

NOTIFICATION OF PROPOSED AFSA BYLAW AMENDMENTS FOR REFERENDUM

At the November 2018 AFSA Governing Board meeting, the Governance Committee brought forward several motions to amend the AFSA bylaws. Each motion was discussed and brought to a vote. Motions that were adopted by a simple majority of board members are below for AFSA members' consideration.

Pursuant to the AFSA Bylaws, the proposed amendments must be put to the full AFSA membership in a referendum. From March 1 through April 15, 2019, the Committee on Elections shall accept statements submitted in opposition to individual proposals and signed by not less than 10 members. No two statements shall be signed by the same member. To submit a statement to the Elections Committee, contact election@afsa.org.

On April 28, 2019, ballots will be emailed to all AFSA members and will contain the statements in support of and in opposition to the proposed amendments. Each proposal will be voted on individually.

To review the AFSA bylaws in their entirety, visit <http://www.afsa.org/afsa-bylaws>.

Amendment Number 1

Amend Article II by adding, "*To support, defend, and enhance the Foreign Service Act of 1980, the foundation legislation of the Foreign Service of the United States.*"

Language if adopted would read:

In accordance with the general purposes and objectives set forth in the Certificate of Incorporation, the following are declared to be the primary purposes and objectives of this association:

- To further the interests and well-being of the members of the association;
- To represent the members of the Foreign Service of the United States, in accordance with Chapters 10 (Labor-Management Relations) and 11 (Grievances) of the Foreign Service Act of 1980;
- To work closely with the foreign affairs agencies, the Congress, and other interested institutions and individuals to strengthen the ability of the foreign affairs community to contribute to effective foreign policies;
- To accept and receive gifts, grants, devises, bequests, and funds as may be donated or otherwise given to this association by any person or persons, group or groups, and to utilize or dispose of the same for the purposes of this association, or as directed by said donors;
- To maintain and operate a scholarship fund and such other funds as may be established by the board commensurate with the purposes and objectives of the association;
- To publish *The Foreign Service Journal* and other official organs of the association; and

- To carry on such other activities as may be deemed practicable in order to serve the interests of the association or its members.
- **To support, defend, and enhance the Foreign Service Act of 1980, the foundation legislation of the Foreign Service of the United States.**

Justification: The Foreign Service Act by statute places the Foreign Service at the center of the American foreign policy process. The Act confers upon AFSA, as the exclusive employee representative, authorities unique in the federal service to negotiate personnel policies and procedures. AFSA also has the unique ability and responsibility to ensure that Government and private stakeholders understand, appreciate and support the role of the Foreign Service. If the Act is diluted or abolished, the State Department could become just another federal agency and AFSA could become just one of many professional organizations interested in foreign policy.

<p>Amendment Number 2</p>

Amend Article V, Section 1 by adding “Upon taking office, board members shall sign a Code of Conduct that includes restrictions against conflicts of interest. Within two months of taking office, board members shall participate in a session orienting them on AFSA’s policies, procedures, and missions. That orientation shall include an explanation of board members’ individual and collective fiduciary responsibility. The board may select one of its members to serve as a non-executive chair (or presiding officer) for six month renewable terms and, in consultation with the president, set board meeting agendas and conduct board meetings in accordance with Robert’s Rules of Order.

Language if adopted would read:

Section 1. General: This association shall be governed by a Governing Board (herein called “the board”) consisting of regular members in good standing, elected by the regular membership biennially for two-year terms as officers or representatives in the manner provided in Section 4 below. No member may serve more than four full consecutive terms (i.e., eight consecutive years) in any one position on the Governing Board.

Upon taking office, board members shall sign a Code of Conduct that includes restrictions against conflicts of interest. Within two months of taking office, board members shall participate in a session orienting them on AFSA’s policies, procedures, and missions. That orientation shall include an explanation of board members’ individual and collective fiduciary responsibility. The board may select one of its members to serve as a non-executive chair (or presiding officer) for six month renewable terms and, in consultation with the president, set board meeting agendas and conduct board meetings in accordance with Robert’s Rules of Order.

Justification: Given the growth over the past 20 years of AFSA’s membership, activities, staffing, budgets and managed funds, it is increasingly important that colleagues who volunteer to serve on the AFSA Governing Board have the requisite knowledge and training to effectively exercise their oversight

responsibilities. These proposed changes advance that goal, along with allowing the president to delegate to another board member the task of organizing and running monthly board meetings. The chair is the steward of the organization's agenda. The chair may be selected from any duly-elected Board member, including the President.

