

BYLAWS COMMITTEE CHARTER

I. PURPOSE

The Bylaws Committee is established by the APPA Board of Directors to ensure the Association's bylaws remain current, legally compliant, and aligned with organizational practices. The committee serves a critical governance function by:

- Conducting periodic comprehensive reviews of the bylaws
- Drafting amendments to reflect organizational evolution, best practices, and legal requirements
- Ensuring bylaws support effective governance while maintaining operational flexibility
- Coordinating stakeholder input and building consensus for bylaw changes
- Presenting well-researched amendment recommendations to the Board

The committee's work ensures that APPA's governing document evolves thoughtfully to serve the Association's mission while maintaining stability and continuity in governance.

II. AUTHORITY

This charter is established under the authority granted in the APPA Bylaws (Article V, Section 3). The Bylaws Committee operates as an ad hoc committee, formed when bylaw review or amendments are needed and dissolved upon completion of its work.

Formation of Committee

The Bylaws Committee may be formed by:

- Vote of the Board of Directors at any regular or special meeting, OR
- Action of the Board Chair or Executive Committee between Board meetings, subject to ratification by the full Board at its next meeting

Committee Authority

The committee has authority to:

- Conduct comprehensive reviews of the bylaws
- Draft proposed amendments for Board consideration
- Consult with legal counsel on bylaw provisions and compliance requirements
- Solicit input from stakeholders including Board members, regional leadership, and membership
- Research governance best practices and review bylaws from comparable organizations

The committee recommends amendments to the Board but does not have independent authority to amend bylaws. All bylaw amendments require Board approval following the procedures specified in Article X of the bylaws.

Note: The Chair-Elect serves as committee chair and maintains custody of the bylaws between review cycles, coordinating with the CEO on minor administrative updates as appropriate.

III. COMMITTEE COMPOSITION

Leadership

- **Chair:** Board Chair-Elect (automatic appointment)

Members

- **Board Members:** Minimum of three (3) additional Board members
- **Committee Size:** Total of four (4) or more Board members

Qualifications

The committee should include Board members with:

- Understanding of governance principles and nonprofit best practices
- Experience with APPA's organizational structure and operations
- Ability to think strategically about governance frameworks
- Strong written communication skills
- Capacity to dedicate time to comprehensive bylaw review

Selection Process

When the Board of Directors determines that bylaw review or amendments are needed:

1. The Board Chair appoints the Chair-Elect to serve as Committee Chair
2. The Committee Chair, in consultation with the Board Chair, selects at least three additional Board members based on qualifications and availability
3. Committee composition is presented to the Board for information
4. Committee members serve until the work is completed and the committee is dissolved

Staff Support

The CEO and designated staff members participate in committee meetings to provide organizational context, coordinate logistics, maintain documentation, and ensure alignment with operational realities. Staff support includes:

- Preparing background materials and research
- Coordinating with legal counsel
- Maintaining committee records and documentation
- Facilitating stakeholder input processes
- Managing distribution of proposed amendments to the Board

Term

Committee members serve from formation through completion of the bylaw review or amendment process and dissolution of the committee. For comprehensive bylaws reviews, the committee typically operates for 6-12 months. For targeted amendments, the committee may complete its work more quickly.

IV. DUTIES AND RESPONSIBILITIES

The Bylaws Committee shall:

Conduct Comprehensive Bylaw Review

- Review all provisions of the bylaws for clarity, consistency, and current relevance
- Assess alignment between bylaws and actual organizational practices
- Identify provisions that are outdated, overly prescriptive, or operationally impractical
- Ensure bylaws support effective governance while maintaining appropriate flexibility
- Evaluate whether governance matters are appropriately distinguished from operational procedures

Ensure Legal Compliance

- Coordinate with legal counsel to ensure bylaws comply with applicable federal and state laws
- Verify compliance with District of Columbia Nonprofit Corporation Act requirements
- Ensure bylaws support APPA's 501(c)(3) tax-exempt status
- Review recent legal developments affecting nonprofit governance
- Address any legal counsel recommendations from audits or reviews

Research Best Practices

- Study bylaws from comparable professional associations and nonprofit organizations
- Review governance best practices for nonprofit associations
- Identify innovative governance approaches that could benefit APPA
- Consult resources from BoardSource, ASAE, and other governance authorities

Draft Proposed Amendments

- Prepare clear, precise amendment language
- Document rationale for each proposed change
- Identify provisions requiring corresponding policy or charter updates
- Provide clean versions and redlined versions showing changes
- Flag significant operational implications when apparent

Gather Stakeholder Input

- Solicit feedback from Board members on proposed changes
- Coordinate with committee chairs when amendments affect committee structure or authority
- Consider member perspectives and operational realities
- Build consensus for significant governance changes

Present Amendments to Board

- Provide written proposed amendments to the Board at least 30 days before the vote (per Article X, Sections 2 and 3 of the bylaws)

- Present amendments at a Board meeting where no vote will be taken, allowing Board members to review and ask questions
- Answer Board questions and address concerns
- Revise amendments based on Board feedback - minor technical or clarifying revisions may be made at the committee's discretion; substantive changes to the scope or intent of amendments shall be presented to the Board for discussion before proceeding to final vote
- Present final amendments for Board vote at a subsequent meeting

