APS Needs Your Help—Be Sure to Vote in October

This special edition of APS News contains vital information about proposed changes in the way your Society is governed—the first comprehensive changes in 100 years. You will be asked soon to vote on a completely revised APS Constitution & Bylaws, and amended and restated Articles of Incorporation. In early October you will receive an email with instructions on casting your ballot and links to all of the relevant documents being voted on and associated background material.

I urge you to read this special edition closely—it explains why the APS leadership believes this vote is so important to APS’s future. For additional reading and background, please visit the APS Corporate Reform website at www.aps.org/about/reform, and if you desire, comment on the proposed changes prior to the voting period.

On August 16, the APS Council voted to adopt a revised Constitution & Bylaws and Articles of Incorporation. Creating the drafts of these new foundational governance documents took a village, and all involved have done yeoman’s work over the past year with the best interests of APS at heart.

The guiding principles in this journey were to preserve our physics culture, to ensure greater coherence in the operations across the Society, and to clarify roles and responsibilities (and hence accountability)—thereby making our Society stronger and more effective in its enduring mission “to advance and diffuse the knowledge of physics.”

I believe that all involved have crafted a clear, modern, and highly workable Constitution & Bylaws that will serve APS well for decades to come. The APS Council agrees. Personally, I will vote yes, and I hope you will too. In the end, however, it is your APS, and so I urge you to vote and make your voice heard on this important issue.

Mac Beasley
2014 APS President

What is Happening and Why

Why reform?
APS operates in a world that is changing fast and becoming more complex. To continue to lead the physics community, APS must be nimble, and to function effectively its governance documents and structures need to be modernized.

Why ‘Corporate’ reform?
APS is a nonprofit corporation in the District of Columbia. The statutes that govern DC nonprofit corporations have recently changed and APS needs to change to be in compliance with them.

Why Now?
See ‘Why reform?’ and ‘Why ‘Corporate’ reform?’ In addition, the APS Treasurer/Publisher will leave APS at the end of August 2014. This historically conjoined position has grown in recent years to become truly more than one job. Splitting it requires the APS Constitution to be changed.

Will the culture of APS change?
No. Maintaining APS’s special physics culture has been the guiding principle during the development of the Corporate Reform plan.

What else isn’t changing?
The APS Units (Divisions, Topical Groups, Forums, and Sections) will continue to be constituted and operate as they do now.

Why is this happening so quickly?
It’s not. Here is the four-year chronology.

• 2012–Aug 2013: Discussions among APS Presidential Line (Past President, President, President Elect, Vice President) and APS Operating Officers (Executive Officer, Editor in Chief, Treasurer/Publisher).
• Sep 2013: Initial Corporate Reform plan presented by Presidential Line to APS Executive Board. Committee on Corporate Reform (CCR)-Presidential Line and (eight) elected Executive Board members formed.
• Nov 2013: Project launched following Executive Board and APS Council discussions. Consultants—Cygnet Strategy, LLC—hired.

INFORM YOURSELF about proposed changes to APS Governance

1 For important resource materials, including Frequently Asked Questions, video presentations, copies of current and proposed Constitution and Bylaws documents go to this website: www.aps.org/about/reform

2 You need to vote on these changes—the voting period begins on October 6 and ends on November 10.

APS belongs to all of you, so participate!

Council endorses historic changes to APS

In Chicago on August 16, 2014, the APS Council voted to adopt historic changes in the Society’s Constitution and Bylaws, and to update and amend the 100-year old Articles of Incorporation. The next step is a vote of the membership.
## Summary of Proposed Changes

