

January 6, 2011

Dear DAPA Members,

This letter explains the basis for the accompanying proposed revisions to the charter for the Delaware Association for Public Administration chapter of the American Society for Public Administration. All DAPA members in good standing will be asked to vote electronically in January 2011 either to accept or reject the proposed language for the chapter constitution as it appears below.

In the course of reviewing some possible adjustments to DAPA's charter last year, the Council realized that we were not fully in compliance with a number of national ASPA requirements. Our atypical organizational structure for an ASPA chapter is one issue. It also appears that we failed previously to adopt certain language in our charter that is required for us to maintain our chapter's coverage under the national organization's group tax exemption. DAPA Council members Gomes, Justice, Luft, and Wollaston worked during 2010 with President O'Hanlon to unearth DAPA records and to work with national ASPA to resolve these issues.

As part of that effort, we developed language for a revised chapter constitution for the ASPA-chapter part of DAPA. DAPA overall includes a corporation and an unincorporated ASPA chapter. In order to be covered by ASPA's group tax exemption and receive ASPA dues rebates, the ASPA-chapter part of DAPA needs to have a constitution with structural features and language that meet ASPA's (and the Internal Revenue Service's) requirements. This does not involve major changes in how we are organized, but will help us manage our recordkeeping and documentation in a more orderly fashion.

Most of the proposed changes are to conform to ASPA's requirements, but we have also taken the opportunity to propose updates to our committee structure and to provide explicitly for electronic communications and elections. Key comparisons to our current chapter charter are:

- The title and language of the proposed document are based more closely on the national template for ASPA chapter constitutions. This includes a section titled "miscellaneous provisions," which contains language required by the IRS.
- The proposed constitution retains language and provisions agreed to between DAPA and national ASPA in 1999, concerning the governing council. This arrangement allows people who have joined only the Delaware corporation, but not national ASPA, to be elected to the DAPA Council, while requiring chapter officers (president, two vice-presidents, and treasurer) to be members of ASPA.
- Rather than retain the current long list of standing committees, the proposed constitution adopts the standard ASPA language that committees will be constituted annually. Under our existing charter, many of the stipulated committees were nonexistent

or inactive, and the only active standing committees have been the Program and Communications Committees.

- The language of the constitution now explicitly provides for electronic communications and ballots.

Accompanying this letter is a copy of the proposed new chapter constitution, annotated to show some of the ways in which it differs both from the standard language provided by ASPA as a template for chapter constitutions and from our current charter. The current DAPA charter, as amended in October 2008, is posted on the DAPA website for comparison. Voting to accept or reject the proposed new constitution will be conducted electronically from January 12 – 24, 2011, via the Qualtrics survey system.

Please contact any or all of us if you have any questions or comments. Thank you.

On behalf of the DAPA Council,

Kimberly Gomes
Jonathan Justice
Carl Luft
Martin Wollaston

PROPOSED NEW CHAPTER CONSTITUTION, January 2011:

**Constitution for the Delaware Association for Public Administration
Chapter of the American Society for Public Administration**

I. Name and Purpose

Section 1. The name of this Chapter shall be the Delaware Association for Public Administration Chapter of the American Society for Public Administration, hereafter referred to as the Chapter.

Section 2. This Chapter is organized for the professional and educational purposes of: exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("Code"). Without limiting the generality of the foregoing, such purposes include the following:

- (a) Advancing the science, processes, and art of public administration.
- (b) Advancing the equality of opportunity of all persons through public administration.

In furtherance of its exclusively charitable and educational purposes, the Chapter shall have all general powers of an unincorporated association under the law of the state of Delaware as now in effect or as may hereafter be amended, together with the power to solicit and accept grants and contributions for such purposes.

Section 3. The Chapter shall serve the State of Delaware.

II. Membership

Section 1. Any person interested in the purpose of the Association shall be eligible for membership.

Comment [A1]: Here we replaced the boilerplate with language from the existing DAPA charter.

Section 2. Chapter members shall have the right to vote for Chapter officers and Council and to participate in all Chapter activities.

Comment [A2]: This is the ASPA boilerplate.

III. Officers

Section 1. The officers of this Chapter shall be a President, a First Vice President/Secretary, a Second Vice President, and a Treasurer. Their duties shall be those customarily performed by such officers.

Section 2. The governing body of the Chapter shall be the Chapter Council (herein "Council"), which shall consist of the Chapter officers and 5 Council persons. The President, First Vice President/Secretary and three Council positions will be elected in even-numbered years; the Second Vice President, Treasurer and two Council positions shall be elected in odd-numbered years. The Council shall supervise and control the affairs of the Chapter and its actions shall follow the general policies of the Society. The President shall serve as presiding officer of the Council. The Council shall have the power to adopt, alter, or repeal such rules and by-laws as may be appropriate for the governance of the Association, by simple majority vote. In the event of any conflict between the provisions of such by-laws and this constitution, the provisions of the constitution shall prevail.

Comment [A3]: This is an adaptation of our existing language.

Comment [A4]: New language, to reassure ASPA, since the provision for bylaws thing isn't part of their boilerplate.

