

CONSTITUTION AND BYLAWS OF
THE AMERICAN SOCIETY OF ACCESS PROFESSIONALS (ASAP)

ARTICLE I - Name

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

Sec. 2. Location. The office of ~~ASAPthe 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 - Statement of Purposes

Sec. 1. Purposes. The principal purposes of ~~ASAPthis 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 ~~legislative entities~~ congressional committees in seeking creative solutions to problems inherent in ~~access~~ such laws or relevant legislative proposals, insofar as it is consistent with ASAP's tax-exempt status.

ARTICLE III - Membership; Dues

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

Sec. 2. Individual 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 or other access law, and who 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 and contracted employees, acting in a professional, support role.

Regular members in good standing shall have voting privileges, ~~in the Society.~~ Each ~~r~~Regular member is entitled to one vote. Any ~~R~~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 ~~S~~student member is any individual who is enrolled at least ~~a~~ part-time, after high school, at a postsecondary institution ~~student~~. Student members shall have all the rights and privileges accorded to ~~R~~regular members.

Associate – An ~~A~~associate member is any individual who is employed by a commercial vendor/contractor and who is employed for the ~~purposes~~ primary purpose of selling products or services to the access/privacy community, ~~including (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.

Sec. 3. Special Membership.— Special categories of membership, such as Member Emeritus, Life, Honorary or Retired may, upon recommendation of the President or by motion of a member of the Board, be conferred upon any ~~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 special membership until such time as their service on the Board is ended. ~~Individuals nomination. Persons~~ holding special ~~membership~~ memberships shall have no voting rights, are not subject to dues payments, and may not hold ~~elective office~~ elected positions.

Sec. 4

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

Sec. 5. Organizational Membership; Chapters. The Board reserves the power to establish additional classes of membership for government entities and non-government organizations, including corporate bodies and other business entities. Upon petition of any individual member, or group thereof, the Board may consider approving the establishment of a local chapter, under such terms as the Board shall determine.

ARTICLE IV – Board of Directors

Sec. 1. General Powers. The general management of ~~ASAP~~ 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. Day-to-day management of ASAP's Responsibilities. Routine business operations may~~ shall be delegated to a professional management firm, or other paid employee(s), under a contract negotiated and approved ~~conducted by a quorum of the Board.~~

Sec. 2. Quorum. No business of any kind may be transacted at a regular Board meeting unless a majority of the Board is present. The consent of a majority of the Board shall be necessary to effect or change policy and to commit large or significant expenditures (i.e., expenditures greater than \$500). ~~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. ~~ASAP~~ The Society shall be governed by an eleven-member Board ~~of Directors ("Board")~~ consisting of ~~the~~ President, Vice President, Secretary, Treasurer (collectively, ("officers, ")), six Directors and seven at-large Directors, one of whom may be the Immediate Past President. At least one member of the Board ~~shall~~ will be from a non-government entity. The Immediate Past President may choose to serve on the Board as an at-large Director immediately following his or her term as President. The officers and all others ~~six~~ Directors shall be elected by ballot of the general membership. Each member of the Board shall have one vote. In the event there is a tie in any vote, the President shall have an additional vote to be the tiebreaker.

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 ~~terms of these~~ Directors, including the Immediate Past President, shall be two years. The Immediate Past President shall serve one two-year term. In those cases where a sitting President is elected to a second term, the Immediate Past President's position on the Board shall revert to an at-large directorship, which shall be filled in accordance with Article IV, Section 7. ~~two-year terms.~~ No person may serve on the Board for more than three consecutive terms. None of the restrictions in the Constitution and these Bylaws shall prevent the Immediate Past President from serving on the Board for one two-year term 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 ~~non-government~~ functional organization or government agency component 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 and video conference participation shall constitute presence in person at meetings. A majority of the members of the

Board may call a special meeting for extraordinary reasons. All Board meetings shall be guided by an agenda prepared and delivered in advance to all Board members. When not in conflict with any other provisions of the Constitution and Bylaws or other law, the Board should refer to the most recent version of Robert's Rules of Order as a guideline in conducting meetings.

Sec. 7. Vacancies. In the event of a vacancy on the Board, including the position of Immediate Past President, the remaining members of the Board shall by majority vote elect a person from the general membership to fill the unexpired term. An individual elected to fill the position of the Immediate Past President shall serve as an at-large Director.

