

BYLAWS OF THE ASSOCIATION FOR
PUBLIC POLICY ANALYSIS AND MANAGEMENT
(Initially adopted 11/5/1999. Amended 1/14/2004.)

Article I - Name

1. This organization shall be known as the Association for Public Policy Analysis and Management.
2. This organization may be known by, and conduct business under, the acronym of its name, APPAM.

Article II – Mission

1. Operating in accordance with its Articles of Incorporation in Washington, the District of Columbia, this nonprofit Association is dedicated to improving public policy and management by fostering excellence in research, analysis, and education.
2. This Association is nonpartisan in all activities.

Article III – Membership

1. Good Standing. All members of the Association must be in good standing, meaning that they are current in their applicable dues and supportive of the Association's purposes.
2. Types of Membership. There shall be the following types of membership: Individual and Institutional.
3. Individual Membership. The classes, qualifications, and rights of Individual Members shall be as follows.
 - a. The classes and qualifications of individual membership are as follows:
 - (i) Regular Members. Any person may become a Regular Member upon payment of the prescribed dues.
 - (ii) Student Members. Any undergraduate or graduate student registered in a college or university and not at the same time employed in a full-time position may become a Student Member of the Association by paying the prescribed dues. A person may remain a Student Member for no more than five total years.
 - (iii) Family Members. Any person within the immediate family of a Regular Member of the Association may become a Family Member by paying the prescribed dues and may remain such as long as there is a Regular Member in the immediate family.
 - b. The rights of an Individual Member are as follows:
 - (i) To have one vote in the election of certain Policy Council and Officer positions as provided for herein.
 - (ii) To have one vote on matters presented for consideration at the Annual Business Meeting or otherwise by the Policy Council in its discretion.
 - (iii) To join in a petition of at least 10% of all Individual Members so requesting that the President shall schedule a Policy Council meeting to address the matters specified.

4. Institutional Membership. The classes, qualifications and rights of Institutional Members shall be as follows.
 - a. There is one class of Institutional Member. Any organization may become an Institutional Member, including but not limited to nonprofit organizations, for-profit organizations, and governmental agencies, by paying the prescribed dues.
 - b. The rights of Institutional Members are as follows:
 - (i) Each Institutional Member may appoint one or more representatives to the Committee of Institutional Representatives.
 - (ii) Each Institutional Member may cast one vote on matters considered by the Committee of Institutional Representatives.

Article IV - Policy Council

1. Designation and Composition. The Association shall be governed by a Board of Directors to be called the Policy Council. The Policy Council shall consist of no more than thirty-two regular members elected to the Council as specified in these Bylaws, three institutional members, and the Officers of the Association.
2. Powers and Responsibilities. Unless so limited or proscribed elsewhere in these Bylaws, the Policy Council shall be responsible for overseeing the planning, organizing, and supervising of all activities of the Association, including conferences, publications, and the Association's fiscal affairs. It may give direction to the officers and committees and adopt policies for the conduct of the Association's business in accordance with the Bylaws.
3. Delegation of Authority to the Executive Committee. Unless otherwise determined by a Resolution of the Policy Council, an Executive Committee consisting of the Officers shall have the power to act for the Policy Council between Council meetings when there is an urgent need to act.
4. Schedule and Conduct of Meetings. The Policy Council shall meet in the spring of each year, in the fall prior to the Annual Business Meeting of the Association, and more often at the Council's discretion or the call of the President. Meetings of the Policy Council may be called upon two weeks notice, either by written notice duly served on, sent by mail, or faxed or sent by electronic mail with a follow-up confirmatory phone call, and may be held at such place as determined by the Council. Meetings may be held at any time without notice if all the Council members are present, or at any time, if before or after the meeting those not present waive notice of the meeting in writing. A majority of voting members of the Council (regular, institutional, and officers) shall constitute a quorum. Unless otherwise provided for in these Bylaws, The Council shall act by majority vote of the members attending. The President of the Association shall be responsible for forming the agenda and serving as chair of the Policy Council unless unable to perform the duty.
5. Election of Members. The election of members of the Policy Council shall be as follows.
 - a. Regular Members. Every year, seven new regular members of the Policy Council shall be elected to a four-year term by ballot of all the individual members of the Association. The Nominating Committee shall endeavor to produce and announce each year prior to the Annual Business Meeting a slate of at least twelve (12) candidates for membership on the Policy Council. Current and former Policy Council members are eligible for re-election. At least three (3) of the persons nominated on the ballot must be self-identified practitioners.

