

## AAPM PROPOSED ACTION

### Goal

To comprehensively modernize AAPM's governing document to ensure compliance with current D.C. Nonprofit Corporation Act requirements, provide operational flexibility by moving procedural details to RULES, and align the Bylaws with how AAPM functions as a 10,000-member professional association in 2026.

### Statement of Necessity

Pursuant to Article IX of the AAPM Bylaws, the Board of Directors transmits the following Statement of Necessity to accompany the proposed amendments. These amendments have been approved by the Board for review, discussion, and a formal vote by the members.

AAPM's current Bylaws were adopted when the organization had approximately 200 members and conducted all business through paper ballots and in-person procedures. Today, AAPM serves more than 10,000 members across the United States and internationally. The Board finds the proposed comprehensive rewrite of the AAPM Bylaws to be necessary for the following reasons:

#### I. Legal Compliance

As a nonprofit corporation incorporated in the District of Columbia, AAPM is subject to the DC Official Code Title 29, Chapter 4 (Nonprofit Corporation Act of 2010). The proposed amendments bring AAPM's governing documents into full compliance with applicable DC law, including provisions related to the registered agent, notice delivery methods, electronic consents, quorum requirements, tax-exempt status language, and member rights.

#### II. Governance Clarity and Accountability

The current Bylaws contain ambiguities, inconsistencies, and outdated provisions that impede effective governance. The proposed rewrite addresses these through the following specific changes:

- **Director Accountability.** The proposed Bylaws establish formal procedures for the removal of Directors — something the current document does not address. Members may remove an elected Director by a two-thirds vote; the Board may remove a Director for cause, with seven specific and serious grounds defined. Resignation procedures are also included.

- **Member Right to Call Special Meetings.** For the first time, members holding 25% of voting power may petition to call a special meeting of the membership between Annual Business Meetings, providing a formal mechanism for urgent matters outside the annual cycle.
- **Officer Terms.** The Secretary’s term limit is updated to match the Treasurer — both may now serve up to two consecutive three-year terms (six years total). The current Bylaws limited the Secretary to a single term, which made continuity in that role more difficult.
- **Board Meeting Frequency.** The new Bylaws establish a minimum of two Board meetings annually, replacing the current minimum of one, ensuring more regular governance engagement and more opportunities to address organizational matters as they arise.
- **Petition Threshold for Bylaw Amendments.** The number of members required to petition for a Bylaw amendment increases from 5 to 25, reflecting AAPM’s growth while preserving the intent that a small group of engaged members can initiate a formal process.
- **Board Election Flexibility.** The proposed Bylaws allow for up to four separate elections for at-large Board seats, organized around categories the Nominating Committee — with Board approval — defines based on the organization’s current needs. Voting members retain the right to nominate additional nominees.

### III. Operational Flexibility

Under the current Bylaws, operational details — including committee structures, officer duties, and nomination processes — are embedded in the Bylaws themselves and require a full amendment and a membership vote to modify. The Board finds this structure unnecessarily rigid and inconsistent with best practices in nonprofit governance. The proposed amendments transfer these operational details to a separate RULES document, which the Board may update as organizational needs evolve, while preserving all fundamental member rights in the Bylaws. This approach is consistent with the governance frameworks of peer societies, including ACR and ASTRO.

### IV. Modern Operations

The current Bylaws do not address virtual participation in meetings, electronic voting, or electronic communication. The proposed Bylaws explicitly authorize members and Directors to participate by video conference or electronic teleconference, and permit the Board to act between meetings via unanimous written consent — a standard provision for modern nonprofits.

### Rules Committee Recommendation

The Rules Committee is working on revisions to the RULES needed for the proposed Bylaws changes and will present these amendments to the Board at its July meeting. This process ensures the revised RULES can be enacted immediately if the membership approves the new Bylaws. If the new Bylaws do not pass, the RULES will remain unchanged.

### Motion

**To approve the replacement of the current AAPM Bylaws in their entirety with the proposed modernized Bylaws.**

### Implementation Checklist

Item	Status
By-Laws change required? Yes	Rules Committee engaged? Yes
Rules change required? Yes	Rules Committee engaged? Yes
AAPM Policy change required? Yes	Governance Committee engaged? Yes
Headquarters staff resources required? Yes	Executive Director engaged? Yes
Technology resources required? No	N/A
Funding or financing required? No   Estimated cost: N/A	N/A

**Desired date or timeline for implementation:** If approved by membership e-vote, effective upon certification of results (fall 2026)