<table>
<thead>
<tr>
<th>Board</th>
<th>Council</th>
</tr>
</thead>
<tbody>
<tr>
<td>Executive Board becomes Board of Directors, with overall responsibility for matters of governance and finance. Only elected Directors have votes (Presidential Line, Treasurer, nine Council members including Speaker of Council).</td>
<td>Council becomes Council of Representatives, chaired by new Speaker, and will focus on all matters of science and membership, including science policy, prizes and awards, Units, membership, etc. Council of Representatives elects nine directors to Board of Directors.</td>
</tr>
<tr>
<td>Chief Executive Officer (CEO)</td>
<td>New position, appointed by Board of Directors as single point of overall responsibility for day-to-day operations and to create greater coherence across all operations. Nonvoting member of Board of Directors.</td>
</tr>
<tr>
<td>Editor in Chief (EiC)</td>
<td>Editor in Chief to be jointly appointed by CEO and Board of Directors, with responsibility for scientific journals. Reports to CEO but also nonvoting member of Board of Directors.</td>
</tr>
<tr>
<td>Treasurer</td>
<td>New position of Treasurer directly elected by members to serve on Board of Directors and Council of Representatives to provide overall financial oversight. CEO will define and staff senior positions, expected to include Publisher and Chief Financial Officer.</td>
</tr>
<tr>
<td>Foundational Documents</td>
<td>Originally adopted in November 1914, Articles of Incorporation to be amended and restated. Essential for legal nonprofit status in District of Columbia. Constitution and Bylaws modernized into single document with operational details in Policies and Procedures manuals.</td>
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### What is Happening and Why (continued from page 1)

- Jun 2014: Discussion of Corporate Reform plan at ad hoc Council meeting.
- Jul 2014: Refinement of Corporate Reform plan.
- Aug 2014: Vote to accept Corporate Reform plan at ad hoc Council meeting. APS member comment period begins.
- Sep 2014: APS member comment period ends. Council evaluates comments received and revises Corporate Reform plan, as needed.
- Oct 2014: APS member voting period begins.
- Nov 2014: APS member voting period ends. Vote to accept Corporate Reform plan at Council meeting.
- Dec 2014: Transition to new governance and senior leadership structures begins.
- Oct 2015: Transition to new governance and senior leadership structures is completed.

## How will the Constitution and Bylaws change?

- They will be combined into one, high-level (Constitution & Bylaws) document. Policies and Procedures (P&Ps) manuals will contain details about APS structure and operations not explicitly described in the Constitution & Bylaws.
- The Constitution & Bylaws can be amended. A new Governance Committee, created by the Board of Directors, will consider and report on proposals to amend the Constitution & Bylaws.

## Will the President Line structure change?

- No. It will continue to have four APS membership-elected members, each serving a four-year term, with one year spent in each office: Vice President, President Elect, President, and Past President.
- Will the staff leadership (Operating Officers) structure change?
  - Yes. The current triumvirate will be replaced by a Chief Executive Officer (CEO), with an Editor in Chief (EiC) and other senior staff (expected to include a Publisher and Chief Financial Officer (CFO)) reporting to the CEO. This CEO-led model is typical of modern society leadership.

## Is the intent to downsize APS staff?

- No. The Corporate Reform plan is focused on the governance and senior leadership structures of APS.

## What will be the role of the Chief Executive Officer (CEO)?

- The CEO will manage the operations of the Society. All APS staff will report to the CEO.

## Who will hire and supervise the Chief Executive Officer (CEO)?

- The Board of Directors.

## What will be the role of the Editor in Chief (EiC)?

- The EiC will continue to have responsibility for the scientific journals published by the Society.

## Who will hire and supervise the Editor in Chief (EiC)?

- The Chief Executive Officer (CEO) and Board of Directors will jointly select and appoint the EiC. The EiC will report to the CEO.

## Will the Council change?

- Yes. It will be renamed the Council of Representatives and will focus on all matters of science and membership, including science policy, prizes and awards, Units, meetings, etc. It will consist of the Presidential Line, an APS membership-elected Treasurer, eight APS membership-elected Councilors, additional Councilors representing APS Units (Divisions, Forums, and Sections), additional Councilors representing APS Committees (for example, the Panel On Public Affairs (POP)), and a Council-of-Representatives-elected Councilor to act as Speaker of the Council. In addition, the Chief Executive Officer (CEO) and Editor in Chief (EiC) will be non-voting members. The Council of Representatives may also request other persons to sit with them as advisors. Each regular Councilor will serve a four-year term. The Speaker will preside over Council of Representatives meetings.

## Will Unit representation on the Council change?

- No. However, because the Council of Representatives will focus on scientific issues, the APS Units may receive more attention.