- Otherwise, this slate shall meet standards of diversity and representation as set by the Policy Council. The Policy Council shall conduct an approval review of the report of the Nominating Committee and the slate shall be submitted to the Annual Business Meeting. Additional nominations sponsored by at least 25 members of the Association may be offered from the floor of the Annual Business Meeting. Ballots must be distributed to all Individual Members within sixty (60) days after the Annual Business Meeting and only ballots returned within thirty (30) days may be counted for purpose of the election. The two (2) self-identified practitioners who receive the largest number of votes among the self-identified practitioners on the ballot are elected to the Policy Council; the remainder of those elected being the persons who receive the greatest number of votes among all the other nominees. The terms of the newly elected regular members of the Policy Council shall begin immediately upon the counting of the ballots.
- b. Institutional Members. The Committee of Institutional Representatives shall elect three persons to be voting members of the Policy Council. These institutional members of the Council shall serve for terms not to exceed four years as determined by the Committee of Institutional Representatives. The Committee of Institutional Representatives shall determine procedures for electing the three institutional members of the Council. The terms of the institutional members of the Council shall begin when designated by the Committee of Institutional Representatives.
6. Interim Vacancies. In the case of a vacancy in a regular member position of the Policy Council, the Council may appoint another person to serve the remainder of the term with the condition that a Council member chosen to fill an interim term extending beyond the next Annual Business Meeting must be re-elected to the office by the Annual Business Meeting. Additional nominations for the position sponsored by at least 25 members of the Association may be offered from the floor of the Annual Business Meeting. If the position is contested, the candidates must be voted upon by the Individual Members according to the procedure specified in section IV(5)(a) of these Bylaws. In the case of a vacancy in an institutional member position of the Policy Council, the Committee of Institutional Representatives may appoint a person to fill the vacancy at the committee's next meeting.

Article V - Officers

1. Designations and Voting Rights. The regular Officers of the Association shall be a President, a President-Elect, an Immediate Past President, two Vice-Presidents, a Secretary, a Treasurer, and the Chair of the Committee of Institutional Representatives. The *ex officio* Officers of the Association shall be an Executive Director, and the Editor of the Association's research journal, currently titled the *Journal of Policy Analysis and Management*. All regular Officers shall vote in any meetings of the Executive Committee and the Policy Council. The Executive Director and the Editor shall not vote in any meetings of the Executive Committee or of the Policy Council.
2. Terms and Duties. The terms and duties of the Officers shall be as follows.
- a. President-Elect. The President-Elect shall serve a one-year term. The President-Elect is the Program Chair and shall plan and conduct the Association's Fall Research Conference. The President-Elect may appoint members of the Program Committee to assist in planning and organizing the Annual Research Conference.

- b. President. The President shall serve a one-year term. The President is the chief executive officer of the Association. Duties of the President include supervising the Executive Director, chairing meetings of the Policy Council and Executive Committee, appointing members of standing and special committees as specified in the Bylaws, presiding at the Annual Business Meeting, representing the Association whenever called upon to do so, and to see that the business of the Association is faithfully transacted. The President shall make an address to the Annual Business Meeting on a topic of interest to the field of public policy and management that shall be published in the Association's research journal.
- c. Immediate Past President. The Immediate Past President shall serve a one-year term. The Immediate Past President shall contribute to continuity in the Association's leadership by serving as an officer and a member of the Policy Council. The Immediate Past President also shall be a voting member of the Nominating Committee.
- d. Vice-President. The two Vice-Presidents shall serve staggered terms of two years each with the prior elected being the Senior Vice-President. Duties of a Vice-President include fulfilling the duties of the President when necessary and undertaking special assignments as directed by the President.
- e. Secretary. The Secretary shall serve a two-year term. The Secretary shall approve and have custody of the minutes of business meetings of the Policy Council and of the Annual Business Meeting, and shall report the actions of the Policy Council to the Annual Business Meeting.
- f. Treasurer. The Treasurer shall serve a two-year term. In coordination with the Executive Director, the Treasurer shall review and approve the arrangements for the receipt, custody, and disbursement of Association funds, and for keeping the Association's accounts. The Treasurer shall present an annual budget to the Policy Council for approval and report the Association's fiscal condition to the Annual Business Meeting. The Treasurer shall make recommendations about investments of surplus funds to the Policy Council. The Treasurer shall seek to advance the interests of the Association in adding to its financial resources.
- g. Chair of the Committee of Institutional Representatives. The Chair of the Committee of Institutional Representatives shall serve a two-year term. The Chair of the Committee of Institutional Representatives shall organize the committee's agenda and be the primary representative of the Institutional Members of the Association to the Policy Council.
- h. Executive Director. The Executive Director shall serve at the will of the President. The Executive Director is the chief operating officer of the Association. Under the direction of the President and the Executive Committee, the Executive Director shall manage the ongoing operations of the Association and shall hire and supervise additional temporary and permanent staff as needed. The Executive Director shall work with all Officers to assure efficient and equitable administrative and financial operation of the Association, and shall undertake special assignments as directed by the President and the Executive Committee.
- i. Editor of the Association's Research Journal. The Editor of the Association's research journal shall serve a five-year term. The Editor shall have authority over editorial production of the journal, including the acceptance of manuscripts for publication and the inclusions of other materials in the journal.

