

Proposed AAPT Governance Changes

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"Enhancing the understanding and appreciation of physics through teaching"

Background

- AAPT formed in 1930
- Incorporated in the state of New York in 1957 to be established as a nonprofit and have stronger legal position
- Executive Office now in College Park, MD
- New York legislation passed Nonprofit Revitalization Act of 2013 and became effective on July 1, 2014

Nonprofit Revitalization Act of 2013

Leads to Increased

- Transparency
- Communication
- Inclusiveness
- Thoughtful Agility

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Nonprofit Revitalization Act of 2013 – Main Issues

The Act requires:

- Principled Behavior
 - Whistle Blower Policy
- Specific audit procedures and financial reporting requirements
- Board independence
 - Conflict of Interest Policy

Nonprofit Revitalization Act of 2013 – Main Issues Continued

- The Act allows nonprofits to use
 - modern methods of communication including conducting videoconferencing of board meetings
 - email as the official form of communication with members

The result is modernization of nonprofit governance and following of best practices!

AAPT and the 2013 Act

- Much of AAPT's governance is in compliance with the new act.
- However, there are some important changes that AAPT needs to make in order to be compliant with the new act as well as with previous New York nonprofit laws.

Issue 1: Quorum

- No quorum for voting by members was in the AAPT Constitution or By Laws.
- If not specified, New York state law assumes a quorum is a majority of all members eligible to vote (approx. 6,500)
- **Action Taken:** Executive Board approved definition at November 2014 meeting – quorum is 100 voting members (in By-Laws)

Issue 2: Whistleblower Policy and Conflict of Interest Policy

- AAPT had Whistleblower Policy and Conflict of Interest Policy but both weren't compliant with new NY Act
- **Action Taken:** Executive Board approved new Whistleblower Policy and Conflict of Interest Policy at November 2014 meeting

Issue 3: Audit Committee

- The previous Audit Committee membership and charge did not conform to New York state law
 - All members of Audit Committee must be members of the Executive Board
 - Additional oversight responsibilities were added to the charge (Conflict of Interest, Whistleblower).
- **Action Taken:** The Executive Board approved the new Audit Committee membership and charge at the November 2014 meeting.

Issue 4: Allowing Electronic Voting by Members to be Non-Unanimous

- Since the Certificate of Incorporation does not state otherwise, AAPT elections or motions conducted electronically require unanimous votes
- **Action Taken:** Members voted at a special meeting during WM15 to amend the Certificate of Incorporation to allow non-unanimous voting via electronic elections

Issue 5: Revise and Update Constitution & By-laws

- Revise and update the AAPT Constitution and By-laws to conform to best practices
- Combine the Constitution and By-Laws into one document (titled "By-Laws"), as is the current standard for nonprofits
- **Proposed Action:** Bring the proposed changes to the Executive Board during Summer 2015 and to the membership for approval in Fall 2015 as part of the general election

Additional Changes to By-Laws

- Executive Board name changes to Board of Directors
 - Ultimate responsibility for governance and fiduciary issues (NY Nonprofit law)
- Clarification of Operating Procedures
 - Allows Board electronic meetings
 - Allows Amendments to the By-Laws by Board or members
 - Has language to better match NY legal requirements

AAPT Executive Board*

(becomes AAPT Board of Directors)

Officers:

- President
- President Elect
- Vice-President
- Treasurer
- Secretary
- Executive Officer (non-voting)

Other members:

- Past President
- Member-At-Large - High School
- Member-At-Large – TYC
- Member-At-Large - 4YC/ University
- Chair Sec. Reps
- Vice Chair Sec. Reps
- TPT Editor (non-voting)
- AJP Editor (non-voting)

*Governance and fiduciary role
Note: New option to easily add new Directors; otherwise, no changes

Issue 6: Current Role of Council:

- Approve date/location of national meetings of the general membership
- Approve/add/eliminate Sections
- Create additional committees
- Approve/monitor Affiliated Organizations
- Resolve tie in an election
- Remove an elected member of the Board
- Recommend changes to By-Laws