## How will the Treasurer be different from the Publisher?

- The Treasurer will be an APS membership-elected member of the Council of Representatives and Board of Directors. The Treasurer will be responsible for oversight of both financial affairs (required by the new DC statutes) and deployment of financial resources to best achieve the mission of the Society. The Treasurer/Publisher is an Operating Officer. The ‘Publisher’ part of this senior staff position acts more as a Chief Financial Officer (CFO). The CFO is expected to be a senior staff position, reporting to the Chief Executive Officer (CEO).

## How will the Publisher be different from the Treasurer/Publisher?

- The Publisher is expected to be a senior staff position, reporting to the Chief Executive Officer (CEO).

## How often will the Council of Representatives meet?

- At least twice a year. Most likely, more often.

## What will happen if the new governance and leadership structures don’t work?

- The Constitution & Bylaws can be amended. A new Governance Committee, created by the Board of Directors, will be responsible for reviewing the effectiveness of governance structures and processes and for making recommendations to the Board of Directors and Council of Representatives.

## What should I do if my question is not listed here?

- Email corporate-reform@aps.org.

## What should I do if I want more detail?

- Visit the APS Corporate Reform webpage at www.aps.org/about/reform for videos, slide presentations, and copies of documents mentioned here.
Committee on Corporate Reform Perspective: How APS Operates Now

Not best practice; not in compliance with new DC laws of incorporation

- Constitutionally, the ultimate governing authority for both fiduciary and science matters, but such a large body unsuited for fiduciary responsibility
- Authority delegated from Council, but in fact acts as Board of Directors
- Unusual triumvirate executive structure of co-equal Operating Officers has led recent presidents to feel that they have had to act as CEO

Realigning APS Governance

- Membership
  - Presidential Line
  - Unit, International, and General Councilors
  - Treasurer
  - EiC* Exec Officer* Treasurer/Publisher*

- Executive Board
  - Presidential Line
  - Treasurer
  - EiC* Exec Officer* Treasurer/Publisher*

- APS Council
  - Fiduciary
  - Science

- Presidential Line
  - Speaker
  - Treasurer (Legally required)
  - Unit, International, and General Councilors, Treasurer and PL

- Board of Directors**
  - (Legally required and has ultimate fiduciary responsibility)
  - Council elects 9 Directors to Board including Speaker

- Council of Representatives**
  - (Delegated responsibility for Science and Science Policy and oversight of most APS Committees)
  - All voting members elected
  - *Ex officio nonvoting members of the Board and Council
  - Executive positions specified in the Constitution & Bylaws

Composition and Function of Governing Bodies* and CEO**

- Board of Directors
  - Focus on Operations
  - Presidential Line (President, President Elect, Vice President, Past President)
  - Treasurer
  - 9 Directors elected from/by Council (including Speaker)
  - 1 Director, as needed (nonvoting appointed)
  - CEO (nonvoting ex officio)
  - Editor in Chief (nonvoting ex officio)

- Council of Representatives
  - Focus on Science
  - Presidential Line
  - Speaker
  - Treasurer
  - Representation of Units, as currently
  - 4 General
  - 4 International
  - Advisor(s), as needed (nonvoting)
  - CEO (nonvoting ex officio)
  - Editor in Chief (nonvoting ex officio)

CEO Functions
- Accountable for operations and publications of the Society
- Focus on mission and vision
- Manage executive staff
- Strategic planning with Board of Directors
- Facilitate relationships
- An important outward face of APS**

Board Composition
- Presidential Line (President, President Elect, Vice President, Past President)
- Treasurer
- 9 Directors elected from/by Council (including Speaker)
- 1 Director, as needed (nonvoting appointed)
- CEO (nonvoting ex officio)
- Editor in Chief (nonvoting ex officio)

Board Functions
- Determine strategy for the Society
- Oversee financial affairs of the Society
- Shared oversight of publications
- Oversee other Operations of the Society
- Hire and oversee CEO
- The President speaks on behalf of the Board and represents APS externally**

CEO Functions
- Accountable for operations and publications of the Society
- Focus on mission and vision
- Manage executive staff
- Strategic planning with Board of Directors
- Facilitate relationships
- An important outward face of APS**