Amendment Number 3

Amend Article V, Section 2 by striking: *"The board is empowered to promulgate and implement the regulations and policies of the association; appoint and oversee its committees and its objectives; and supervise the disbursement of its funds."* and inserting *"The board is empowered to establish the policies and regulations of the association and to monitor their implementation by the officers and staff; to assess the degree to which objectives are being achieved; to appoint committees; and to approve annual budgets."*

Language if adopted would read:

Section 2. Authority and Responsibility: **The board is empowered to establish the policies and regulations of the association and to monitor their implementation by the officers and staff; to assess the degree to which objectives are being achieved; to appoint committees; and to approve annual budgets.**

The board is responsible for:

- (a) managing the property and affairs of the association;
- (b) adopting rules and policies for the conduct of association business;
- (c) maintaining fiscal integrity in the conduct of the affairs of the association, including provisions for accounting and financial controls, and for providing regular financial reports or summaries to the membership;
- (d) to the extent practicable, keeping the membership currently informed on, seeking its advice before making decisions on, and informing it promptly of its decisions on important matters affecting the membership, the Foreign Service, and the association;
- (e) facilitating communication from any member(s) to the membership, or any practicable portion thereof, on association business, at the expense of the member(s) initiating the communication;
- (f) ensuring that persons in any position of authority at any level of the association do not engage in business or financial activities or have financial interests which conflict with their duties to the association or its members; and
- (g) reporting to the membership annually on its management of the association's affairs and finances, and its plans and budget for the succeeding year.

Justification: These changes clarify the board’s policy-making and oversight powers while noting that implementation is largely done by officers and staff.

Amendment Number 4

Amend Article V by adding “*Section 9. Board decisions, including approvals of policies, regulations, standard operating procedures, position descriptions, the Employee Handbook, contracts, and written commitments as well as board appointments to standing committees, and other official actions, remain in effect unless changed by subsequent board action.*”

Justification: Virtually all the organizations researched have a similar duration policy. Such a policy ensures continuity during board transitions, while future boards retain the power to rescind, amend or replace prior board decisions except where prohibited by these bylaws, case law, or legal contracts.

Amendment Number 5

Insert a new article between Article V and VI with the following text:

Article VI. The Officers

Section 1. General. Officers of the association shall be the President, the Secretary, and the Treasurer elected by all AFSA members, and constituency Vice Presidents elected by their constituencies as described in Article III, Section 4. The officers together with the staffs they manage are responsible for executing the policies established by the GB. The Officers report to the GB to whom they submit monthly oral and/or written reports. Officers may be asked to serve in an acting capacity for other AFSA officers as needed.

Section 2. The President. The president is the chief elected officer the association. Consistent with their responsibilities, the president and other officers shall be provided the authorities and resources to achieve the missions assigned. The president represents all members from all branches of the Foreign Service, including retirees, and serves as the primary voice of the Foreign Service, by communicating with the Congress, media, AFSA membership and elsewhere. The president reports to the board and develops and provides policy guidance and management oversight to the association’s professional staff. The president serves as an ex-officio member of all committees (except elections). The president may establish an advisory council of volunteer members of the Foreign Service or the public at large to advise the president on issues of interest to AFSA.

Section 3. The Secretary. The secretary oversees the keeping of the official records of the board. The secretary takes the lead on board governance issues and coordinates orientation of new board members.

Section 4. The Treasurer. The treasurer serves as the chief financial officer of the Governing Board. The treasurer oversees budget planning and execution, as well as investment portfolio management, collaborating with AFSA staff in these matters.

Section 5. The Vice Presidents. The vice presidents for the agencies represented by AFSA serve as the primary labor negotiators for employees in their bargaining units. They advise the president and other board members on workforce policies affecting their constituencies. They have a duty of fair representation as the exclusive employee representative of all employees within their bargaining units and negotiate collective bargaining agreements covering all employees in each unit described in Sections 1012 and 1013 of the Foreign Service Act. In coordination and with guidance from the president, they represent their constituents with the public, including the Congress.

Section 6. The Retiree Vice President. The retiree vice president serves as the primary advocate for retirees and, in coordination with the president, takes the lead on advocacy and outreach on retirement issues. The retiree vice president is responsible for finding and recommending to the Executive Committee and the Governing Board retired AFSA members to serve on and give the Foreign Service perspective to the Foreign Service Grievance Board (FSGB) and the Foreign Service Labor Relations Board (FSLRB).

