

ASIS&T Constitution and Bylaws

CONSTITUTION

(as amended June 22, 2000)

Article I. Name

The name of this organization is the American Society for Information Science and Technology (ASIS&T).

Article II. Purpose

The American Society for Information Science and Technology is a non-profit professional association organized for scientific, literary, and educational purposes and dedicated to the creation, organization, dissemination, and application of knowledge concerning information and its transfer. The membership is drawn from all fields in which information is important either as an object of study or as a means to an end.

An auxiliary purpose of the Society is to provide its Members with a variety of channels of communication within and outside the profession, including meetings and publications, and with a service organization to help them in their professional development and advancement.

No part of the net earnings of the Society shall inure to the benefit of any Member or other individual except as reasonable compensation for specific duties performed at the direction of the Society. The Society shall not carry on propaganda or attempt to influence legislation, except as activities accessory to the pursuit of the above principal purposes for which it is organized.

Article III. Amendment

This Constitution may be amended by a vote of three quarters of the Members of the Society voting on the proposal of change. Such proposal may be by petition of a minimum of 35 Members, filed with the Executive Director, or by proposal of the Board of Directors. Such proposal shall be voted upon within 100 days of the date of the petition or of the proposal of the Board. The Executive Director will prepare and send a copy of the proposed amendment, together with a ballot, to each Member, setting forth a date which shall be not less than 60 nor more than 70 days from the mailing of the ballot, by which latter date all ballots which are to be counted must be returned. If approved, the amendment shall be effective as of the date of the next regularly scheduled meeting of the board of directors.

BYLAWS

(as amended November 7, 2006)

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Article 1.0 Membership

Section 1.1 Membership. The Board of Directors shall prescribe procedures for application for membership. The Board of Directors may invite appropriate individuals to become Members and organizations to become Institutional Members. The Board of Directors shall have the power to terminate membership, as set forth in Section 1.8.

Section 1.2 *Types of Membership.* There shall be four classes of membership in the Society: Regular Members, Student Members, Retired Members, and Institutional Members. Regular, Student, and Retired Members shall be designated Individual Members.

Section 1.3 *Regular Membership.* Regular Membership shall be available to any individual who has completed an application form, has met such other qualifications as may be prescribed by the Board of Directors, and has paid the currently stipulated Regular Membership dues. A Regular Member in good standing shall have all the privileges of membership, as established by the Board of Directors, including the right to vote and to hold office in ASIS&T.

Section 1.4 *Student Membership.* Student Membership shall be available to any individual who is regularly enrolled as a full-time or part-time student as defined by the student's institution and certified annually to the Society by the Student Member's faculty advisor, in a degree granting program at a college or university, who has completed an application form and met such other qualifications as may be prescribed by the Board of Directors, and has paid the currently stipulated Student Membership dues. A Student Member in good standing shall have privileges of Regular Membership, as established by the Board of Directors.

Section 1.5 *Retired Membership.* Retired Membership shall be available, on request, to any Regular Member who has been a Member of ASIS&T for the last five years or more, and has retired from active work. The Retired Member shall retain all the rights and privileges of Regular Membership. Retired Members will receive a reduction on all dues and fees as determined by the Board of Directors.

Section 1.6 *Institutional Membership.* Institutional Membership shall be available to any organization, firm, association, or other institution interested in forwarding the purposes and programs of ASIS&T. The Board of Directors shall prescribe the form of application to be used by candidates for Institutional Membership, the amount of dues required, and the privileges of such Members. Each Institutional Member shall designate a Representative who shall have the same rights and privileges of a Regular Member and shall keep the Society advised of the Representative so designated.

Section 1.7 *Partial Year Memberships.* The Board of Directors shall decide whether to provide for partial year memberships and, if so, under what conditions.

Section 1.8 *Termination of Membership.* Membership in the Society may be terminated when continuation is deemed detrimental to the interests of the Society, effective at the end of the administrative year of membership, by a two-thirds vote of the entire voting membership of the Board of Directors. The Member so terminated may request and obtain a review of termination by the Board of Directors prior to the effective date of termination, or by the Members present at the next Annual Business Meeting of the Society. Continuation or termination of membership shall be by two-thirds vote of the entire voting membership of the Board of Directors or by majority vote of Members present and voting at the next Annual Business Meeting.

Article 2.0 Officers and Representatives

Section 2.1 *Elective Officers of the Society.* The elected officers of the Society shall be the President, the President-elect, the immediate Past President, and the Treasurer, all of whom must have been Regular Members of the Society for at least two years at the time of their nominations.

Section 2.11 *The President.* The President shall perform all the duties customary to the office. The President shall serve as the Chair and preside at all business meetings of the Society and all meetings of the Board of Directors and the Board Executive Committee. With the approval of the Board of Directors, the President shall appoint the Committee Chairs, Liaison Representatives, and Board Representatives, except as otherwise provided herein. The President shall also appoint members of Society committees and tellers for every Annual or Special Business Meeting and for each ballot and shall report the names of the tellers to the Executive Director before the meeting or before the ballot is taken.

Section 2.111 The President shall serve for one Administrative Year. The President shall take office upon the adjournment of the meeting of the outgoing Board of Directors following the Annual Business Meeting. No President shall succeed him or herself in office.

