



FEDERAL ELECTION COMMISSION
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March 29, 1995

Lawrence M. Noble, Esq.
General Counsel
Federal Election Commission
999 E Street., N.W.
Washington, DC 20463

AOR 1995-13

Dear Mr. Noble:

Pursuant to 2 U.S.C. Section 437f(a)(1) and 11 CFR Section 112, the following constitutes a request for an advisory opinion by the American Society of Association Executives ("ASAE").

ASAE seeks advice on the applicability of the Federal Election Commission's ("FEC") revised regulations contained at 11 CFR Sections 100.8(b)(4)(iv) and 114.1(e) ("the revised rules"), defining the term "member" of a membership association, to ASAE's solicitation of its members for contributions to A-PAC, ASAE's separate segregated fund under 2 U.S.C. Section 441(b)(2)(C). Specifically, ASAE, a membership association within the meaning of 11 CFR Sections 100.8(b)(4)(iv)(A) and 114.1(e)(1), asks whether, in light of the revised rules, it can resume soliciting all of its approximately 22,300 members for such contributions.

A. Background

ASAE, a not-for-profit, tax-exempt, District of Columbia corporation, is an umbrella organization organized to serve and represent associations. Its membership includes approximately 22,300 association executives and staff, as well as representatives of suppliers of goods and services to the association community. Membership in ASAE is by individual only. Approximately one-third of the association executives and staff manage charitable and philanthropic organizations; the remaining two-thirds manage professional societies and trade associations. The more than 10,500 organizations managed by ASAE members include international, national, regional, state, and local groups, as well as multi-tiered federations and coalitions.

ASAE's objectives, as defined in Article II of its Bylaws ("the Bylaws"), a copy of which are attached, include, in part: 1) To promote the arts and sciences of association management and educate members and the public in

the advancement, improvement and uses of voluntary associations; 2) to provide opportunity for the exchange of experiences and opinions through discussion, study and publications; 3) to develop and encourage the practice of high standards of personal and professional conduct among executives serving trade, technical, business, and professional associations; 4) to hold meetings and conferences for the mutual improvement and education of members; 5) to acquire, preserve and disseminate data and valuable information relative to the functions and accomplishments of voluntary associations; and 8) to promote the purpose and effectiveness of voluntary trade, technical, business, educational, and professional associations by any and all means possible consistent with the public interest. Bylaws, Article II.

B. ASAE Membership

Eligibility for membership in ASAE is defined in Article III of the Bylaws.

Regular membership: Regular voting membership is limited to full-time staff devoting 50 percent or more of their working time to the management of voluntary trade, professional, educational, philanthropic, technical, or similar type organizations which have either members or donors or both, or to persons who meet the criteria for Life membership but who are consulting to associations on a part-time basis. Bylaws, Article III, Section 2. As of March 1995, 6,411 of ASAE's 22,250 total members were Regular members, or 29 percent of the total.

Associate membership: Associate membership is available to any person representing a firm or corporation engaged in selling products or services to members of ASAE; persons employed by governmental agencies and educational institutions; individuals in salaried positions working less than 50 percent in association duties; lawyers, certified public accountants and other members of learned professions who provide services to associations; and individuals formerly holding Regular membership who no longer qualify for such membership. Two Associate members serve as voting members of the Board of Directors, with full participatory and voting rights. Associate members may serve on all committees, councils, commissions, and task forces other than the Executive, Nominating and Budget Committees. ASAE policy dictates that no less than two and no more than four Associate members shall serve on all such committees, councils, commissions, and task forces. Exceptions to this policy are made in a few instances, where greater numbers of Associate members are permitted. Bylaws, Article III, Section 3.

Section membership: In addition to, or as an alternative to, Regular membership in ASAE, association executives and Associate members may hold membership in one or more of the Sections of ASAE (there are currently 10 Sections, each related to a different functional area of association management). A Section member may serve on all committees, councils, commissions, and task forces other than the Executive, Nominating and Budget Committees. Members of Sections may have a vote in the governance of that Section by serving on the Section's governing council. Bylaws, Article III, Section 3.