Council Composition
- Presidential Line
- Speaker
- Treasurer
- Representation of Units, as currently
- 4 General
- 4 International
- Advisor(s), as needed (nonvoting)
- CEO (nonvoting ex officio)
- Editor in Chief (nonvoting ex officio)

Council Functions
- Oversee Unit activities
- Oversee policy statements
- Shared oversight of publications
- Final approval of amendments to Constitution & Bylaws
- Oversee scientific meetings, membership issues, and Prizes and Awards
- Elect 9 Councilors to the Board including Speaker

* As outlined in the proposed APS Constitution & Bylaws
**September 2014: Revised/added for clarity in light of member comments

Oversight Of APS Committees

<table>
<thead>
<tr>
<th>Board of Directors</th>
<th>Shared Oversight</th>
<th>Council of Representatives</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit Committee</td>
<td>Physics Policy Committee (PPC)</td>
<td>Committee on Careers and Professional Development</td>
</tr>
<tr>
<td>Executive Committee</td>
<td>Panel on Public Affairs (POPA)</td>
<td>Committee on Committees</td>
</tr>
<tr>
<td>Finance Committee</td>
<td>Publications Oversight Committee (POC)</td>
<td>Committee on Education</td>
</tr>
<tr>
<td>- Budget Committee</td>
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<td>Committee on Informatino the Public</td>
</tr>
<tr>
<td>- Investment Committee</td>
<td></td>
<td>Committee on International Freedom of Scientists</td>
</tr>
<tr>
<td>Governance Committee (Subsumes Committee on Constitution and Bylaws)</td>
<td></td>
<td>Committee on International Scientific Affairs</td>
</tr>
</tbody>
</table>

* As outlined in the proposed APS Constitution & Bylaws
**September 2014: Revised/added for clarity in light of member comments
Voting Timeline

- Aug 16, 2014: First Council vote
- Aug 25, 2014: Member comments
- Sept 24, 2014: Council evaluates comments
- Oct 6, 2014: Member voting
- Nov 10, 2014: Second Council vote
- Nov 22, 2014: Voting ends

Transition Timeline

- Nov 22, 2014: Transition begins
- July 2015: Negotiations with CEO candidate
- Aug 2015: CEO search begins
- Oct 31, 2015: Transition ends
- Aug 25, 2014: Negotiations with CEO candidate
- Sept 24, 2014: CEO joins APS
- Oct 6, 2014: Secretary and interim Treasurer appointed
- Nov 10, 2014: Speaker elected by Council of Representatives
- Nov 22, 2014: Board of Directors and Council of Representatives formed
- July 2015: Member voting
- Aug 2015: CEO search begins
- Oct 31, 2015: Transition ends

Thoughts from past APS Presidents

Robert Byer (2012 President):
The goal of the reorganization is to form a modern Board of Directors that has the time and structure to give serious consideration to long-term aspects of the future of the APS.

Cherry Murray (2009 President):
Under the new governance structure, I think the Society will run much more effectively and the members of Council will be more empowered to oversee what the Society does in its scientific and policy matters.

Myriam Sarachik (2003 President):
I believe a thoughtful re-examination of our governance structure is timely. However, we must be careful to insure that the ingredients that have made APS so special—the broad participation and influence of its members, the feeling that we, as members, run the APS—are not lost in the process.

Barry Barish (2011 President):
Restructuring the APS is not a new idea! During my era on the Presidential Line and as APS President three years ago, we considered making changes to the basic organizational structure of the APS. ...The new structure will create a more flexible organization, able to deal better with change and new initiatives ...

William Brinkman (2002 President):
During my presidency, it always seemed to me that there were several issues that needed to be addressed. Among staff there was no one person in charge. It was run by a triumvirate, the Treasurer, the Editor in Chief and the Executive Officer. The proposed reform addresses this issue by creating a new position, a Chief Executive Officer. This is the right thing to do.

Michael Turner (2013 President):
Your elected leaders, the APS Council, studied corporate reform for nine months and decided—without a single dissenting vote—that this modernization is needed to ensure that the APS remains the vibrant, world-leading physics organization that it is today. Read why they did so and then affirm their decision with your vote when your ballot arrives in October.