on activities of the Chapter;
- f) serve as a member of any committees he/she deems appropriate;
- g) fill vacancies as provided herein;
- h) appoint persons to chair committees and other bodies;
- i) at the end of the program year, provide to the membership a report on the state of the chapter; and
- j) arrange for an annual audit of the Chapter's financial activities, in accordance with procedures established by ASPA.

2. The Vice President shall:

- a) assume the duties of the President in that person's absence or inability to carry out the functions of that office;
- b) perform such duties as may be assigned by the President; and
- c) in the event of a vacancy in the office of the President, serve as President.

3. The Secretary shall:

- a) maintain accurate and complete records of official activities of the Chapter and its governing bodies;
- b) act as correspondent for the Chapter;
- c) keep on file all committee reports and all legal records of the Chapter except those maintained by the Treasurer; and
- d) send a notice of all business meetings of the Chapter.

4. The Treasurer shall:
 - a) receive, control, and account for all Chapter funds including the maintenance of financial records as necessary;
 - b) recommend the use of appropriate financial institutions to the Board of Directors;
 - c) disburse all Chapter funds in accordance with the approved budget, other actions of the Board of Directors, and these by-laws;
 - d) provide financial reports as necessary including:
 - 1) a statement on the financial status of the chapter at each regular meeting of the Board of Directors;
 - 2) a summary statement at the end of each fiscal year;
 - 3) reports required by the National Society; and
 - 4) necessary tax returns;
 - e) participate in Finance Committee activities including the preparation of the annual budget and proposed adjustments; and
 - f) provide assistance, as necessary, during the annual audit of the Chapter's financial activities.

Section 2: Tenure in Office; Resignations

- A. If any Officer or Director cannot continue to serve in the position to which elected, that person should submit a resignation to the President.
- B. If any Officer or Director is alleged to have 1) violated the duties and responsibilities of office, or 2) been involved in misconduct, or 3) otherwise violated the purposes of the By-Laws, the Board shall promptly appoint a Special Examination committee of the Board which shall report to the full Board, within thirty (30) days, whether the basis sufficiently exists for a motion of resignation for cause. In such a case, in advance of any proposed action, the affected person shall be provided written notification of the basis for the proposed motion for resignation and shall be accorded a hearing before the Board. The Board may accept a resignation for cause by a two-thirds vote of those present and voting. The affected person shall be promptly notified in writing by the Board of any action taken by the Board.

- C. If any Officer or Director fails to attend three (3) consecutive business meetings of the Board of Directors (not including absences excused by the President) or, by other actions indicates inability or unwillingness to fulfill the duties of office, that person shall be considered to have constructively resigned, and the President shall assure placement of the matter of acceptance of such constructive resignation on its next business meeting agenda, at which time the Board may accept such resignation by a two-thirds (2/3) vote of those present and voting. The affected person shall promptly be notified in writing by the Secretary of any action taken.
- D. The acceptance of resignation shall constitute an immediate vacancy in the position and the Board of Directors shall take immediate steps to fill the vacancy as provided herein.

Section 3: Functions and Authorities of the Board of Directors

- A. The Board of Directors shall be the governing body and the principal program/policy-making body of the Chapter. It shall have all authority to act on behalf of the Chapter except as otherwise provided in the By-Laws. The functions of the Board shall include:
 - 1. Approve an annual program and budget;
 - 2. Approve contracts or authorize a Chapter officer to approve contracts for all necessary goods and services;
 - 3. Approve or disapprove actions taken by the Executive Committee;
 - 4. Provide for advisory input from Chapter members, as appropriate; and
 - 5. Provide for operating and administrative procedures as may be required.
- B. The members of the Board shall attend business meetings, provide leadership, support Chapter activities, and faithfully discharge the duties of their offices.

Section 4: Committees and their Functions

A. Executive Committee and its Function:

- 1. The Executive Committee shall be composed of the four elected or appointed officers and the immediate past-President. The functions of the Executive Committee shall be to:
 - a) Develop and propose policies, programs, and other actions for Board approval;

- b) Take action, when necessary, between meetings of the Board and subsequently report (with a rationale for actions taken) at the next meeting of the Board for ratification.

2. Meetings of the Executive Committee may be called by the President or by agreement of any three members of the Committee.

B. Standing Committees and their Functions:

1. Membership Committee:

- a) The Membership Committee shall be responsible for developing and implementing the Chapter's annual membership recruitment and retention plan. The plan should include an overall annual membership goal as well as annual membership recruitment and retention goals and activities. The Committee shall present to the Board an annual membership recruitment and retention budget for its consideration. It shall periodically inform the Board of the progress toward those goals.

2. Program Committee:

- a) The Program Committee is responsible for developing and implementing all chapter events and activities. The Committee shall provide an annual calendar and budget for all events and activities for a program/fiscal year to the Board for its review and approval. The Committee shall also provide an annual evaluation of all chapter programs to the Board for its consideration no later than two months after the program/fiscal year.