Life membership: Life membership without voting rights may be conferred upon members of ASAE at the discretion of the Board of Directors. Bylaws, Article III, Section 4.

As of March 1995, there were 430 Associate and Section-only members serving on 50 different ASAE committees, councils, commissions, and task forces (see attachments). As of the same date, 15,839 of ASAE's 22,250 total members were Associate, Section-only and Life members (3,490 Associate members, 11,705 Section-only members and 644 Life members), or 71 percent of the total.

C. ASAE Board of Directors

The governing body of ASAE is the Board of Directors ("the Board"). The Board has supervision, control and direction of the affairs of ASAE, its committees and publications; determines its policies or changes therein; actively prosecutes those objectives; supervises the disbursement of its funds; and is responsible for the interpretation of its Bylaws. Bylaws, Article IX, Section 1.

The Board consists of the officers of ASAE (see Bylaws, Article VII), 24 directors at large elected from the voting membership, two directors elected from the Associate membership, the Immediate Past Chairman of the Board, and the ex-officio members — without the right to vote — who are the Chairmen of Sections, the Chairman of the Foundation, the Chairman of the Allied Societies Council, and the President. Bylaws, Article IX, Section 2.

Directors at large serve for terms of three years or until their successors have been elected and assume office. The two directors elected from the Associate membership serve two year terms and the Immediate Past Chairman serves a one year term, or until their successors have been elected and assume office. Bylaws, Article IX, Section 3.

The Nominating Committee, acting in accordance with

Bylaws, Article XI, Section 1 (see below), is responsible for presenting one nominee for each seat on the Board which is vacant or is about to expire. Bylaws, Article IX, Section 5.

D. ASAE Nominating Committee

The Chairman of the Board is responsible for appointing, with the approval of the Board, a Nominating Committee which consists of seven Regular members, one of whom is the Immediate Past Chairman of the Board, but of whom not more than three can be past Chairmen of the Board. At least one member of the Nominating Committee must be reappointed to the following year's Nominating Committee to ensure continuity. Bylaws, Article XI, Section 1.

The Nominating Committee nominates a candidate to the Board whenever a vacancy occurs. The Nominating Committee nominates a candidate for each position of elected officers and directors for the ensuing year, and must notify, in writing, the voting membership of its choices not less than 60 days before the Annual Business Meeting. No member of the Nominating Committee is eligible to be nominated for any position. Bylaws, Article XI, Section 1.

ASAE policy dictates that the Nominating Committee solicit input from the Associate Member Advisory Committee, the Exhibitors Advisory Committee, the Associate Member Past Directors Committee, and the Associate Member Fellows concerning potential candidates for nomination to the two Board directorships reserved for Associate members.

Thirty days are allowed for nominations from the voting membership. Except for the office of Chairman of the Board, any member nominated by petition of two and one-half percent of the voting membership is placed on the ballot. The ballot indicates which nominees are recommended by the Nominating Committee and which are recommended by petition. The Nominating Committee then conducts an election by mail ballot in which each Regular member has one vote to cast for each officer and director position. The candidates receiving the highest number of votes for each office are declared elected. If no nominations are made by petition, then the Secretary of the Board casts a unanimous ballot for the candidates of the Nominating Committee. Bylaws, Article XI, Section 1.

E. Voting other than Election Ballots

At all business meetings of ASAE, on all matters offered to the membership for a vote, excepting election ballots, Regular members have one vote, and may take part

and vote in person only. Unless otherwise specifically provided by the Bylaws, a majority vote of those Regular members present and voting governs. Bylaws, Article VI, Section 4. Proposals offered to the membership for a mail vote, excepting election ballots, must first be approved by the Board, unless the proposal is endorsed by two and one-half percent of the Regular members, in which case Board approval is not necessary. On a mail vote, a majority of those Regular members voting determines the outcome. Bylaws, Article VI, Section 5.