3. Election of Officers. The election of Officers shall be as follows.
 - a. Chair of the Committee of Institutional Representatives. The Chair of the Committee of Institutional Representatives shall be elected by the members of the Committee of Institutional Representatives according to procedures established by the committee unless otherwise provided for in these Bylaws.
 - b. President-Elect, Vice President, Secretary, Treasurer. Prior to the Annual Business Meeting, the Nominating Committee shall produce each year a slate consisting of at least one nominee for President-Elect, Vice President, and depending on vacancy, Secretary and Treasurer. This slate shall meet standards of diversity and representation as set by the Policy Council. The Policy Council shall conduct an approval review of the report of the Nominating Committee and the slate shall be submitted to the Annual Business Meeting. Additional nominations sponsored by at least 25 members of the Association may be offered from the floor of the Annual Business Meeting. A quorum being present, the Individual Members of the Association in attendance at the Annual Business Meeting may elect a candidate to office for any uncontested regular Officer position. Whenever there is a contest for regular Officer position, such elections shall be conducted by ballot of the entire membership according to the rules and procedures also governing Policy Council elections as provided in these Bylaws under section IV(5)(a). Each contested election for President-Elect, Vice President, Secretary or Treasurer shall be determined by a plurality of those voting on the particular office. The terms of newly elected officers of the Association shall begin immediately following the Annual Business Meeting, or, in the case of a contested election, upon the counting of the ballot, except that an Officer's term shall in no event expire until that Officer's successor assumes office.
 - c. President and Immediate Past President. The person completing the term as President-elect automatically shall succeed to the office of President, and the person completing the term as President automatically shall become Immediate Past President.
 - d. Executive Director. When a vacancy in the position of Executive Director arises, the President shall be responsible for advertising the position broadly and serving as chair of the committee to select the Executive Director from among the applicants for the position. The President shall have final authority in the selection of the Executive Director.
 - e. Editor of the Association's Research Journal. When a vacancy in the position of Editor arises, the President shall be responsible for soliciting bids from the Institutional Members to host the editorial office. The President shall appoint a committee to review the bids and make recommendations to the Executive Committee and the Policy Council. The Policy Council shall have final authority in the selection of the editor.
4. Interim Vacancies. The President-Elect shall automatically succeed to the office of President in case of a vacancy in the position of President or the inability of the President to perform the duties of the office. The senior Vice President shall automatically succeed to the office of President-Elect in case the office becomes vacant or the President-Elect is unable to perform the duties of the office. A President-Elect or Vice President who succeeds to an unexpired term of less than four months shall also serve as President or President-Elect for the year following the unexpired term. Interim vacancies in the office of the junior Vice-President, Secretary, and Treasurer shall be filled by the Policy Council. In case of a vacancy in the position of the Chair of the Institutional Representatives, the Committee of Institutional Representatives shall elect another person to complete the remainder of the term.

Article VI - Meetings

1. The Association may conduct a variety of meetings, including an Annual Business Meeting, a Fall Research Conference, a Spring Conference, and other meetings and conferences on specialized topics as deemed appropriate by the Policy Council or the Executive Committee.
2. An Annual Business Meeting shall be held each year to receive reports from Officers and committees of the Association, elect Officers of the Association as prescribed in these Bylaws, set membership dues of the Association upon recommendation of the Policy Council, and resolve other matters referred to it by the Policy Council or Executive Committee. Fifty (50) Individual Members of the Association either present or voting on a matter shall constitute a quorum of the Individual Members at the Annual Business Meeting and otherwise. The date, time and location of the Annual Business Meeting shall be determined by the Policy Council and announced to all members of the Association at least ninety (90) days in advance.
3. Unless otherwise specified in the Bylaws, all other Member meetings or voting shall be announced at least thirty (30) days in advance, by written notice or by actual voting ballots sent by mail, or faxed, sent by electronic mail, or otherwise available for electronic voting.