3. Communications Committee:

- a) The Communications Committee is responsible for developing and implementing all formal communications activities including:
 - 1. The communication infrastructure
 - 2. General member and public messages
 - 3. Marketing
- b) The Communications Committee is also responsible for:
 - 1. Recommending communication strategies and technologies to the Board.
 - 2. Using media to support activities of the Board and other committees.
 - 3. Assuring that the Chapter communication strategy is implemented in a timely fashion.

4. Evaluating and reporting on communication activities to the Board
5. Serving the Chapter on any other communication related items as the Board sees fit.

C. Ad Hoc Committees and their Functions:

Ad Hoc Committees may be established and disestablished by the Board or the President.

Section 5: Chapter Program Year

- A. The program and fiscal year of the Chapter shall begin January 1.

ARTICLE V. Nominations and Elections

Section 1: Eligibility

Any member of the Chapter is eligible for nomination as a Chapter Officer or Director.

Section 2: Term of Office

- A. Officers: The President, Vice-President, Secretary, and Treasurer shall be elected biannually by a secret ballot of the Chapter membership for a two-year term.
- B. Directors of the Board shall be elected biannually by a secret ballot of the Chapter membership for a two-year term.

Section 3: Nomination and Election Procedures

- A. Election Procedures: The following election procedures shall be followed:
 1. The President will appoint a Nominating Committee consisting of three (3) members at least five (5) months prior to the elections.
 2. The Nominating Committee shall solicit nominations from the entire membership at least three (3) months prior to the elections, and shall distribute a ballot two months prior to the elections.
 3. The Nominating Committee shall try to obtain at least 2 nominees for each available seat to be placed on the ballot.
 4. In response to the call for nominations, members who submit a petition signed by at least ten (10) members of the Chapter shall automatically be placed on the ballot.

5. Ballots will be distributed one month prior to the elections indicating the deadline for return. Electronic balloting is allowed.
 6. New officers and directors will be announced after the elections.
 7. Newly elected officers and directors will assume office at the beginning of the next program/fiscal year.
- B. Additional nominations may be placed on the ballot by petition of three percent (3%) of the membership, by a process prescribed by the Board.
 - C. Elections shall be by secret ballot supervised by an Elections Committee comprising of up to three members (3) appointed by the President.
 - D. Timely notice shall be given to the membership of the full electoral process, so that each member can propose nominees to the Nominating Committee and to vote in each Chapter election. The membership shall receive at least sixty (60) days' notice of the nomination schedule before the Nominating Committee reports to the Board.
 - E. The Board of Directors shall establish procedures for the guidance of the Nominating and Elections Committees.
 - F. The Board of Directors shall provide adequate funds to conduct the election process.
 - G. Nominating and Elections Committee members may not publicly endorse any nominee for Chapter elective office between the closing date for official nominations and the deadline for ballot returns.

Section 4: Representation and Affirmative Action

It is the goal of the Chapter to achieve diverse membership, and representation on the Chapter Board of Directors, Committees, and affiliate groups should reflect the diversity of public administration professionals in the jurisdictional area of the Chapter.

Section 5: Notification of Results

The membership shall be notified of the results of the elections. Newly elected Officers and Directors shall assume office on the day of the new program/fiscal year.

Section 6: Recommendations to National Nominating Committee

The Board of Directors may recommend to the National ASPA Nominating Committee worthy candidates for National ASPA Vice President and Council members on behalf of the Chapter.

Section 7: Vacancies

The President shall fill, by appointment, with the advice and consent of the Board, any vacancy among officers or on the Board of Directors. Such appointee shall serve until the next regular elections, at which time the remaining term of the position shall be filled by ballot of the members of the Chapter. There is one exception. If the vacancy occurs in the office of President, the Vice-President will immediately succeed to the office of President.

ARTICLE VI. Monies

Section 1: Distribution of Funds

No Chapter funds shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the Board shall be authorized reimbursement of proper expenditures made on behalf of the Chapter. No substantial part of the activities of the Chapter shall be attempting to influence legislation, and the legislation, and the Chapter shall not participate in (including the publishing or distribution of statements for) any political campaign or on behalf of any candidate for public office.

Section 2: Other Expenditures

No officer or other person may engage in any activities or exercise any powers requiring the expenditure of Chapter funds that are not authorized by the Board.

Section 3: Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII. Amendments to these By-Laws

Section 1: Proposals to Amend

Amendments may be proposed to the general membership by:

- A. Two-thirds (2/3) of the Board members present and voting on the exact language of a proposed amendment; or

- B. The President, upon the presentation of a petition setting forth the exact language of a proposed amendment and signed by at least three percent (3%) of the members of the Chapter; or
- C. An affirmative vote of at least three percent (3%) of the members present on the exact language of an amendment at a general membership business meeting called and held as provided herein.

Section 2: Voting on Proposals

The exact language of the proposed amendment shall be sent, together with a ballot for approving or disapproving said amendment, to each Chapter member within fifteen (15) days after it is officially proposed. The format of the ballot shall be approved by the Board.

Section 3: Approval of Proposed Amendments

A majority vote of ballots cast by members of the Chapter shall be required for approval of an amendment to these By-Laws.