F. ASAE Membership Dues

Membership dues for all classes of membership are established by the Board. Bylaws, Article V, Section 1. As of March 1995, annual membership dues levels were established as follows: Chief Staff Executive from an association (CEO), \$195; Association Staff or Association Management Company Executive, \$165; Associate member from a for-profit company, \$295. For all classes of membership, membership in additional sections is \$100 for each section.

G. ASAE Political Program

ASAE's political activities are limited to the funding, maintenance and operation of A-PAC, its separate segregated fund under 2 U.S.C. Section 441(b)(2)(C). ASAE does not engage in any partisan political communications within the meaning of 11 CFR 114.8(h). As such, this request for an advisory opinion is directed solely at ASAE's solicitation of contributions to A-PAC under 11 CFR 114.8(d).

A-PAC was established in the late 1970s to pool contributions from ASAE members who are interested in supporting candidates for federal office who support associations on legislative issues. A-PAC is bipartisan and supports both incumbents and challengers who are supporters of particular ASAE positions.

During the 1994 election cycle (November, 1992 to November, 1994), A-PAC received approximately \$83,900 in contributions and disbursed approximately \$44,500 to U.S. House and Senate candidates. The contributions to A-PAC were received from 402 individuals. Of those 402, 161 are no longer being solicited due to the uncertain application of the revised rules to ASAE's PAC solicitation activities. These 161 individuals accounted for approximately one-half of all A-PAC contributions in 1993. A-PAC suffered a significant decline in contributions between 1993 and 1994.

Approximately 15,800 of ASAE's members are nonvoting members (71 percent of the total), and, as such, are no

longer being solicited for contributions to A-PAC, effectively putting a straightjacket around ASAE's political program.

H. 11 CFR Sections 100.8 and 114.1

On November 10, 1993, Sections 100.8 and 114.1 of the FEC's revised regulations became final and effective. Under these provisions, which are identical, the FEC redefined the term "membership association" and "member," so that the term "member" now means:

[A]ll persons who are currently satisfying the requirements for membership in a membership association, affirmatively accept the membership association's invitation to become a member, and either:

(1) Have some significant financial attachment to the membership association, such as a significant investment or ownership stake (but not merely the payment of dues);

(2) Are required to pay on a regular basis a specific amount of dues that is predetermined by the association and are entitled to vote directly either for at least one member who has full participatory and voting rights on the highest governing body of the membership association, or for those who select at least one member of those on the highest governing body of the membership association; or

(3) Are entitled to vote directly for all of those on the highest governing body of the membership association.

11 CFR Sections 100.8(b)(4)(iv)(B) and 114.1(e)(2) (emphasis supplied).

The revised rules also provide that notwithstanding these requirements, the FEC "may determine, on a case by case basis, that persons seeking to be considered members of a membership association for purposes of this section have a significant organizational and financial attachment to the association under circumstances that do not precisely meet the requirements of the general rule." 11 CFR Sections 100.8(b)(4)(iv)(C) and 114.1(e)(3).

ASAE wishes to know whether, in light of the background information provided above, its approximately 15,800 nonvoting members fall within the FEC's definition of

"member." Specifically, ASAE wishes to know whether it can resume solicitation of all of its members — voting and nonvoting — for contributions to its separate segregated fund, pursuant to the "case by case" determination provision contained at 11 CFR 100.8(b)(4)(iv)(C) and 114.1(e)(3).

I. All of ASAE's Members Should Be Considered "Members" under 11 CFR Sections 100.8 and 114.1

As ASAE noted in its November, 1992 comments to, and its December 9, 1992 testimony before, the FEC regarding its Notice of Proposed Rulemaking to amend the definition of the term "member" of a membership association, many different factors, including, but not limited to, the right to elect the members of the organization's governing body, should be included in the membership determination. Voting rights are not the sine qua non of "membership"; the diverse forms of associations with diverse membership structures dictate that any reasonable test of "membership" exhibit flexibility and adaptability concurrent with the membership structures it seeks to regulate.