Article VII: Voting Procedures

1. Members of the Association shall not be entitled to vote except as the right to vote shall be conferred by the Articles of Incorporation or these Bylaws.
 - a. Unless the Articles of Incorporation or Bylaws provide otherwise, voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission, provided, that the member states, or submits information from which it can be determined, that the method of voting chosen was authorized by the member.
 - b. A member entitled to vote may vote in person or, unless the Articles of Incorporation or the Bylaws otherwise provide, may authorize another person to act for such member by proxy. No proxy shall be valid after 11 months, unless otherwise provided in the proxy. Without limiting the manner in which a member may authorize another person to act for the member as proxy under this section, the following shall constitute a valid means by which a member may grant a proxy:
 - (i) A member may execute a writing authorizing another person to act for the member as proxy. The writing may be executed by the member or the member's authorized officer, director, employee, or agent signing the writing, or causing the person's signature to be affixed to the writing, by any reasonable means, including a facsimile signature.
 - (ii) A member may transmit a telephone call, telegram, cablegram, electronic mail, or other means of electronic or telephonic transmission to a person to authorize that person to act for the member as proxy, and the member may state any restrictions or directions on the proxy holder's voting.
 - (iii) A copy, facsimile, or other reliable reproduction of the writing or transmission of a proxy may be substituted or used in lieu of the original writing or transmission for any purpose for which the original writing or transmission could be used; provided, that the copy, facsimile, or other reproduction is a complete reproduction of the entire original writing or transmission.

- (iv) A person appointed by the Association shall determine the validity of proxies and ballots shall by specifying whether the proxy designation was by telephone call, telegram, cablegram, electronic mail, or other means of electronic or telephonic transmission.
- 2. For Individual Members of the Association or the Policy Council or the Executive Committee to carry a matter, a majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater or lesser proportion is required by law or these Bylaws.
- 3. For the Policy Council and the Executive Committee, any action required by law to be taken at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of those entitled to vote with respect to the subject matter thereof.
- 4. Any Policy Council members, or members of a committee, or Members of the Association may participate in any meeting where such arrangements have been made of the Council or committee by means of a conference telephone or other telecommunications device which allows all persons participating in the meeting to hear each other (as may be accomplished through the use of a telephone) and such participation in a meeting shall be deemed present in person at such meeting.

Article VIII - Committees

- 1. Regular standing committees of the Association shall be as follows: the Executive Committee, the Nominating Committee, the Fall Conference Program Committee, the Ph.D. Dissertation Award Committee, and the Committee of Institutional Representatives. The composition and duties of the Executive Committee and the Committee of Institutional Representatives are specified elsewhere in these Bylaws.
- 2. The Nominating Committee shall consist of eight persons including six appointed members, the Immediate Past President, and the Executive Director (*ex officio* and not voting). The term on the committee of each appointed member shall be two years. Every year the President shall appoint three new persons to the committee and designate one of the appointed members who is returning to the committee from the prior year to serve as committee chair. The committee chair shall be responsible for organizing the process of forming slates of nominees for Policy Council and Officer positions and reporting the committee's recommendations as specified elsewhere in these Bylaws.
- 3. The Fall Conference Program Committee shall consist of the President-Elect and those persons appointed to the committee by the President-Elect to review and accept sessions for the Fall Research Conference. The President-Elect shall have final authority over the committee's actions and decisions under guidance established by the Policy Council.
- 4. The Ph.D. Dissertation Award Committee shall consist of three persons appointed by the President to review and select one winner and two honorable mentions from among the qualified dissertations submitted each year for the award. The President shall appoint one member of the committee to be chair. Otherwise, the committee is responsible for setting its procedures.
- 5. Other committees of the Association may be created by the President with the approval of the Policy Council for stated periods and stipulated assignments. The President shall appoint a chair for each committee. They shall report to the Policy Council and thereupon be discharged. Unless specifically approved by the Policy Council for that purpose, committee reports shall not be deemed to state the views of the Association or to commit it in any way.

Article IX - Amendments

These Bylaws may be amended or repealed or new Bylaws adopted upon: (1) the affirmative vote of a majority of all voting members of the Policy Council at any regular or special meeting of the Council provided that a description, summary, or the actual text of such proposed change is included in compliance with the notice period in these Bylaws, unless notice is waived by unanimous agreement of the Council; and (2) the affirmative vote of a majority of all Individual Members who are voting, by any voting means authorized by these Bylaws, with the exception that the Annual Business Meeting may not conduct such a vote on behalf of all Individual Members.

Article X – Indemnification

Every person who is or shall have been a Policy Council Member or Officer of the Association and his or her personal representatives may be indemnified by the Association against all costs and expenses actually and necessarily incurred by or imposed upon him or her in connection with the defense of any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Policy Council Member or Officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. “Costs and expenses” shall include, but without limiting the generality thereof, attorney’s fees, damages and reasonable amounts paid in settlement.