Section 2.12 *President-elect.* The President-elect shall be elected annually and hold office as President-elect during one Administrative Year, then as President for the following Administrative Year. The President-elect shall take office upon the adjournment of the meeting of the outgoing Board of Directors following the Annual Business Meeting.

Section 2.121 The President-elect shall preside and act in the temporary absence of the President.

Section 2.14 *Presidential Succession.* If the office of the President becomes vacant, through resignation, incapacity or death, the President-elect shall immediately assume the office of the President, and continue for the remainder of that term and for the full succeeding term. In such event, the Board of Directors may select another Member who may be a member of the Board to serve as Vice President (but not as President-elect) during the remainder of the term in which

the Member is so selected.

Section 2.141 The Board of Directors shall determine whether the Presidency or any other office is vacant and shall so declare. If the office of President is declared vacant, and the President-elect succeeds to the Presidency, the Member serving as Past President shall continue to serve in this capacity on the Board of Directors for the next succeeding Administrative Year.

Section 2.142 If the office of President-elect becomes vacant more than 120 days before an Annual Business Meeting, other than by the assumption of the office of President as provided above, the Nominations Committee shall immediately, with the advice and consent of the Board of Directors or the Board Executive Committee, prepare a ballot for the office of President-elect. A special election for the position of President-elect shall be held within 30 days of the time that the Board or its Executive Committee has approved the ballot. If the office of President-elect becomes vacant less than 120 days before an Annual Business Meeting, other than by the assumption of the office of President as provided in Section 2.14, the Nominations Committee shall prepare a ballot for the office of President-elect, to be voted on at the Annual Business Meeting. The person so elected by this ballot shall assume the office of President at the adjournment of the meeting of the outgoing Board of Directors following the Annual Business Meeting at which the person is elected.

Section 2.143 If the offices of President and President-elect shall both become vacant, the Board of Directors shall select a Board Member to serve as Acting President until the conclusion of the next Administrative year or until a new President and President-elect have been elected.

Section 2.2 Other Elective Officers.

Section 2.21 *Treasurer.* The Treasurer shall be elected by ballot of the membership prior to the Annual Business Meeting in 1977 and every third year thereafter. The person so elected shall take office on the first day of the following Administrative Year and shall hold office for a three-year term.

Section 2.211 The Treasurer shall be responsible for the fiscal records of the Society.

Section 2.212 All nominees for the office of Treasurer shall have had substantial previous experience in financial management.

Section 2.22 *Directors-at-large.* Two of the six Directors-at-large shall be elected annually by ballot from among the voting Members of the Society for terms of three years. Every nominee for Director-at-large must have been a Regular Member of ASIS&T at least one year at the time of nomination. Directors-at-large may not serve consecutive terms on the Board; they are not eligible as nominees for Director-at-large until they have been off the Board for a period of two years. The current Assembly Director and Cabinet Director may not be nominees for Director-at-large until two years have passed since leaving their respective offices.

Section 2.23 *Chapter Assembly Director.* The Assembly Director shall preside over the Chapter Assembly and shall, ex officio, be a member of the Board of Directors with voice and vote. The term shall commence on the first day of the Administrative Year following the Assembly Director's election by the Chapter Assembly. Members of the Chapter Assembly shall elect the Assembly Director for a two-year term in even-numbered years prior to the annual meeting of that year by ballot from among the current assembly representatives, alternates, the current Deputy Assembly Director, and any ASIS&T Member who has served as a representative or on the Chapter Assembly Advisory Committee during the prior three years. The Assembly Director may serve a total of two consecutive terms as Assembly Director. At the completion of this period, the Assembly Director is ineligible to serve on the Board of Directors, except as an elected officer (section 2.1), until two years have passed since leaving the office of Assembly Director.

Section 2.24 *Deputy Chapter Assembly Director.* In the temporary absence of the Assembly Director, the Deputy Assembly Director shall both 1) preside at meetings of the Assembly and 2) act with voice and vote at any meeting of the Board of Directors. The Deputy Assembly Director shall assume such other duties within the Assembly as the Assembly Director shall prescribe. Members of the Chapter Assembly shall elect the Deputy Assembly Director for a two-year term concurrent with the term of the Assembly Director by ballot from among the current assembly representatives, alternates and any ASIS&T Member who has served as a representative or on the Chapter Assembly Advisory Committee during the prior three years.

Section 2.25 *Chapter Assembly Director Succession.* The Board of Directors shall determine whether the office of Assembly Director is vacant, through resignation, incapacity, or death, and shall so declare. If the office becomes vacant, the Deputy Assembly Director shall immediately assume the office of Assembly Director and continue for the remainder of that term. In such event, the Chapter Assembly may elect another member as Deputy Assembly Director to complete the vacated term.

Section 2.26 *SIG (or Special Interest Group) Cabinet Director.* The Cabinet Director shall preside over the Group Cabinet and shall, ex officio, be a member of the Board of Directors with voice and vote. The Cabinet Director shall be elected at the Annual Business Meeting of the Group Cabinet in odd-numbered years from among the current cabinet

representatives and alternates, the current deputy cabinet director, and any ASIS&T member who has served as a representative or on the SIG cabinet steering committee during the prior three years. The Cabinet Director must also have served as an officer in a Special Interest Group for a minimum of one year at the time of election. The Cabinet Director shall take office on the first day of the Administrative Year following the election and shall serve a two-year term. The Cabinet Director may serve a total of two consecutive terms as Cabinet Director. At the completion of this period, the Cabinet Director is ineligible to serve on the Board of Directors, except as an elected officer (section 2.1), until two years have passed since leaving the office of Cabinet Director.

