

**BYLAWS OF
THE AMERICAN SOCIETY OF ACCESS PROFESSIONALS**

ARTICLE I - Name

Sec. 1. Name. The name of this organization shall be the American Society of Access Professionals ("Society"), a nonprofit corporation incorporated in the District of Columbia.

Sec. 2. Location. The office of the Society shall be located in the District of Columbia or in such other locality as may be determined by the Board of Directors.

ARTICLE II - Purposes

Sec. 1. Purposes. The principal purposes of this Society shall be:

- to provide to the public education, information and training that enhances awareness and understanding of statutes pertaining to the availability and management of government records or information;
- to promote improved liaison, communication and cooperation among persons who use, administer, interpret or implement these "access laws" (i.e., freedom of information, privacy protection, open meetings, fair credit reporting, etc.);
- to foster understanding and appreciation of principles of fair information practice; and
- to cooperate with government agencies, private organizations, and congressional committees in seeking creative solutions to problems inherent in such laws or legislative proposals.

ARTICLE III - Membership; Dues

Sec. 1. Qualification. All members shall be individuals, not firms or organizations. Any person may become a member of the Society upon payment of dues. All members agree to abide by the Society's Bylaws and to subscribe to the Society's Statement of Purposes as provided herein. Members are subject to dues payment as prescribed by the Board of Directors.

Sec. 2. Membership Categories. Standard membership categories are defined as Regular, Student and Associate.

Regular – A Regular member is any individual who has an interest in the FOIA or Privacy Act, and does not fit into another membership category. A Regular member includes, but is not limited to, individuals who are practitioners, requestors, attorneys representing FOIA and privacy interests, academics, authors, consultants, and researchers.

Regular members in good standing shall have voting privileges in the Society. Each Regular member is entitled to one vote. Any Regular member may hold elective office. Regular members shall receive all benefits of membership as such benefits are set forth by the Board, as well as any additional benefits as may be adopted by a majority vote of the Board of Directors.

Student – A Student member is any individual who is at least a part-time student. Student members shall have all the rights and privileges accorded to Regular members.

Associate – An Associate member is any individual who is employed by a commercial vendor/contractor for the primary purpose of selling products or services to the access/privacy community (and in particular government agencies). Associate members shall have all the rights and privileges accorded to Regular members with the exception of holding elected office.

Special Membership - Special categories of membership, such as Member Emeritus, Life, Honorary or Retired may, upon recommendation of the Board, be conferred upon a Regular member or other nominated individual under such terms as the national Board of Directors shall determine from time to time. Current Board members are ineligible for nomination. Persons holding special memberships shall have no voting rights, are not subject to dues payments and may not hold elected positions.

3. Dues. Annual membership dues shall be set by the Board of Directors . The membership year runs October 1 – September 30. Members whose dues are unpaid for sixty days shall be subject to termination of membership without requirement of notice.

ARTICLE IV – Board of Directors

Sec. 1. General Powers. The general management of the Society shall be vested in the Board. The Board may delegate such powers as it deems desirable to any officer, member or committee.

Sec. 2. Responsibilities. Routine business shall be conducted by a quorum of the Board. The consent of a majority of the Board shall be necessary to effect or change policy and to commit large or significant expenditures. At all meetings of the Board a majority shall be present to constitute a quorum for the transaction of any business. The Board members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum at the meeting.

Sec. 3. Composition. The Society shall be governed by an eleven-member Board of Directors (“Board”) consisting of the President, Vice President, Secretary, Treasurer (“officers”), six Directors and the Immediate Past President. At least one member of the Board will be from a non-government entity. The officers and six Directors shall be elected by ballot of the general membership. Each member of the Board shall have one vote.

Sec. 4. Terms of Office. The President, Vice President, Secretary, and Treasurer shall be elected to a two-year term; with the President and Secretary elected on odd years, and the Vice President and Treasurer elected on even years. The six Directors shall be elected to two-year terms. No person may serve on the Board for more than three consecutive terms. None of the restrictions in these Bylaws shall prevent the Immediate Past President from serving on the Board following his or her term as President. The term of office shall be by calendar year.

Sec. 5. Restrictions. No more than two persons from the same functional organization or agency may serve on the Board at the same time.

Sec. 6. Meetings. The Board shall meet at the call of the President at least four times per year. Telephonic participation shall constitute presence in person at meetings. A majority of the members of the Board may call a special meeting for extraordinary reasons.

Sec. 7. Vacancies. In the event of a vacancy on the Board, the remaining members of the Board shall by majority vote elect a person from the general membership to fill the unexpired term.

Sec. 8. Removal. The Board shall have the power to remove from the Board any Director who is absent from more than two consecutive regular Board meetings. Removal shall be by a majority vote of the Board.

ARTICLE V - Officers

Sec. 1. Elected Officers. The elected officers of the Society shall be President, Vice President, Secretary and Treasurer. New officers are elected by the membership and serve until their successors have been duly elected.