Complete Committee Work

- Prepare final report documenting:
 - Summary of committee process and timeline
 - Amendments proposed and their final disposition
 - Rationale for key amendments
 - Follow-up actions identified (policy/charter updates needed)
 - Lessons learned and recommendations for future committees
 - Recommended timeline for next comprehensive review (at least every three years, with targeted amendments as needed between reviews)
- Submit all committee records to APPA staff for archival
- Coordinate with Chair-Elect and CEO on custody and maintenance of bylaws documents between review cycles

V. MEETING REQUIREMENTS

Frequency

The Bylaws Committee shall meet as frequently as necessary to fulfill its duties. For comprehensive bylaws review, this typically includes:

- Organizational meeting: Review charter and scope, establish timeline, assign initial research tasks
- Research phase meetings (monthly): Review current bylaws section-by-section, discuss best practices research, identify needed changes
- Drafting phase meetings (bi-weekly): Review draft amendments, refine language, build consensus
- Stakeholder consultation meetings (as needed): Present draft amendments, gather feedback, address concerns
- Finalization meeting: Approve final amendments for Board presentation

For targeted amendments addressing specific issues, the committee may complete its work with fewer meetings over a shorter timeframe.

Meeting Format

Meetings may be conducted in person, by videoconference, by teleconference, or through other electronic means that permit real-time communication among all participants.

Quorum

A majority of committee members shall constitute a quorum for the transaction of business.

Decision-Making

- Approval of proposed amendments for Board presentation requires a majority vote of committee members present
- The Committee Chair may make procedural decisions between meetings, subject to committee ratification
- All substantive decisions should be documented in meeting minutes

Minutes and Records

The committee shall maintain:

- Minutes of all committee meetings
- Documentation of research and best practices reviewed
- Draft amendments and revision history
- Stakeholder feedback and committee responses
- Legal counsel consultations and recommendations
- Records of all decisions and votes

All records shall be submitted to APPA staff upon committee dissolution for retention in accordance with the Association's document retention policy.

VI. REPORTING REQUIREMENTS

Reports to the Board of Directors

The Bylaws Committee shall provide the following reports to the Board:

- **Initial Report** (upon formation): Committee membership, scope of review, timeline for completion, preliminary assessment of areas requiring attention
- **Progress Updates** (as appropriate during review process): Status of bylaws review, key issues identified, stakeholder feedback themes, anticipated completion date
- **Formal Amendment Presentation** (per Article X, Sections 2 and 3): Written proposed amendments provided at least 30 days before vote, presentation at Board meeting for discussion (no vote), rationale for each proposed change, supporting documentation
- **Final Report** (upon dissolution): Summary of committee work and process, final disposition of proposed amendments, implementation recommendations, timeline recommendation for next comprehensive review

Transparency and Communication

- Committee meeting minutes shall be available to all Board members
- Proposed amendments shall be distributed to the Board with adequate time for review (minimum 30 days before vote)
- The Committee Chair maintains regular communication with the Board Chair and CEO
- Committee work may be communicated to membership as appropriate to maintain transparency
- Following Board approval of bylaw amendments, the updated bylaws shall be posted on the APPA website and an announcement shall be included in the next member newsletter

Documentation and Archival

Upon dissolution, the committee shall submit to APPA staff:

- All meeting minutes and documentation
- Research materials and comparative bylaws reviewed
- Draft amendments and revision history
- Legal counsel correspondence and recommendations
- Stakeholder feedback documentation
- Final approved amendments

All materials shall be retained in accordance with APPA's document retention policy.

VII. CONFLICT OF INTEREST

Committee members must:

- Comply with APPA's Conflict of Interest Policy
- Disclose any personal, professional, or financial interests that could affect their objectivity in bylaws review
- Recuse themselves from discussions and votes involving matters where conflicts exist
- Maintain confidentiality of committee deliberations and draft amendments until appropriate for public disclosure
- Act in the best interests of the Association as a whole rather than representing particular constituencies or regions

While committee members naturally bring diverse perspectives based on their roles and experiences, proposed amendments should serve the Association's overall governance needs rather than advancing narrow interests.

Committee Advocacy:

Committee members may answer factual questions from Board members about proposed amendments, but should not engage in lobbying or advocacy outside of formal committee presentations to the Board. The committee speaks with one voice through its formal reports and recommendations.

Confidentiality:

All committee members must maintain strict confidentiality regarding draft amendments, stakeholder feedback, and committee deliberations until the Board has completed its review and voting process.

VIII. AMENDMENTS

This charter may be amended by:

- Recommendation of the Committee Chair, OR
- Action of the APPA Board of Directors

All amendments must be approved by the APPA Board of Directors.

The charter shall be reviewed as needed to reflect best practices, changes in organizational structure, and lessons learned from bylaws review processes.

IX. ADOPTION AND EFFECTIVE DATE

This charter was adopted by the APPA Board of Directors on [DATE].

Approved by:

Board Chair

Date

Last Reviewed: [DATE]

Next Review Due: [DATE]

END OF CHARTER