Section 2.27 *Deputy SIG (or Special Interest Group) Cabinet Director.* In the temporary absence of the Cabinet Director, the Deputy Cabinet Director shall both 1) preside at meetings of the Cabinet and 2) act with voice and vote at any meeting of the Board of Directors. The Deputy Cabinet Director shall be a full member of the Cabinet and of the Cabinet Steering Committee. The Deputy Cabinet Director shall assume such other duties within the Cabinet as the Cabinet Director shall prescribe. The Deputy Cabinet Director shall be elected at the Annual Business Meeting of the Group Cabinet in odd-numbered years from among the current cabinet representatives and alternates, the current deputy cabinet director, and any ASIS&T member who has served as a representative or on the SIG Cabinet Steering Committee during the prior three years. The Deputy Cabinet Director must also have served as an officer in a Special Interest Group for a minimum of one year at the time of election. The Deputy Cabinet Director shall serve a two-year term concurrent with the term of the Cabinet Director.

Section 2.28 *SIG (or Special Interest Group) Cabinet Director Succession.* The Board of Directors shall determine whether the office of Cabinet Director is vacant, through resignation, incapacity, or death, and shall so declare. If the office becomes vacant, the Deputy Cabinet Director shall immediately assume the office of Cabinet Director and continue for the remainder of that term. In such event, the Group Cabinet may elect another member with proper qualifications as Deputy Cabinet Director to complete the vacated term.

Section 2.29 *Vacancies in Other Elective Offices.* If a vacancy in any elective office, other than those of President, President-elect or Past President, is declared by the Board of Directors during an Administrative Year, the Board shall elect a Member of the Society to serve in the vacant position during the remainder of the term that has been vacated, provided, however, that if the vacated term extends beyond the current Administrative Year, the ballot distributed immediately prior to the next Annual Business Meeting shall include nominees to complete the vacated term.

Section 2.3 Other Officers and Representatives

Section 2.31 *Executive Director.* The Executive Director of ASIS&T shall have such qualifications as the Board of Directors shall determine and shall serve at the discretion of the Board.

Section 2.311 The Executive Director shall be responsible for the administration of duly authorized programs and activities of the Society. The Executive Director shall be directly responsible to the Board of Directors, but shall serve as executive officer for the President and other elected officers in the performance of their duties.

Section 2.312 The Executive Director shall be the Secretary of the Society, and, as such, shall perform the duties customary to that office.

Section 2.4 *Funds, Collection and Accounting, Membership Lists.* The Executive Director shall bill and receive the dues payments from the Members, and account for funds received. The Executive Director shall maintain the membership lists, shall provide annually to each Chapter a list of its members, and shall certify Group members to their Groups upon proper payment of dues.

Section 2.41 *Record Keeping.* The Executive Director shall be responsible for keeping the minutes of all Business Meetings and meetings of the Board of Directors and Executive Committee, and shall provide a depository for copies of the minutes of all other bodies of the Society. The Executive Director shall maintain and shall be custodian of the records and all other property of the Society.

Section 2.5 *Board and Liaison Representatives.* Members 1) representing ASIS&T with affiliated organizations; 2) on joint bodies including representatives on other international, interdisciplinary, or related organizations; or 3) otherwise serving in liaison capacity between or among ASIS&T and such organizations, shall be divided into two classes. Those Representatives who have the privilege of voting in the other organization shall be designated Board Representatives, and non-voting Representatives shall be designated Liaison Representatives. Liaison Representatives shall serve for a three-year term. Vacancies shall be filled by new appointments as provided in Section 2.11 and any Member so appointed to such a vacancy may be re-appointed. Board Representatives shall be appointed as provided in Section 2.11 either for the term, or the remainder of the term, designated in the regulations of the affiliated organization, or, in the absence of such a designated term, the term shall expire on the last day of the Administrative Year. Vacancies shall be filled by new appointments as provided in Section 2.11. Board Representatives may be re-appointed. The period of all such appointments shall be included in each Representative's notice of appointment and inscribed in the minutes of the Board of Directors.

Section 2.51 Board Representatives, except as otherwise provided, shall both report to and receive counsel from the Board of Directors.

Section 2.52 Liaison Representatives, except as otherwise provided, shall both report to and receive counsel from the Board of Directors.

Section 2.53 All Board and Liaison Representatives shall prepare written reports for the Annual Business Meeting and such interim information for publication as the Board of Directors or the Executive Director shall request.

Section 2.6 *Society Parliamentarian.* The Society Parliamentarian shall be a Member versed in parliamentary procedure and shall be appointed by and serve at the pleasure of the President.

Section 2.61 The Society Parliamentarian shall attend all regular and special meetings of the Membership, the Board of Directors, the Chapter Assembly, and the Special Interest Group Cabinet to provide the presiding officers with procedural counsel. At such times, the Society Parliamentarian shall have no vote, and shall have voice only on procedural questions.

Section 2.62 The Society Parliamentarian shall be available for consultation on procedural matters from any Society body, Officer, or Member.