Sec. 2. President. The President shall be the Chief Executive Officer, and shall preside at all meetings of the general membership and the Board. The President has the responsibility to assure the smooth functioning of the Society. The President has the power to convene meetings of the Board, present plans and alternatives for the Board's consideration and vote, and convene emergency meetings of the general membership. The President shall work closely with all committees to assure their smooth operation, and shall be an ex officio member of all committees.

Sec. 3. Vice President. The Vice President shall exercise all powers of the President in the President's absence or incapacity and shall perform other duties as may be assigned by the President or Board. The Vice President shall automatically succeed to be president in the event that the office of president becomes vacant.

Sec. 4. Secretary. The Secretary shall oversee the minutes and votes of all meetings of the Board and the general membership. The Secretary shall perform other duties as assigned by the Board.

Sec. 5. Treasurer. The Treasurer shall be responsible for the Society's budget and monthly financial statements to the Board. The Treasurer shall present an annual financial statement to the membership. The Treasurer shall be responsible for the Society's books, make deposits, sign checks for expenditures, and collect and record dues and other income. The Treasurer is responsible for verifying the legitimacy of expenditures. The Treasurer shall also oversee the filing of the annual tax return. The Treasurer shall be an ex officio member of all committees. The Treasurer shall perform other duties as assigned by the Board.

ARTICLE VI - Committees

Sec. 1. Committees. The Board shall establish Nominating and Tellers Committees. The Board may establish Training, Symposium, and Luncheon committees. The Board may create other committees as needed on a standing or ad hoc basis.

Sec. 2. Chairs. With the approval of the Board, the President shall appoint the chairs for all committees.

Sec. 3. Committee Members. The chairs of all committees shall appoint their committee members.

Sec. 4. Committee Structure. Each committee shall operate pursuant to the purpose and function as approved by the Board.

ARTICLE VII - Meetings

Sec. 1. Meetings. The general membership shall meet at least once a year.

Sec 2. Special Meetings. Special Meetings of the Society may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by five percent (5 %) of the Voting Members, within thirty (30) days after the filing of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

ARTICLE VIII - Nominations and Elections

Sec. 1. Nominations. Nominations for officers and members of the Board shall be made by a Nominating Committee. The Nominating Committee shall consist of no fewer than three and no more than five members of the Society, appointed by the President with the approval of the Board. No member of the Nominating Committee may be nominated. Candidates must be members in good standing. The Nominating Committee shall help solicit and shall select candidates to be placed on the ballot, with the goal being to balance the Board so that it best represents the Society's mission, goals and guiding principles. The ballot must include a provision for write-in candidates. The Nominating Committee shall ensure that no more than two persons from the same functional organization or agency serve on the Board at the same time.

Sec. 2. Elections. Elections shall be held once a year, by written or electronic ballot of the entire membership. Members shall have 20 days to return the ballots.

Sec. 3. Tellers. With the concurrence of the Board, the president shall appoint a Tellers Committee of three persons responsible for tallying ballots. The President shall designate one member of the Committee to be chair. No member of the Tellers Committee shall serve on the Nominating Committee or shall be a nominee for the election being tallied.

ARTICLE IX - Insurance

Sec. 1. Insurance. The Society shall maintain an appropriate directors & officers liability insurance policy. In the event the policy calls for individual retentions (deductibles), the Society may pay this cost incurred with the defense, suit or proceeding in which the covered individual was made a party by reason of having been a Board member, committee member, staff or volunteer. This shall not extend to matters to which the party was adjudged to be liable for misconduct in the performance of his duty. Expenses incurred in defending an action, suit or proceeding may be paid by the Society in advance of final disposition of such action, suit or proceeding upon receipt of agreement by the defendant Director or Officer to repay such amount if it shall be ultimately determined that he is found to be guilty of misconduct.

ARTICLE X - Amendments

Sec. 1. Amendments. Amendments to these Bylaws may be proposed by a majority vote of the Board or by written petition of fifteen percent (15%) of the general membership. The membership shall be advised at least thirty (30) days prior to any vote on a proposed amendment.

Sec. 2. Ratification. Ratification shall require a majority of the affirmative vote of the general membership that casts ballots. Voting shall be by written or electronic ballot or at a meeting of the general membership.

ARTICLE XI - Dissolution

Sec. 1. Dissolution. In the event the Society needs to dissolve, the Board of Directors shall present a plan to do so to the general membership. An affirmative vote of two-thirds (2/3) of the general membership in good standing that casts ballots is needed to dissolve the Society. Voting shall be by written or electronic ballot or at a meeting of the general membership. The general membership shall be advised at least thirty (30) days prior to a vote to dissolve the Society. In the event of dissolution, all assets remaining after satisfaction of all just liabilities and obligations shall be turned over to one or more nonprofit organizations(s) exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and whose objectives are compatible with the Society, as designated by the Board. No financial benefits or emoluments shall accrue to any member of the Society or the Board by virtue of their position on the Board or as a member of the Society during the Society's existence or upon its dissolution.

These Bylaws are effective January 1, 1985.

Revised: November 01, 1991
Revised: December 11, 2000
Revised: December 09, 2003
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Revised: June 13, 2011