Section 3. The Secretary shall be responsible for preparing and issuing an annual report of activities to all members of the Chapter. The Treasurer shall be responsible for preparing and issuing an annual report of finances to all members of the Chapter.

Section 4. Officers and Council members shall serve until their successors are elected or appointed to take office. The President shall make interim appointments to fill any vacancies on the Council. Any vacancy in the office of President or President-Elect shall be filled by the First Vice President. All interim appointees shall serve until the next regular election.

Section 5. The quorum of the Council shall consist of 5 members including the President or First Vice President.

Section 6. To be eligible for nomination as President, First Vice President/Secretary, Second Vice President, or Treasurer, a person must be a member of the American Society for Public Administration.

Comment [A5]: This is the compromise language previously agreed (in 1987 and/or 1999) by DAPA and ASPA, modified by deleting the words "and the Delaware Association for Public Administration." The deletion clarifies the central restriction that chapter officers must be ASPA members: it is not necessary that they also be Delaware-only members of the DAPA corporation.

IV. Nominations and Elections

Section 1. The President, First Vice President/Secretary and three Council positions will be elected in even-numbered years for two-year terms of office beginning on the first day of the next calendar year. The Second Vice President, Treasurer and two Council positions shall be elected in odd-numbered years for two-year terms of office beginning on the first day of the next calendar year.

Section 2. Nominations for the offices of President, First Vice President/Secretary, Second Vice President, Treasurer, and Council members shall be made by a nominating committee of three Chapter members to be appointed by the President at least sixty days before the annual meeting.

Section 3. Voting shall be conducted by mail or electronic ballot, or at the annual meeting. Any mail or electronic ballot shall allow for write-in votes for each office. In the case of elections conducted at the annual meeting, additional nominations may also be made from the floor by any regular member of the Chapter.

Section 4. A majority of the Chapter members voting shall decide all elections. In case of ties, the President shall cast the deciding ballot.

V. Meetings

Section 1. This Chapter shall hold at least four program activities during the designated Chapter year, including the annual business meeting.

Section 2. The Chapter shall operate on a calendar-year basis, including the election of the Council, financial reporting, and annual awards. The annual meeting shall be held in November or December unless otherwise specified by the Council.

Section 3. Other meetings of the Chapter shall be held at times and places designated by the President or by the Council.

Section 4. Chapter members shall be given at least seven days notice by mail or email of the time, place, and the scheduled business to be considered at all regular meetings.

VI. Committees

Section 1. The Council may establish committees for various purposes. Committee chairs and members shall be appointed by the President. All such committees shall terminate at the annual meeting upon the election of new officers and Council.

Comment [A6]: This ASPA boilerplate language would replace the extensive list of standing committees in the current DAPA charter. We have been operating with a smaller number of standing committees anyway, and the President, can easily reconstitute the identical membership each year for the Program and Communications Committees and any other continuing committees.

VII. Sections

Section 1. The Council may establish Chapter Sections in conjunction with ASPA sections of the American Society for Public Administration or, whenever 10 Chapter members so request, the Council may establish Chapter Sections of special interest to the membership. The members of said sections shall elect a Chairperson, with approval of the Council.

VIII. Fees

Section 1. That portion of the national membership dues designated for rebate to the Chapter shall constitute the fee for Chapter membership.

Section 2. Other fees as deemed necessary for continuing and special projects may be assessed by the Council.

IX. Amendments

Section 1. Amendments to this Constitution may be made in the following manner:

(a) Amendments may be proposed by the Council, such proposed amendments to be submitted to the membership in accordance with article V, Section 4, of this Constitution, and such proposed amendments may be adopted by a majority vote of regular members present and voting at a regularly called meeting or by mail or electronic balloting; or

(b) Amendments may be proposed by a majority vote of regular members present and voting at a regular meeting.

Such proposed amendments are to be submitted to the membership in accordance with Article V, Section 4, of this Constitution, and such proposed amendments may be adopted by a majority vote of regular members present and voting at the next succeeding regularly called meeting or by mail or electronic balloting.

Section 2. Consistent with inclusion of this Chapter in the group federal income tax exemption ruling of the American Society for Public Administration (identified by the Internal Revenue Service as Group Exemption Number 3155), all amendments to the Chapter Constitution which may be made from time to time shall be submitted to the American Society for Public Administration for its approval.

X. Ratification

This Constitution shall be considered ratified upon approval of the American Society for Public Administration and upon favorable vote of the membership of this Chapter following the procedures in Article IX..

XI. Miscellaneous Provisions

Section 1. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to any director or officer of the Chapter, or any other private person, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Chapter and to make payments and distributions in furtherance of the purposes set forth hereinabove.

Section 2. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. In the event of dissolution or final liquidation of the Chapter, after paying or making provision for the payment of all of the liabilities and obligations of the Chapter and for necessary expenses thereof, all of the remaining assets and property of the Chapter shall be distributed to the American Society for Public Administration provided it remains organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, and if not, to an organization which does so qualify. In no event shall any of such assets or property be distributed to any director or officer or to any private individual.

Section 4. The fiscal year of the Chapter shall end in the month of December. The employer identification number assigned by the Internal Revenue Service to this Chapter is: 51-0257235.

Adopted by vote of the membership on **(date)**.