Issue 6: New York State Law Mandates Only The Board Can:

- Approve date/location of national meetings of the general membership
- Approve/add/eliminate Sections
- Create additional committees
- Approve/monitor Affiliated Organizations
- Resolve tie in an election

Issue 6: New York State Law Allows Either The Board or Members to:

- Remove an elected member of the Board
- Approve changes to By-Laws

Issue 6: Council's Role Versus Board's Role

New York Law negates all of Council's powers except advisory

Proposed Action: Dissolve Council and replace with Meeting of the Members

Meeting of the Members

- Open to all AAPT members
- Opportunity for
 - Annual reports of the Association
 - Member questions and suggestions
 - Votes on previously announced topics
- Section Representatives and Area Chairs obtain support to attend.
 - This support is comparable to what the Section Representatives received to attend Council.

Meeting of the Members

- When relevant, the board will seek member advice at the meeting to
 - Approve date/location of national meetings of the general membership
 - Approve/add/eliminate Sections
 - Create additional committees
 - Approve/monitor Affiliated Organizations

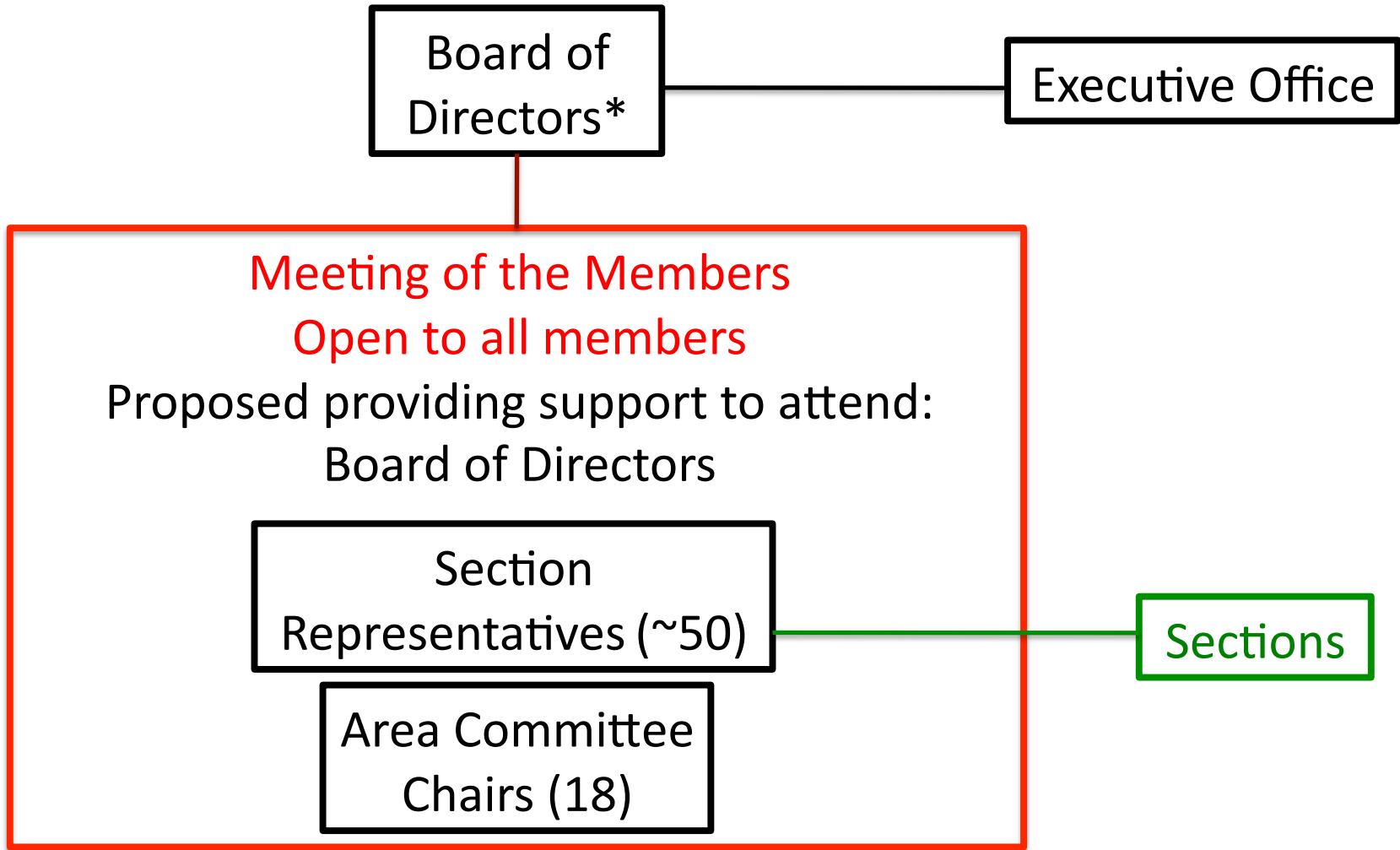
Role of Section Representatives and Sections