Section 7. Smaller Constituencies. Board members representing agencies with fewer than 100 AFSA members perform the same activities and have the same responsibilities as the Vice Presidents. “

Justification: The current bylaws mention the existence of various officers, but then fail to establish their duties, authorities and activities. This constitutes a “worst” practice which no other organization we researched displayed. This addition establishes officer “best practices” as demonstrated in the organizations we studied and, indeed, delineates what our officers have actually been doing in recent years.

Amendment Number 6

Amend Article VI, Section 1 by inserting a new subparagraph “(a) Executive Committee. The Executive Committee shall be composed of the officers of the association as defined in Article V, Section 3. It will meet inter-sessionally between board meetings and is chaired by the president if available. AFSA staff members may be invited to attend discussions on matters pertaining to their responsibilities. The committee will support the board by reviewing and revising as necessary the proposed annual budget for presentation to the board for approval, reviewing existing and proposed new standard operating procedures and similar documents for presentation to the board for approval; and discussing other matters impacting the interests of AFSA members and bringing any proposal resulting therefrom to the board for decision. The committee will support the president in implementing the policies of the board by providing a forum for discussions, discussing staff matters that impact the core functions of AFSA such as staffing reorganization and deciding matters that do not rise to the level of board action. All decisions of the Executive Committee shall be reported to the next session of the Governing Board for ratification.”

Language if adopted would read:

Section 1. The following committees and boards shall exist on a permanent basis:

(a) Executive Committee. The Executive Committee shall be composed of the officers of the association as defined in Article V, Section 3. It will meet inter-sessionally between board

meetings and is chaired by the president if available. AFSA staff members may be invited to attend discussions on matters pertaining to their responsibilities. The committee will support the board by reviewing and revising as necessary the proposed annual budget for presentation to the board for approval, reviewing existing and proposed new standard operating procedures and similar documents for presentation to the board for approval; and discussing other matters impacting the interests of AFSA members and bringing any proposal resulting therefrom to the board for decision. The committee will support the president in implementing the policies of the board by providing a forum for discussions, discussing staff matters that impact the core functions of AFSA such as staffing reorganization, and deciding matters that do not rise to the level of board action. All decisions of the Executive Committee shall be reported to the next session of the Governing Board for ratification.”

- (b) Committee on Elections: The Committee on Elections shall have full power within the association, subject to applicable law, regulation, these bylaws and the association budget, to conduct regular elections for Governing Board, recall elections, referenda, and any vote on amendments to these bylaws. The committee shall establish regulations for these procedures and interpret relevant sections of the bylaws, resolve disputes and determine and declare election results.

The Committee on Elections shall be composed of at least five members, including a chair and at least one member from each constituency. The board shall appoint the chair and members of the committee for two-year terms beginning July 15 of each even-numbered year, and shall fill vacancies occurring during such term, but may not remove committee members except on recommendation of the committee or in accordance with disciplinary procedures. Committee members shall be impartial in the performance of their duties while serving, and for six months thereafter they shall not be board members or candidates or nominators thereof, or accept appointment to the chair of any other committee.

- (c) Constituency Standing Committees: Standing committees for each constituency shall have primary responsibility, subject to the overall guidance of the board, for the interests of members of said constituencies in general and in particular for members assigned in the Washington area. The board shall appoint, and determine the terms of, the chair and the members of each constituency standing committee from among the members within each such constituency.
- (d) Journal Editorial Board: The board shall appoint and determine the terms of the chair and members of the *Journal* Editorial Board who, under the overall guidance of the board, shall be specifically responsible for the editorial policy of *The Foreign Service Journal*.
- (e) Scholarship Committee: The board shall appoint and determine the terms of the chair and members of the Scholarship Committee who, under the overall guidance of the board, shall develop policies and criteria for awards under the association's scholarship programs.
- (f) Awards and Plaques Committee: The board shall appoint and determine the terms of the chair and members of the Awards and Plaques Committee who, under the overall guidance of the board, shall develop criteria and make recommendations for awards and honors.

Justification: This bylaw addition establishes as a permanent committee the Executive Committee which has operated as an ad hoc committee in recent decades. The Executive Committee is a forum for the president to consult with other senior AFSA officers to elaborate and define issues for presentation to the Governing Board for decision.