

AAPM Bylaws Modernization

Summary of Proposed Changes

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Purpose of This Document

This document provides an overview of the proposed amendments to the AAPM Bylaws for review by the AAPM membership. The proposed amendments were developed by the Governance Committee and Rules Committee since 2024, reviewed by AAPM’s legal counsel, and approved by the Board of Directors on April 21, 2026, for presentation to the membership.

Members are encouraged to review this summary alongside the complete proposed bylaws text and the current bylaws, both of which are available [here](#).

Why Is AAPM Updating Its Bylaws?

AAPM’s current bylaws were adopted when the organization had approximately 200 members and all business was conducted through paper ballots and in-person procedures. Today, AAPM serves more than 10,000 members in a complex and evolving professional landscape. The Board of Directors approved the following amendments for Members’

consideration to ensure AAPM's governing documents reflect the organization as it exists today.

WHY REPLACE THE WHOLE DOCUMENT?

AAPM's current Bylaws have been amended over the years, but those amendments have left behind language that is in places ambiguous, outdated, or silent on matters now central to how the organization operates — virtual meetings, electronic voting, and Director accountability among them. Rather than continue adding to a patchwork document, the Governance Committee worked since 2024 to develop a clean replacement that is organized to be straightforward to navigate.

In previous years, proposed Bylaws changes have not passed when members were concerned that fundamental governance rights were at stake. They are not at stake here. The changes described in this document are modernizations, not restructurings. The fundamentals haven't changed. What's changed is how clearly and efficiently they're written down.

Legal Compliance

As a nonprofit corporation incorporated in the District of Columbia, AAPM must meet updated legal standards under the DC Official Code Title 29, Chapter 4 (Nonprofit Corporation Act of 2010). This revision ensures AAPM remains in full compliance with current law.

Organizational Clarity

The current bylaws contain ambiguities and outdated language that can impede effective governance. The proposed amendments clarify members' rights, electoral processes, officers' responsibilities, and the Board's authority.

Operational Flexibility

Under the current bylaws, even minor operational changes require a formal bylaw amendment and a full membership vote. The proposed amendments move operational details to a separate RULES document that the Board can update as needs evolve, while preserving all fundamental member rights in the bylaws.

Modern Operations

The proposed amendments explicitly authorize virtual participation in meetings, electronic voting, and electronic communication.

Overview of Proposed Changes

Below are the most significant proposed changes, summarized by category. The complete list of changes, along with the full proposed bylaws text, is available [here](#).

1. Governance Structure

The bylaws are reorganized from 11 to 13 articles with legal-style section numbering (e.g., Section 6.01) for easier reference. This restructuring does not alter the substance of AAPM's governance.

- The Board of Directors structure and size remain unchanged.
- Minimum Board meetings increase from one to two per calendar year.
- The Board is explicitly authorized to act by unanimous written consent between meetings.

2. Member Rights and Accountability

Two significant new member rights are introduced:

- **Special Member Meetings:** 25% of Voting Members may petition to call a special meeting between Annual Business Meetings.
- **Director Removal:** Members may remove an elected Director by a two-thirds vote. The Board may also remove a Director for cause based on seven specifically defined grounds.

3. 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; this change provides greater continuity in the role.

Officer	Current Terms	Proposed Terms
Secretary	One three-year term (non-renewable)	Up to two consecutive three-year terms
Treasurer	Up to two three-year terms	Up to two consecutive three-year terms

4. Membership

- Voting membership categories — Full Members and Full-Lifetime Members — are defined in the bylaws.
- "Member in good standing" is expanded from dues compliance only to include compliance with all applicable membership criteria.
- The membership termination process is updated to reference AAPM's Codes of Member Conduct, providing a structured process with appropriate due process protections.

5. Meetings

- **Virtual Participation:** Members may participate in person, via teleconference, or via video conference.
- **Meeting Notice:** The advance notice requirement for the Annual Business Meeting is reduced from four months to two months.
- **Meeting Rules:** The requirement to follow Robert's Rules of Order is replaced with Presidential discretion to establish meeting rules.

- **Quorum:** Any number of Voting Members present constitutes a quorum, consistent with DC law.

6. Elections

The nomination process for Directors-at-Large is updated to allow for up to four individual election processes as defined in the RULES, providing flexibility to reflect the needs of the evolving profession.

7. Financial Provisions

- Dues approval terminology updated from "favorable majority" to "simple majority"; no substantive change.
- The provision preventing automatic dues increases after seven years is removed, restoring full Board authority. Any change to dues still requires membership approval.
- Formal 501(c)(3) tax-exempt status language is added to the bylaws for IRS compliance.

8. Amendment Process

The threshold for Members to petition for a bylaw amendment increases from 5 to 25 Members. While higher in absolute terms, this represents a lower percentage of current membership than the original threshold did when the bylaws were written. AAPM's 25-member threshold remains lower than ASTRO's equivalent threshold (approximately 240 members at 2% of membership).

9. Operational Details Moved to RULES

A core element of this modernization moves operational details from the bylaws to the RULES document, which the Board may update without a membership vote. Member rights related to these structures are preserved in the bylaws.

- Council and committee structures, compositions, and purposes
- Officer nomination processes and detailed duties
- Chapter formation and dissolution procedures
- Editor-in-Chief appointment processes, conflict of interest policy details, and the American Institute of Physics (AIP) representative designations

10. Terminology Updates

The following terminology updates are made throughout the proposed bylaws to reflect legal precision and organizational clarity:

Current Term	Proposed Term
Board Members	Directors
Representative Board Members	Chapter-elected Directors

Full Members

Voting Members (Full Members also still recognized)

A note on 'Chapter-elected Directors': this rename reflects legal precision, not a change in how these Directors serve. Under DC nonprofit law, all Directors owe their duty to **AAPM**. The term 'Representative Board Member' created potential ambiguity about that obligation. Chapter-elected Directors continue to be elected by regional chapters, bring regional perspectives to the Board, and serve as a vital link between chapters and national AAPM. The name change reflects how they are selected, not what they care about.

What Remains Unchanged

- Democratic member governance
- Member voting rights
- Basic officer structure (President, President-Elect, Secretary, Treasurer)
- Regional chapter system
- Dues approval by membership vote
- Board of Directors structure and size

How to Participate

Members have multiple formal opportunities to engage with the proposed amendments before casting a vote. The Governance Committee and Board, your elected representatives, developed this proposal, and your voice matters at every stage of the process below.

Virtual Annual Business Meeting — July 9, 2026, 3:30–5:00 pm ET

The proposed amendments will be formally presented and discussed at the Annual Business Meeting. Members who wish to submit a formal statement in support of or in opposition to the proposed amendments may use this [form](#) to indicate their position. Statements may also be made verbally during the meeting.

Virtual Member Q&A Sessions — July and August 2026

Two virtual Q&A Sessions will be held following the Annual Business Meeting. Registration details will be distributed by email.

Member Vote — Ballots Distributed by September 9, 2026

All Voting Members in good standing will receive a secret ballot no later than September 9, 2026, with 15 to 30 days to vote. Adoption requires a favorable vote of two-thirds of ballots received per Article IX of the AAPM Bylaws.