Article 3.0 Meetings of the Society

Section 3.1 *Business Meetings, Conferences, and Convocations of the Society.* The Board of Directors will provide for the holding of the Annual Business Meetings, Special Business Meetings, Conferences, and such other Convocations of Members as it shall deem necessary or expedient.

Section 3.11 *Business Meetings.* The voting Members of the Society, when assembled for the purpose of transacting Society business, shall constitute a Business Meeting of the Society. The Board of Directors shall provide for an Annual Business Meeting to be held in the last quarter of each calendar year.

Section 3.111 Subject to the delegation of the powers of the Society to other bodies and officers of the Society by the Bylaws, the Business Meetings of the Society shall hold all residual powers granted under its Certificate of Incorporation and Constitution. Any action taken at Business Meetings of the Society may, by Board of Directors action at its next meeting, be referred to the voting membership, on or before the next ballot for acceptance or rejection. Failure of the Board of Directors to so act would immediately make the Business Meeting's action final.

Section 3.2 *Administrative Year.* The Administrative Year shall commence with the adjournment of the meeting of the outgoing Board of Directors following the Annual Business Meeting (section 6.21) each year. The Administrative Year shall conclude with the adjournment of the meeting of the outgoing Board of Directors following the next succeeding Annual Business Meeting.

Section 3.3 *Special Business Meetings.* Special Business Meetings of the Society may be held at such times and places as the Board of Directors may determine. The President shall call a Special Business Meeting upon the written request of a two-thirds majority of the Board of Directors.

Section 3.31 *Notice of Business Meetings.* The Executive Director shall send notice of the time, place, program, and agenda of each Annual and Special Business Meeting to each Member at least 30 days prior to such meetings.

Section 3.4 *Conferences.* At least once a year the Board of Directors shall provide for a Conference of the Society for the purpose of hearing papers or discussions from Members and invited guests or other appropriate activities. Provision shall normally be made for technical exhibits. Conferences may be jointly sponsored by the Society and other organizations. When possible, an Annual Conference shall be held in the fourth quarter of the calendar year, and the program shall include a time for the Annual Business Meeting of the Society.

Section 3.5 *Quorum.* At any Annual or Special Business Meeting of the Society the presence of thirty-five voting Members shall constitute a quorum. At all other bodies of the Society, a majority or ten Members, whichever is a smaller number, shall constitute a quorum.

Section 3.6 *Rules of Procedure.* The rules of procedure of all bodies of the Society shall be according to Robert's Rules of Order (latest edition), so far as applicable and when not inconsistent with these Bylaws. The rules of procedure may be suspended by a majority vote of those present and voting at any meeting.

Section 3.7 *Minutes.* The presiding officer of each body of the Society shall be responsible for seeing that accurate minutes are kept at all meetings and that a copy is forwarded promptly to the Executive Director.

Article 4.0 Dues and Finances

Section 4.1 *Dues.* Annual dues shall be fixed by the Board of Directors for each class of Members.

Section 4.11 The Board of Directors shall also decide the date when dues are payable, the privileges, if any, for early payment, the conditions for withdrawal of privileges for non-payment, and the conditions for reinstatement of privileges.

Section 4.12 *Hardship Considerations.* The dues of any Member may be reduced or remitted by the Board Executive Committee for such period as the Board Executive Committee may designate, for prolonged illness or disability or financial or other hardship, or for other cause deemed sufficient by the Board Executive Committee. During such period the Member shall retain all the rights and privileges of the category of membership.

Section 4.2 *Chapter Dues Allotments.* At the discretion of the Board of Directors, a portion of the dues of each Member, fixed in advance of the fiscal year as part of the Society budget, shall be paid to the Chapter to which the member belongs.

Section 4.3 *SIG Dues Allotments.* The Board of Directors may also appropriate a portion of the current membership dues paid by a Member for the use of each Special Interest Group (SIG) to which that Member may wish to be affiliated. Society Members who join Special Interest Groups may be billed additionally for such membership concurrently with the annual Society dues.

Section 4.4 A Chapter or a Group may collect monies from persons and institutions who are not Members of the Society, to place them on a mailing list for meeting notices and other mailings, but such persons and institutions shall have no vote in Society, Chapter, or Group meetings or balloting.

Section 4.5 *Fiscal Year.* The books and records of the Society shall be kept on a fiscal year to be determined by the Board of Directors.

Section 4.6 *Audit and Bonding.* The Board of Directors shall make provision for an annual audit of the accounts of the Society and for a report on the audit and accounts to the membership, which shall be sent during the first quarter of the succeeding calendar year. The Board of Directors may require any officer or employee of the Society or any member of a Committee of the Society to be bonded in such amounts and on such terms as the Board may fix.

Article 5.0 Nominations and Elections

Section 5.1 At least 100 days prior to each Annual Business Meeting, the Nominations Committee shall nominate at least two nominees for each elective office to be filled and at least twice as many nominees as there are vacancies for Director-at-large, subject to conditions applying to all nominees. Any Member may propose names to the Nominations Committee for any position for which it prepares a ballot. The Nominations Committee shall include, as a nominee on the ballot, any person proposed in writing by twenty or more Members, except that all nominees for the office of Treasurer must meet the qualifications specified in Section 2.212.