The U.S. Supreme Court, in FEC v. National Right to Work Committee ("NRWC"), 459 U.S. 197 (1982), agreed, defining "members" of nonstock corporations [such as associations], "at least in part, by analogy to stockholders of business corporations and members of labor unions." NRWC at 204. The Court continued that "The analogy to stockholders and union members suggests that some relatively enduring and independently significant financial or organizational attachment is required to be a member under [2 U.S.C.] Section 441b(b)(4)(C)." NRWC at 204 (emphasis supplied).

This decision is the asserted impetus behind the revisions to 11 CFR Section 100.8 and 114.1, according to the FEC, which in the August 30, 1993 Federal Register (containing the final text of the revised rules) said it was "articulating a general rule that will reflect the Supreme Court's ruling [in NRWC] . . ." Supplementary Information, 58 FR 45770. Furthermore, a modified version of some of NRWC's language was incorporated into the revised rules, resulting in a requirement that "members" have a "significant financial and organizational attachment" to the association in order to satisfy the "case by case" determination test. 11 CFR 100.8(b)(4)(iv)(C) and 114.1(e)(3) (emphasis supplied).

In the case of ASAE, all classes of members apparently satisfy the "significant financial attachment" prong of the FEC's "member" definition, in that all membership classes, including Regular, Associate, Section-only, and Life

members, pay a specified amount of dues on an annual basis.

It is the "significant organizational attachment" prong of the "member" test, however, that necessitates this request for an advisory opinion.

ASAE firmly believes that all of its nonvoting members — constituting over 70 percent of ASAE's total membership — satisfy the "significant organizational attachment" requirement. This test, as originally laid out by the Supreme Court in NRWC, requires an analysis of an association's organizational structure and conduct to determine if such an "attachment" exists, examining such factors as the role the asserted members play in the operation or administration of the association, the ability of the asserted members to elect association officers and directors, and the ability of the asserted members to "exercise [some] control over the expenditure of their contributions." NRWC at 206.

Prior FEC rulings have further defined this test. In elaborating on what it means to "exercise some control over the expenditure of [member] contributions" and "participate in the direction, operation and policies of the [association,]" the FEC General Counsel said the following in connection with MUR 1765:

[A]lthough only lifetime and annual members have the right to cast a vote in [the association's] affairs, the record in this matter evidences that all members of the [association] have certain other rights vis-a-vis the [association]. See AO 1977-67. Of significance is the fact that all members of the [association] are allowed to hold membership on any committee of the [association] which "consider, debate, and recommend policies, strategies, programs, rules, and activities to the [association's] Board of Directors" . . . All members have the "privilege" of attending and being heard at all official meetings of members. Finally, all members of the [association] have the right to circulate and submit petitions for nominating Directors. Based on the above facts it appears that the non-voting members of the [association] can be considered to exercise some control over the expenditure of their contributions and are permitted to participate in the direction, operation and policies of the [association.]

MUR 1765 1st GC Report at pp. 15-16 (footnotes omitted).

As Commissioner Elliott pointed out in her Dissenting Opinion to Advisory Opinion 1993-24, the General Counsel also noted that other "indicia of membership recognized by the Court in [NRWC] also appear to be present within [the association at issue]," such as the association's provision for members in its bylaws, the provision for an annual meeting, the use of membership cards, insignias and official journals, and other membership services. Advisory Opinion 1993-24, Dissenting Opinion of Commissioner Lee Ann Elliott at 8.

Importantly, the General Counsel closed with:

As discussed above, the Court [in NRWC] did not dictate the requirements for membership in a corporation without capital stock [an association], but rather commented upon the various indicia that were lacking in the factual situation under its consideration. The right to vote is only one type of right vis-a-vis the [association].

MUR 1765 at 17.

