

## **Introduction to Draft APT Bylaws (2025) Update February 14, 2025**

The APT Board is pleased to present the Draft APT Bylaws (2025) to its membership for review and comment. This represents the culmination of a comprehensive effort over the last several years that began with the 2021- 2026 Strategic Plan and continued with the creation of the APT Policies and Procedures Directory and College of Fellows Organization Handbook with Standards and Procedures.

The Board tasked the Bylaws, Policy, and Ethics Committee (BPE) to provide this draft update to the APT Bylaws, last updated in 2019. Although the Bylaws update responds primarily to ensure compliance to current regulation in Washington DC (where APT is incorporated) and the organization's current operation, it also responds and facilitates the APT's second strategic priority in the most recent strategic plan to "Improve Organizational Effectiveness", by removing operational details to policy. This separation of information allows APT to remain compliant with our Bylaws and allows agility in making operational changes in response to APT's evolving operational needs.

The BPE Committee comprises John Diodati (Chair), Kitty Vieth, and Corey Spitzer. During this update effort, the committee was also joined by APT's Executive Director, Greg Galer, who ensured continuity and compliance with current APT operations, and APT's legal counsel, Paul Edmondson, who provided legal review to ensure compliance with Washington DC law and advice on alignment with current non-profit organizational governance and best practices.

During the Bylaw update process, the committee presented the proposed changes to the 2019 Bylaws to the Board at their November 2024 Board meeting in Montreal, with continued discussion at a special Board meeting in December 2024. Paul Edmondson, legal counsel, attended the special Board meeting in December to provide his expertise and answer questions. The committee also presented the proposed changes to the College of Fellows at a meeting in December 2024. After these meetings, the committee used the input received to prepare the Draft APT Bylaws (2025). The Board accepted this draft dated 01/30/2025 for distribution to the membership.

Please find the Draft APT Bylaws (2025) for membership comment [here](#). Also available on this website are the current APT Bylaws (2019) and the current APT Bylaws (2019) with Tracked Changes are available using the same link. The document with tracked changes is admittedly complicated due to reorganization of the document, so a summary of the changes are as follows, beginning on the next page.

Thank you for taking the time to review and comment on our Draft APT Bylaws (2025)! We look forward to your input.

- The APT Board of Directors

## Summary of Changes to the Current APT Bylaws (2019)

- Articles restructured for clarity:
  - Article IX Nominations Committee Article deleted; necessary portions incorporated into Article III, Board of Directors, Section 4. Remainder moved to policy.
  - Article X Bylaws, Policy and Ethics Committee deleted; necessary portions incorporated into Article VIII Committees, Section 1.
  - Article XII Recognition By the Association deleted; necessary portions to be handled via policy. Awards added to Section 2 Execution of Instruments in Article VII Business and Operations of The Association.
  - Article XIV Parliamentary Authority deleted; necessary portions incorporated into Article VII Meetings Section 3.
  - Two articles added: Article IV Officers and Article X Recognized Professionals.
- Article I General:
  - Non-legal language moved to preamble.
  - 501(c)3 designation added.
  - APTI Logo/Name designation moved to policy.
- Article II Membership:
  - Article reduced to necessary items, remainder moved to policy.
  - Requirement for members to adhere to Code of Ethics added (current language is that the Code of Ethics to guide members).
- Article III Board of Directors:
  - Board of Directors limited to those elected by the membership. Other existing roles such as directors-at-large, and committee chairs, become advisory, non-voting attendees without fiduciary responsibility.
  - Number of board members defined as not more than 16 and not less than 10.
    - At least one Board position shall be made available on the ballot for an Emerging Professional member of The Association.
  - Within Section 4 Elections and Term, the President's role will be defined as including the role of Immediate Past President, which is assumed upon election of a successor. This will be defined clearly in future election information, including ballots.
  - Process for remuneration of board members added.
  - Requirement for Annual and Special Reports removed; reporting can be handled by policy if desired.
  - Section added under Meetings for Action by the board / board action without a meeting; language provided by Paul Edmondson.
- Article IV: Officers
  - Officers defined as elected board members and therefore voting members. No change to the President only voting only in the case of a tie (this is not a legal requirement; this is up to APT's discretion).

- Responsibilities of each Officer reduced to required duties; other responsibilities to be defined in policy.
- Presidential appointment of Committee members removed, replaced by appointment of Committee Chair(s).
- Immediate Past President defined as an Officer and therefore a voting member of the Board and the Executive Committee.
- Secretary added as a new Officer, per Paul's recommendation. Actual duties of the secretary may be delegated to paid staff.
- Article V Executive Director:
  - Article renamed from The Office of The Executive Director and reduced to necessary items.
- Article VI Business and Operations:
  - Section 1 Executive Office clarified to note that the Executive Office is not required to have a physical location other than a mailing address.
  - Section 2 Execution of Instruments clarified to define signing authority.
  - Annual budget section added to Section 3.
  - Section 4 Indemnification added; language provided by Paul.
- Article VII Meetings:
  - All meeting requirements (Association and Board) consolidated in a single article. In existing 2019 bylaws, Board meetings are included in the Board of Directors Article.
  - Attendance sections added to clarify who may be part of the business of any given meeting.
  - Definition of a quorum for membership meetings added.
- Article VIII Committees:
  - Committees modified to align with Washington DC law. Committees that may exercise board-delegated powers of the board are required to be composed of only board members (these committees are termed "Committees of the Board" by DC law). In APT's case, the only committee exercising the authority of the Board is the Executive Committee. Other committees are only advisory.
    - Standing Committees reduced to those required for The Association to function. The make-up of standing committees, other than the Executive Committee, shall be a majority of board members.
      - Executive Committee
      - Bylaws, Policy, and Ethics Committee
      - Finance Committee
    - All other committees shall be Advisory Committees, grouped as follows:
      - Strategic Committee (those existing standing committees not included above)
      - Technical Committees
      - Task Forces (formerly Ad Hoc Committees, terminology changed to align with current usage)

- Standing Committee members, and all Committee Chairs must be APT members in good standing. Advisory Committee members may be made up of Directors, paid staff, members, and non-members.
  - Process for remuneration of committee members added.
- Article IX College of Fellows:
  - Article reduced to necessary items; other necessary information to be addressed by APT and COF policy (COF Organizational Handbook) as appropriate.
- Article X: Recognized Professionals:
  - New article added.
- Article XI Chapters:
  - Use of the term “chapters” clarified. Technically our chapters are “affiliates” because they are separate entities.
  - Language modified to clarify relationship of APT and the chapters. Specifics will be handled through an MOU established with each chapter. Templates to be developed for each basic type of chapter (legal entity, association of regional members, APT Canada).
- Article XII Amendments to the Bylaws:
  - Membership comment period reduced from 60 days to 30 days for streamlining of the process.
  - Relationship of comment period to AGM removed.