Section 5.2 *Ballots.* Whenever any action requires a ballot of the membership of the Society, the Executive Director shall prepare the ballots, including instructions for use, and shall notify the Members that they may vote by returning their marked ballots to the Executive Director and that, to be counted, ballots must be received by the Executive Director on or before a specified date. The date so specified shall be no less than 60 nor more than 70 days from the sending of the ballot. The Executive Director shall supervise the tellers in the counting of all ballots.

Section 5.3 *Voting.* Each Regular, Retired, Student and Institutional Member shall be entitled to one vote at any meeting of the Society or in any ballot. In any balloting, where there are more than two candidates for an office, the candidate(s) having the largest plurality shall be declared elected. If two or more candidates have the same number of votes, the tie shall be broken by lot.

Article 6.0 Board of Directors and Other Bodies

Section 6.1 *Officers Ex-Officio Members of Committees.* The President and Executive Director shall be ex-officio members of all Committees without vote, except as they may be designated voting members of a Committee.

Section 6.2 *Board of Directors.* The Board of Directors shall consist of the President, the President-elect, the immediate Past President, the Treasurer, one Assembly Director, one Cabinet Director, and six Directors-at-large. The Executive Director shall be a member ex-officio, with voice but without vote. Since the Board of Directors constitutes the policy-making body for the organization, it shall delegate detailed administrative functions to the Executive Director, and request and receive advice and recommendations for policy and policy changes from the Executive Director, and from the pertinent Committees.

Section 6.21 *Board Meetings.* The Board of Directors shall meet at least twice a year and at such other times as the President may designate. The outgoing Board of Directors shall meet prior to the start of the Annual Business Meeting and following the same to complete its business. The adjournment of the meeting of the outgoing Board of Directors following the Annual Business Meeting will commence the succeeding Administrative Year. Board meetings shall be announced in advance to the membership and shall be open to Members of the Society. Such visiting Members shall be

without voice or vote. Invited guests of the Board of Directors may be given speaking but not voting privileges. By majority vote of Directors present and voting at any meeting, the Board of Directors may go into executive session.

Section 6.22 *Special Meetings of the Board of Directors.* The President shall convene a special meeting of the Board of Directors whenever requested in writing to do so by four members of the Board, or whenever requested in writing by thirty-five Members of ASIS&T.

Section 6.23 *Duties.* The Board of Directors shall manage the affairs of the Society and shall perform the duties usually performed by the board of directors of a corporation.

Section 6.24 *Cooperative Programs.* The Board of Directors shall determine the participation of the Society in joint programs with other organizations, and shall specifically determine the limits of responsibility of the Society.

Section 6.25 *Designation of Executive Director.* The Board of Directors shall have authority to hire or contract for the services of an Executive Director and such other officials and administrative staff as it may deem necessary.

Section 6.26 *Society Offices.* The Board of Directors may lease suitable premises for the business offices of the Society and the Executive Director and staff and make such expenditures as may be necessary and appropriate to maintain such offices.

Section 6.27 *Publications.* The Board of Directors may make such policies and provisions as may be necessary and appropriate for the establishment, editing, management, and publication of official publications of the Society, including entering into such Agreements as it may deem appropriate for the publication and sale of official publications by an organization other than the Society. Selection of editors shall be accomplished and the terms of their office shall be set in such manner as shall be determined by the Board of Directors. The Board of Directors shall determine the pricing policy, including prices to be paid when pertinent, for all publications to be published and sold exclusively by the Society. In establishing prices for publications to be published and sold exclusively by the Society, and in making arrangements for Society publications to be published or sold by an organization other than the Society, the Board of Directors shall take such action as is feasible to arrange that prices offered to Members are less than those offered to non-members.

Section 6.28 *Appointment and Confirmation of Committees.* Unless otherwise provided by these Bylaws or by specific action of the Board of Directors, appointments of Committee Chairs and members of all Committees shall be made by the President-elect at least three months in advance of becoming President, to serve at the President's pleasure during the President's term of office. All appointments of Committee Chairs shall be submitted to the Board of Directors for confirmation. Committee appointments may be rescinded for cause by the Board of Directors upon request of the President.

Section 6.285 *Interim Committee Appointments.* Whenever a Committee vacancy occurs requiring appointment for less than a full term, the President shall make an interim appointment except in the case of appointments of Committee Chairs, which is subject to confirmation by the Board Executive Committee. The term of the interim appointee shall be for the remainder of the term of the person replaced.

Section 6.29 *Indemnification of Directors.* The Society must, by resolution of the Board of Directors, provide for indemnification by the Society of any and all of its Directors or Officers or former Directors or Officers against (a) expenses, including attorney's fees, actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings, and (b) judgments or amounts paid or owed in settlement that result from any action, suit, or proceedings in which they or any of them are made parties, or a party, by reason of having been Directors or a Director or Officer of the Society, except that any indemnification is prohibited in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit or proceeding to be liable for negligence, or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 6.3 *Standing Committees of the Board of Directors.* There shall be two Standing Committees of the Board of Directors: 1) Board Executive Committee and 2) Board Budget and Finance Committee. Except as otherwise provided in these Bylaws, the terms of these Committees shall expire at the expiration of the term of the President by whom they are appointed or re-appointed. Each such Board Committee, except as otherwise provided in these Bylaws, shall consist of five members, all of whom shall be members of the Board of Directors.