Sec. 8. Removal. Directors may be removed by members or the Board pursuant to applicable provisions of the Code of the District of Columbia. Removal by members shall be by a majority of the votes entitled to be cast. Additionally,

~~**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 by the Board shall be by a two-thirds majority vote. of the Board.~~

Sec. 9. Conflict of Interest/Transparency. On an annual basis, board members will declare any perceived or potential conflicts of interest to be vetted by the officers on the board.

ARTICLE V -- Officers

Sec. 1. Elected Officers. The elected officers of ~~ASAPthe 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 ~~ASAPthe 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 ~~ASAP'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 ~~ASAP'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 a Nominating ~~Committee 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. With the exception of the Nominating Committee, as set forth in Article VIII, Section 1, The chairs of all committees shall appoint their committee members.

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164 **Sec. 4. Committee Structure.** Each committee shall operate pursuant to the purpose and function as approved by
165 the Board.
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167 **ARTICLE VII -- Meetings**

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169 **Sec. 1. General Meetings.** The general membership shall meet at least once a year.
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171 **Sec 2. Special Meetings.** Special Meetings of ~~ASAPthe Society~~ may be called by the Board ~~of Directors~~ at any
172 time, or shall be called by the President upon receipt of a written request by five percent (5 %) of the Voting
173 Members, within thirty (30) days after the filing of such a request with the President. The business to be transacted
174 at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.
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176 **Sec. 3. Emergency Meetings.** The President may convene an emergency meeting of the general membership if
177 circumstances arise that could not have been reasonably foreseen and require immediate attention and possible
178 action. The quorum for an emergency meeting of the general membership is twenty (20) members.
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180 **Sec. 4. Quorum.** Twenty-five (25) members of ASAP present in-person or by proxy shall constitute a quorum for
181 the transaction of business at any duly called meeting of the members.
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183 **ARTICLE VIII - Nominations and Elections**

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185 **Sec. 1. Nominations.** Nominations for officers and ~~directors~~~~members~~ of the Board shall be made by a Nominating
186 Committee. The Nominating Committee shall consist of no fewer than three and no more than five regular members
187 ~~of the Society~~, appointed by the President with the approval of the Board. No member of the Nominating Committee
188 may be nominated for elected office. Candidates must be members in good standing. The Nominating Committee
189 shall ~~help~~ solicit and ~~shall~~ select candidates to be placed on the ballot, with the goal being to balance the Board so
190 that it best represents the ~~ASAP's Society's~~ mission, goals and guiding principles. The ballot must include a
191 provision for write-in candidates. The Nominating Committee shall ensure that no more than two persons from the
192 same ~~non-government~~~~functional~~ organization or agency component serve on the Board at the same time.
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194 **Sec. 2. Elections.** Elections shall be held once a year, or as otherwise authorized by the Constitution and Bylaws, by
195 written or electronic ballot of the entire membership. Members shall have twenty (20) days to return the ballots.
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197 ~~**Sec. 3. Administration Tellers.** With the concurrence of the election results will be the responsibility Board, the~~
198 ~~president shall appoint a Tellers Committee of three persons responsible for tallying ballots. The President shall~~
199 ~~designate one member of the Executive Director with oversight by Committee to be chair. No member of the~~
200 ~~Board Tellers Committee shall serve on the Nominating Committee or shall be a nominee for the election being~~
201 ~~tallied.~~
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203 **ARTICLE IX -- Insurance**

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

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216 **Sec. 1. Amendments.** Amendments to these Bylaws may be proposed by a majority vote of the Board or by written
217 petition of fifteen percent (15%) of the general membership. The membership shall be advised at least thirty (30)
218 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 ~~ASAPthe 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 ~~ASAPthe 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 ~~ASAPthe 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 ~~ASAP'sthe Society~~, as designated by the Board. No financial benefits or emoluments shall accrue to any member of ~~ASAPthe Society~~ or the Board by virtue of their position on the Board or as a member of ~~ASAPthe Society~~ during ~~ASAP'sthe 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

Revised: November 17, 2006

Revised: April 08, 2010

Revised: June 13, 2011