In her above-referenced Dissenting Opinion, Commissioner Elliott made it clear that:

[The General Counsel's] application and analysis of the NRWC decision was, in [her] opinion, exactly right. The Commission properly noted that a person could have either a "financial" or an "organizational" attachment to qualify as a member. The Commission acknowledged the extreme factual differences between [the association at issue] and NRWC, and the extensive membership rights [the association's] non-voting members enjoy. Also, the Commission correctly noted the NRWC decision did not "dictate the requirements for membership."

Advisory Opinion 1993-24, Dissenting Opinion of Commissioner Lee Ann Elliott at 8 (emphasis supplied).

With the exception of the right to circulate and submit petitions for nominating Directors, all of the above-referenced "indicia of membership" are present — in both form and substance — in the case of ASAE.

Not only do ASAE's bylaws provide for members and for an annual meeting. Not only does ASAE utilize membership cards, insignias, official journals, and other membership services. Not only are all members permitted to attend and

be heard at all official meetings of members. But most importantly, it is clear that nonvoting members have the ability to participate in and significantly shape the direction of the organization through extensive service and leadership on ASAE's many influential committees, councils, commissions and task forces. Of significance is the fact that nonvoting members generally chair at least as many of these bodies as, and often more than, voting members.

In addition, ASAE urges the FEC to consider other examples of the strong organizational ties between ASAE and its nonvoting members provided above, such as the two Associate member seats — with full participatory and voting rights — on the Board, the (generally-headed) suggestions solicited by the Nominating Committee from the key committees of associate members concerning candidates for these seats, and the ten ex-officio seats on the Board provided to the 10 Section chairs.

ASAE also urges the FEC to recognize that, as in many associations, particularly the larger ones like ASAE, while broad, strategic policy may be set by the Board, the place for truly influencing the shape and specific direction of programs, activities, actions, etc., is at the committee/council/commission/task force level. In ASAE, there is a committee, council, commission or task force governing virtually every programmatic area within the organization; it is these bodies that set the specific agendas in everything from formulating legislative positions to disbursing A-PAC funds to congressional candidates, from running the ten Sections to planning the major annual conferences, and from supervising the professional certification program to conducting long-range strategic planning.

While the Board is certainly the ultimate authority in ASAE, it is, by definition, limited to a "big picture" agenda and must rely on these more focused bodies to recommend — if not set — specific policies and execute them in the manner they see fit. The committee and council level is where the real work of the organization is governed and executed, and it is at this level in ASAE where Associate and Section members are actively engaged and play an indispensable role.


For all of the reasons discussed above, ASAE firmly believes that all of its classes of members constitute "members" within the meaning of 11 CFR Sections 100.8(b)(4)(iv)(C) and 114.1(e)(3), all of whom can be solicited for contributions to ASAE's separate segregated fund.

On a separate but related note, the FEC would be well served by examining the definitions of "members" used by other federal agencies. For example, ASAE has long been recognized by the Internal Revenue Service ("IRS") as a[n Internal Revenue Code ("IRC")] Section 501(c)(6) business league, and all of its approximately 22,300 members have been considered "members" by the IRS for both grassroots lobbying and political activity purposes. Moreover, the FEC's revised definition of "member" is not consistent with the IRS' definition of membership in a charitable organization for purposes of IRC Section 4911 (governing lobbying by Section 501(c)(3) organizations). This definition of the term "member" includes anyone who: 1) pays dues or makes a contribution of more than a nominal amount, 2) contributes more than a nominal amount of time, or 3) is an honorary or life member with more than a nominal connection to the organization. Treas. Reg. Section 56.4911-5(f)(1). The IRS definition of membership is much more reasonable and flexible than the FEC's, and balances the constitutional guarantees of speech and association against important statutory interests.

J. Conclusion

For the reasons discussed above, ASAE respectfully urges the FEC to find that all of its members, voting and nonvoting, meet the standards for membership set out at 11 CFR Sections 100.8 and 114.1, and, as such, are eligible to be solicited by ASAE for contributions to its separate segregated fund.