Section 6.31 *Board Executive Committee.* The Board Executive Committee shall consist of the President, who shall be its presiding officer, the President-elect, the Past President, the Treasurer of the Society, and one elected member of the Board of Directors appointed by the President. The Board Executive Committee shall oversee the operations of the Executive Director and staff, shall administer such functions and exercise such powers as the Board of Directors may specifically delegate to the Committee, and shall have all the powers of the Board to transact business of an emergency nature when the Board is not in session. All transactions of this Committee shall be reported to the next regularly scheduled Board of Directors meeting.

Section 6.32 Board Budget and Finance Committee. The President, the President-elect, and Treasurer shall be members of the Board Budget and Finance Committee, and the Treasurer shall serve as its Chairman. The Board Budget and Finance Committee shall advise the Board of Directors concerning the financial affairs of the Society. It shall draft an annual budget for recommendation to the Board of Directors, in consultation with the Executive Director and other appropriate persons.

Section 6.4 Standing Committees of the Society. There shall be a Nominations Committee and such other Standing and Ad Hoc Committees of the Society as the Board of Directors shall decide. All members of all ASIS&T Committees shall be Members of ASIS&T.

Section 6.401 Nominations Committee. The Nominations Committee shall consist of five members, including the Past President, who shall be the Committee Chair. The other four members shall not be members of the Board of Directors. At the meetings of the Chapter Assembly and the Group Cabinet which take place during the Conference, each body shall designate one Member of ASIS&T to serve as a member of the Committee for the next election. The remaining two members shall be chosen by the Committee Chair.

If the office of Past President is vacant, the President shall appoint as Chair that member of the Board of Directors who has served the longest as member of the Board, or if there are two or more Directors of equal length of service, then the President shall designate one of them as Committee Chair.

If, at the time the Committee meets, the designee of the Assembly or Cabinet is not able to serve, a substitute for the vacancy shall be made by the presiding officer of the Assembly or Cabinet whose designee is unable to serve.

Section 6.5 Special and Ad Hoc Committees. The Society or the Board of Directors, in regular or special session, may authorize the appointment of Special or Ad Hoc Committees, with their membership to be selected according to the instructions of the creating body. No Special Committee shall continue beyond the end of the term of the President by whom it was appointed or reappointed, unless otherwise specifically provided by the creating body. The length of term for an Ad Hoc Committee will be determined by the creating body at the time of establishment, and may be further continued by action of the creating body for such additional time as is necessary for the Committee's task to be accomplished.

Section 6.55 Committee Guidance. All Committees shall report to and receive guidance from the Board of Directors and receive approval for decisions except as otherwise provided for in these Bylaws.

Section 6.6 Chapter Assembly. The Chapter Assembly shall consist of the Assembly Director, the Deputy Assembly Director, and a Representative, or, in the absence of the Representative, an Alternate, from each Chapter of the Society and one Assembly Representative for Student Chapters, or, in the absence of the student representative, an Alternate. The presiding officer shall be known as the Assembly Director, and the term shall be for two Administrative Years, commencing with the beginning of the Administrative Year immediately following the election of the Assembly Director. The Assembly Director and Deputy Assembly Director shall not serve more than two successive terms. The Chapters from which the Assembly Director and Deputy Assembly Director came should each select a replacement to represent them in the Assembly. The Assembly Representative for Student Chapters and an Alternate will be elected every two years from among the Student Chapter Advisors, at their meeting held during the Annual Conference of the Society. They shall serve a two-year term, concurrent with that of the Chapter Assembly Director.

Section 6.61 Purposes of Chapter Assembly. The Chapter Assembly shall concern itself with all matters involving the mutual interest and common problems of the several Chapters. It shall be advisory to the Board of Directors in these matters through its Assembly Director or its Deputy Assembly Director.

Section 6.62 Chapter Assembly Advisory Committee. There shall be a Chapter Assembly Advisory Committee. This Committee shall consist of the Assembly Director, Deputy Assembly Director, and five members who shall be appointed by the Chapter Assembly Director from either the outgoing or incoming Chapter Assembly members or chapter officers. Each member shall serve a two-year term with two members appointed in odd-numbered years and three members appointed in even-numbered years. The Committee shall advise on and assist with matters relative to the Chapter Assembly at the Chapter Assembly Director's discretion.

Section 6.7 Special Interest Group Cabinet. The Special Interest Group Cabinet shall consist of the Cabinet Director, the Deputy Cabinet Director, a Representative, or, in the absence of the Representative, an Alternate, from each Special Interest Group of the Society, and the members of the Cabinet Steering Committee. The presiding officer of the Cabinet shall be elected every two years. Such election shall be by a majority of the members of the Special Interest Group Cabinet present and voting at a regular annual meeting of the Special Interest Group Cabinet which shall take place at the Annual Conference of the Society. The presiding officer shall be known as the Cabinet Director, whose term shall be for two Administrative Years, commencing with the beginning of the Administrative Year immediately following the election of the Cabinet Director. The Cabinet Director and Deputy Cabinet Director shall not serve more than two successive terms. The Special Interest Groups from which the Cabinet Director and Deputy Cabinet Director came should each select a replacement to represent them in the Cabinet.

Section 6.71 *Purposes of Special Interest Group Cabinet.* The Special Interest Group Cabinet shall study and advise the Board of Directors concerning the mutual interests and the common problems of the several Special Interest Groups.