- Advisory role to the Board
- Section Reps continue
 - To be selected/elected by their Sections
 - Elect two members (Chair and Vice Chair) to serve on the Board
 - Elect two members to the National Nominating Committee

Role of Area Chairs and Area Committees

- Advisory role to the Board
- Area Chairs continue to
 - Be appointed by the President Elect
 - Lead Area Committees in planning meetings, projects, and activities that advance physics education
 - Represent the Area Committees on the Programs Committee

Proposed Governance



*Governance and fiduciary role, 11 voting members and 3 non voting members

Information Available at AAPT.org

- Original by-laws with issues noted and reference to corresponding section in new by-laws
- New by-laws
- Governance structure
- This PowerPoint
- Place to send questions or comments

For more information: aapt.org

The screenshot shows the AAPT website homepage. At the top left is the AAPT logo and name. To the right is a search bar and navigation links: Sign In / Online Services, Join / Renew, Contact, Help. Below this is a green navigation bar with links: About, Conferences, Programs, Publications, Membership, Sections, Resources, Partners, Store, Giving. The main content area features a breadcrumb trail 'AAPT > AAPT.org Home' and a horizontal menu with 'National Meeting', 'eMentoring', 'AAPT Programs', 'Physics Team', and 'New Faculty Workshop'. A large 'DONATE NOW' button is prominent on the right. Below the menu, there's a section for 'The AAPT eMentoring Program' with a description and a 'Read more' link. To the right of this are three buttons: 'DONATE NOW', 'Award Nomination', and 'Suggestion Box'. At the bottom, there's a section for 'Information for...' with links for Educators, Students, Jobs, Hiring Employers, Policy Makers, Press, and Businesses. The 'News' section contains two articles: 'AAPT Announces Commitment to Expand College Access at White House Event' and 'Revisions to AAPT's Governance'. A red arrow points to the 'Revisions to AAPT's Governance' article.

AAPT American Association of Physics Teachers
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The AAPT eMentoring Program
This is AAPT's mentoring program for new and inexperienced high school physics teachers, as well as experienced physics educators. The service is free for all mentees and mentors that are AAPT members.
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News

AAPT & Physics News

AAPT Announces Commitment to Expand College Access at White House Event
Dec 04 2014
AAPT, represented by Executive Officer, Beth A. Cunningham, joined President Obama, the First Lady, and Vice President Biden along with hundreds of college presidents and other higher education leaders to announce new actions to help more students prepare for

Revisions to AAPT's Governance
Read about governance changes at AAPT [here](#).

The AAPT-ALPHA Award
This award was established to recognize outstanding work in the development of an advanced laboratory apparatus/experiment by an undergraduate physics student at his/her home institution within the greater United States. [Click here to learn more or apply](#).

Next Generation Science Standards

Questions?

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