Cordially,



R. William Taylor, CAE
President

Enclosures

AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES BYLAWS

Article I

NAME AND LOCATION

SECTION 1. The name of this organization shall be the AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES, a nonprofit corporation incorporated in the District of Columbia.

SECTION 2. Offices of the Society shall be located in the District of Columbia and/or in such other localities as may be determined by the Board of Directors.

Article II

OBJECTIVES

The objectives of this Society shall be: (Excerpted from the Articles of Incorporation)

- (1) To promote the arts and sciences of association management and educate members and the public in the advancement, improvement and uses of voluntary associations.
 - (2) To provide opportunity for the exchange of experiences and opinions through discussion, study and publications.
 - (3) To conduct competitions and make awards for outstanding management ability and for association services to business, professions, government, and the public.
 - (4) To develop and encourage the practice of high standards of personal and professional conduct among executives serving trade, technical, business, and professional associations.
 - (5) To conduct and cooperate in courses of study for the benefit of persons desiring to fit themselves for executive and administrative functions in the association management field; to hold meetings and conferences for the mutual improvement and education of members.
 - (6) To acquire, preserve, and disseminate data and valuable information relative to the functions and accomplishments of voluntary associations.
 - (7) To cooperate with local, regional, and counterpart groups of association executives in the common endeavor to advance association management as a profession.
 - (8) To promote the purpose and effectiveness of voluntary trade, technical, business, educational, and professional associations by any and all means consistent with the public interest.
- Subject to prior approval of the Board of Directors or Executive Committee, the Society may take a position and express an opinion on issues directly and generally affecting voluntary associations.

Article III

MEMBERSHIP

SECTION 1. Qualification: Membership in this Society shall be composed primarily of full-time staff personnel engaged in the management of trade, professional, technical, educational, philanthropic or similar type organizations who agree to comply with the Society's Standards of Conduct.

SECTION 2. Regular Membership: Regular voting membership in this Society shall be limited to full-time staff personnel devoting 50 percent or more of their working time to the management of voluntary trade, professional, educational, philanthropic, technical or similar type organizations which have either members or donors or both, or to members who meet the criteria for Life Membership but who are consulting to associations on a part-time basis. The requirement that the organization be voluntary shall not exclude representatives of such organizations as an integrated state bar association or other professional society with a licensing function; however, it is not intended to include such organizations as cooperative buying or selling groups or strictly political or labor groups.

SECTION 3. Non-Voting Membership: Except where specifically noted, the following membership classes shall have no vote nor be eligible to hold office in the Society: (a) Associate Membership: Associate Membership shall be available to any person representing a firm or corporation engaged in selling products or services to members of ASAE; persons employed by governmental agencies and educational institutions; individuals in salaried positions working less than 50 percent in association duties; lawyers, certified public accountants, and other members of learned professions who provide services to associations; individuals formerly holding Regular Membership who no longer qualify for such membership. Policies governing the participation of Associate Members shall be determined by the Board of Directors. An Associate Member may serve as a voting member of the Board of Directors if nominated and elected. Associate Members may serve on committees other than the Nominating, Executive, or Budget Committee. (b) Section Membership: In addition to, or as an alternative to Regular Membership in ASAE,

association executives and Associate Members may hold membership in sections of the Society as may be established by the Board of Directors. A section member may serve on committees other than the Nominating, Executive, or Budget Committee.

Members of sections may have a vote in the affairs of that section subject to overall Board of Directors' control.

SECTION 4. Life and Honorary Membership: Life and Honorary Membership without voting rights may be conferred upon members of the Society at such time and under such terms as the Board of Directors shall determine.

