Proposed AAPT Governance Changes

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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
  o modern methods of communication including conducting videoconferencing of board meetings
  o 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
  o All members of Audit Committee must be members of the Executive Board
  o 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
  o Ultimate responsibility for governance and fiduciary issues (NY Nonprofit law)

• Clarification of Operating Procedures
  o Allows Board electronic meetings
  o Allows Amendments to the By-Laws by Board or members
  o 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 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
  o Annual reports of the Association
  o Member questions and suggestions
  o Votes on previously announced topics
• Section Representatives and Area Chairs obtain support to attend.
  o 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
  o Approve date/location of national meetings of the general membership
  o Approve/add/eliminate Sections
  o Create additional committees
  o Approve/monitor Affiliated Organizations
Role of Section Representatives and Sections

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

Board of Directors*

Executive Office

Meeting of the Members
Open to all members
Proposed providing support to attend:
Board of Directors

Section
Representatives (~50)

Area Committee
Chairs (18)

Sections

*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

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For more information: aapt.org
Questions?

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