Section 6.72 *Cabinet Steering Committee.* There shall be a Cabinet Steering Committee elected by the SIG Cabinet. This Committee shall consist of the Special Interest Group Cabinet Director, Deputy Director and four members who are SIG officers at the time they are elected. Each member shall serve a two-year term with the Director, Deputy Director and one member elected in odd-numbered years and three members elected in even-numbered years. This Committee shall assist the SIG Cabinet Director in conducting Cabinet business.

Article 7.0 Chapters

Section 7.1 *Chapters - Composition.* A Chapter generally consists of a group of Members located within a well-defined geographic area approved by the Board of Directors, and chartered by the Board. Chapters shall retain their charters at the discretion of the Board of Directors. A Chapter shall be named for the city, county, district, or region in which it is located.

Section 7.11 *Purpose of Chapters.* Each Chapter shall promote the interests of the Society and the Society's programs.

Section 7.12 *Memberships in Chapters.* All Individual and Institutional Members of the Society whose mailing addresses are within a Chapter's geographic boundaries as established by the Board of Directors shall automatically be members of that Chapter unless they have requested to become members of another Chapter following procedures as stipulated by the Board of Directors. No individual or organization may become a member of a Chapter except by becoming a Member of the Society.

Section 7.13 *Chapter Officers.* Chapter officers, selected by the respective Chapters, shall include, inter alia, a presiding officer to be known as a Chapter Chair, a Representative, and an Alternate to the Chapter Assembly. Nothing in these Bylaws shall prevent any Chapter member from being elected or appointed to more than one Chapter office, except that the Representative and the Alternate Representative must be different individuals. Chapter officers shall serve on the Society's Administrative Year basis.

Section 7.14 *Chapter Chairs.* Each Chapter Chair shall see that an Annual Financial Report of the Chapter is filed with the Executive Director by 30 days after the close of the ASIS&T Fiscal Year. No monies shall be paid by the Society to the Chapter in any fiscal year until the report for the previous fiscal year has been filed, reviewed, and accepted by the Board of Directors.

Section 7.15 *Chapter Dues.* If a Chapter assesses local dues, non-payment of such an assessment shall not deny an ASIS&T Member the privileges of Chapter membership.

Section 7.16 *Organization of New Chapters.* Fifteen or more Members or Representatives of Institutional Members living or working within an area of not more than a 50-mile radius, or some other well-defined geographic area, desiring to form a Chapter may submit to the Board of Directors a written application signed by all the applicant members together with a set of tentative bylaws for the proposed Chapter. Upon approval of the application and proposed bylaws, a charter will be issued by the Board of Directors in the name of the Society. The geographic boundaries of each Chapter shall be fixed by the Board of Directors at the time the charter is approved and may be altered from time to time by the Board. More than one Chapter shall not be chartered in any given area.

Section 7.17 *Chapter Dissolution.* In the event of dissolution of any Chapter, the assets of the Chapter shall, after satisfaction of all just liabilities and obligations thereof, be paid into the general treasury of the Society. The bylaws of each Chapter shall include a section so providing.

Section 7.18 *Administrative Year.* All Chapters will have the same Administrative Year as the Society and the term of office for the Chapters' elected officers will coincide with that Administrative Year.

Section 7.2 *Student Chapters.* A Student Chapter consists of a group of Student Members and at least one Regular Member in good standing as an Advisor, chartered by the Board of Directors. Student Chapters shall retain their charters at the discretion of the Board of Directors. Student Chapters are represented at the Chapter Assembly by an Assembly Representative for Student Chapters, or in the Representative's absence, by an Alternate, elected from among the various Student Chapter Advisors in even-numbered years for a two-year term.

Section 7.21 The Board of Directors may provide, by resolution, for the organization and chartering of a Student Chapter. A Student Chapter need not be limited to a single campus, a single institution, a single geographic location, or a minimum number of Student Members. Multiple Student Chapters may be chartered in any given area.

Section 7.22 The Student Chapter Advisors should meet at least annually during the Annual Conference of the Society.

Section 7.23 A Student Chapter Advisor shall be selected by the involved academic officers, the Chapter Assembly

Director, and the Assembly Representative for Student Chapters. The Advisor's term of office shall be three years. Advisors may serve multiple terms.

Section 7.24 If a Student Chapter Advisor office should become vacant during the three-year term, the involved academic officers, the Chapter Assembly Director, and the Assembly Representative for Student Chapters shall appoint an Advisor to fulfill the unexpired term or to fill an interim vacancy such as would occur due to sabbatical.

Article 8.0 Special Interest Groups

Section 8.1 *Special Interest Groups - Composition.* A Special Interest Group (SIG) consists of a group of Members concerned with a particular field of interest in documentation or information science, and is chartered by the Board of Directors. Groups shall retain their charters at the discretion of the Board of Directors.

Section 8.11 *Purpose of Special Interest Groups.* The purpose of each Special Interest Group shall include but not be limited to: 1) advising the Board of Directors or the Society officers on matters pertaining to the Group's special interest or area; 2) organizing technical programs for such interests and areas including programs at Conferences of the Society; 3) collecting and disseminating information concerning its special interest; and 4) representing the Society in international, interdisciplinary, and interorganizational activities, either as a Group or through one or more of its officers or members, at the request of the Board of Directors or such pertinent Committee or Committees established by the Board of Directors.

