

NOTICE OF SPECIAL MEETING BY PROXY OF MEMBERS
To Be Held December 22, 2011 at 2:00 p.m.
Conference Call In - 800-244-9194, pass code is 589862

NOTICE IS HEREBY GIVEN, pursuant to applicable provisions of the District of Columbia Nonprofit Corporation Act that a Special Meeting of Members of the American Society of Access Professionals (“ASAP”) will be held by proxy vote on December 22, 2011 at 2:00 p.m., to consider and act upon a proposed amendment to the ASAP Articles of Incorporation.

Specifically, starting January 1, 2012, numerous changes to the District of Columbia law governing DC nonprofit corporations, including ASAP, will go into effect. Although most of the changes will not have a major impact on ASAP’s operations, there is one change that needs to be addressed as soon as possible.

Specifically, as of January 1, 2012, the default quorum requirement under the law for a membership vote will change from 10 percent of the voting members to a majority of the voting members. Because it is difficult to get a majority of ASAP members to vote on any issue, this change is problematic in the event of any required vote at a meeting of members. However, if ASAP’s Articles of Incorporation were amended to set a quorum, the default quorum requirement would be superseded.

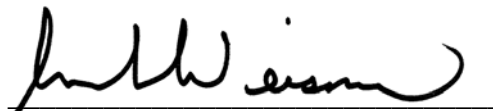
Therefore, to avoid being subject to the new majority quorum requirement, the Board of Directors is recommending that the Articles of Incorporation of ASAP be amended so that a new Article 12 shall be add and shall read as follows:

TWELTH: Twenty-five members of ASAP present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the members.

The ASAP Board has been advised by legal counsel that this proposed amendment is legal and acceptable, and the Board, by unanimous written consent, has approved its submission to the members and urges all members to submit the attached proxy in favor of the amendment by 11:00 a.m. on December 22, 2011.

Date: December 12, 2011

BY ORDER OF THE BOARD OF DIRECTORS



Anne Weismann, ASAP President