Section 8.12 *Memberships in Special Interest Groups.* Any Individual Member or Representative of an Institutional Member may become a member of an existing Special Interest Group by applying to the Executive Director, who shall certify that person to the Group as a member upon payment of Group dues, if any. All signatory Members to a petition for the organization of a Special Interest Group shall become members of the Group upon the issuance of the Special Interest Group charter. A Society Member may belong to more than one Group.

Section 8.13 *Special Interest Group Officers.* Group officers, selected by the respective Groups, shall include, inter alia, a Group Chair. This officer or his/her delegate serves as SIG Cabinet representative. Special Interest Group officers shall serve on the Society's Administrative Year basis.

Section 8.14 *Organization of New Special Interest Groups.* Fifty or more Individual Members concerned with a particular field of interest in information science, desiring to form a Special Interest Group, may submit to the SIG Cabinet Director a written application signed by all the applicant Members together with a list of officers, an activity plan for the year, and a paragraph containing the SIG name, acronym, and purpose, including scope of interest to be appended to the Standard SIG Bylaws. The SIG Cabinet Director shall submit the above to the SIG Cabinet. Upon approval by the SIG Cabinet, the SIG Cabinet Director will submit the complete application package to the Board of Directors. Upon approval a charter will be issued by the Board of Directors in the name of the Society.

Section 8.15 *Group Dissolution.* In the event of dissolution of any Special Interest Group the assets of the Group shall, after satisfaction of all just liabilities and obligations thereof, be paid into the general treasury of the Society. The Standard SIG Bylaws shall include a section so providing.

Article 9.0 Dissolution of the Society

Section 9.1 *Dissolution of the Society.* In the event of dissolution of the Society, its assets shall be applied and distributed as follows:

- a) All just liabilities and obligations of the Society shall be paid, satisfied and discharged, or adequate provisions shall be made therefor.
- b) All other assets shall be transferred or conveyed, pursuant to a plan of distribution adopted by the Board of Directors, to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation and declared by the Internal Revenue Service to be exempt from the payment of federal income tax.
- c) If the Board of Directors is unable to ascertain any domestic or foreign corporation, society, or organization which meets the requirements of the preceding paragraph, then all assets referred to in that paragraph shall be transferred or conveyed, pursuant to a plan of distribution adopted by the Board of Directors, to one or more domestic or foreign corporations, societies or organizations otherwise active in the field of information science and which have been declared by the Internal Revenue Service to be exempt from payment of federal income tax as organized and operated exclusively for charitable, scientific, literary or educational purposes.

Article 10.0 Amendment of Bylaws

Section 10.1 *Amendment of Bylaws.* These Bylaws may be amended by vote of two-thirds of the members of the Society voting on the proposal of change. Such proposal may be by petition of a minimum of 35 Members of the Society, filed with the Executive Director, or by proposal of the Board of Directors. Such proposal shall be voted upon

within 100 days of the date of the petition or of the proposal of the Board of Directors. The Executive Director shall prepare and send a copy of the proposed amendment, together with a ballot to each Member, setting forth a date which shall be not less than 60 nor more than 70 days from the mailing of the ballot, by which latter date all ballots must be returned in order to be counted. If approved, the amendment shall be effective as of the date of the next regularly scheduled meeting of the Board of Directors.

Section 10.2 *Editorial Changes in Bylaws.* The Board, upon recommendation by the Constitution and Bylaws Committee, may make such editorial changes in these bylaws as do not change their substance or meaning. They shall take effect upon such action, and shall be followed by proper publication to the membership. Such changes shall include, but shall not be limited to:

1. Changing the placement of one or more sentences, Paragraphs, Sections, or Articles.
2. Renumbering Sections or Articles.
3. Changing of terminology, especially to make terminology uniform.
4. Punctuation, capitalization, spelling, grammatical and other purely editorial changes.

As amended, June 22, 2000

ASIS&T BUSINESS MEETING STANDING RULES

As amended and approved by the ASIS&T Board of Directors,
August 12, 1995

Each motion made at any Annual or Special Business Meeting of the Society shall be in writing, signed by the member, and submitted to the presiding officer before or during the business meeting for oral presentation to the meeting. If seconded, the member as seconder shall state his name to the presiding officer for the record.

In order to make the Annual Business Meeting more conducive to membership input on Society policies and operation, the agenda of the meeting is to be formatted to encourage maximum opportunity for member participation. It is the responsibility of the ASIS&T President, as presiding officer at the Annual Business Meeting, to ensure that the agenda is so developed.

Only ASIS&T members may speak, unless the chair grants an exemption as for example when a representative of another information organization brings greetings or the ASIS&T auditor or attorney needs to be recognized.

Debate shall be limited to two (2) minutes for each speaker and fifteen (15) minutes for each question. A member may speak once on each subject or question with the exception that a second time will be allowed after all other members who wish to speak to that topic have been recognized.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Annual Business Meeting in all cases to which they are applicable and in which they are not inconsistent with the ASIS&T Bylaws and these standing rules.

The Annual Business Meeting should be scheduled for a duration of at least two hours and should be publicized; there should be no conflicting program activities during that period, and the planned agenda should be made available to ASIS&T registrants at the time of their onsite registration.