SECTION 5. Removal: Members of any classification may be removed for cause from membership by a two-thirds affirmative vote of the Board of Directors present at any meeting. For any cause other than nonpayment of dues, a vote for removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense; and such member, if removed, may appeal from the decision of the Board to the Annual Business Meeting of the Society, providing that notice of intent to appeal is provided to the President at least thirty (30) days in advance of the meeting. Only those charges brought by a member's employing association or by a voting ASAE member will be considered.

SECTION 6. Reinstatement: A former member desiring a continuous member record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.

SECTION 7. Resignation: Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Article IV

ORGANIZATION STRUCTURE

SECTION 1. Organization: To achieve the objectives of ASAE, the Board of Directors may at its discretion establish organizational units such as boards, councils, or divisions to serve special interests of the association management profession, including sections to provide educational opportunities in specialty areas of association management. The Board of Directors shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualification for membership, unless these are otherwise stated in these Bylaws.

SECTION 2. Allied organizations: For the mutual benefit of all, for the advancement of association management, and in order to further the objectives of ASAE, the Board of Directors may establish relationships with groups of association executives that are formed on a local, regional (sub state or multi-state), or state basis, and with those that are formed on a counterpart or affinity basis. The Board of Directors may establish such terms and conditions for relating to recognized societies and groups as it considers desirable.

Article V

DUES

SECTION 1. Establishment of Dues: Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors.

SECTION 2. Delinquency and Cancellation: Any member of the Society who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

SECTION 3. Waiver of Dues: An unemployed Regular or Section Member who is actively seeking employment as an association executive and who is not working as a paid consultant to an association may have dues waived while continuing to hold the same Membership for up to two years past the current membership year for which dues have been paid.

SECTION 4. Refunds: Prorated dues shall be refunded to any member who requests termination of membership.

Article VI

MEETINGS OF MEMBERS AND VOTING

SECTION 1. Annual Business Meeting: The Annual Business Meeting of the Society shall be held at such place and on such dates as may be determined by the Board of Directors.

SECTION 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 Chairman of the Board upon receipt of a written request by two and one half percent (2-1/2%) of the Regular Members, within thirty (30) days after the filling 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.

SECTION 3. Notice of Meetings: Written notice of any business meeting of the Society at which official Society business is to be transacted shall be mailed to the last known address of each member not less than ten (10) nor more than forty (40) days before the date of the meeting.

SECTION 4. Voting: At all business meetings of the Society each Regular Member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those Regular Members present and voting shall govern.

SECTION 5. Voting by Mail: Proposals to be offered to the members for a mail vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposal is endorsed by two and one half percent (2-1/2%) of the Regular Members in which case Board approval shall not be necessary. On any mail vote, a majority of those voting shall determine the action.

SECTION 6. Quorum of Members: At an annual business or special meetings of members, a quorum shall consist of no less than two and one half percent (2-1/2%) of the Regular Members. All actions taken by said members shall be implemented by the Board of Directors.

SECTION 7. Cancellation of Meetings: The Board of Directors may cancel any Annual Business Meeting for cause.

Article VII

OFFICERS

SECTION 1. Elected Officers: The elected officers of ASAE shall be a Chairman of the Board, a Chairman-Elect, four (4) Vice Chairmen and a Secretary-Treasurer. All officers are elected by the membership of the Society and serve until their successors have been duly elected and assume office. The Chairman-Elect shall automatically succeed to the Chairmanship.

SECTION 2. Qualifications of Office: Any Regular Member in good standing shall be eligible for nomination and election to any elective office of this Society, provided the member shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office.

SECTION 3. Nomination and Election of Officers: In accordance with the procedure specified in Article XI, Section 1, the Nominating Committee shall prepare and submit to the members a nomination for Chairman-Elect, four Vice Chairmen, and a Secretary-Treasurer of the Society. Any person so nominated shall have given prior consent to nomination and election as an officer.

SECTION 4. Term of Office: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

SECTION 5. Reelection: No elected officer who has served one full term, excepting the Secretary-Treasurer, shall be eligible for reelection to the same office, until at least one year has elapsed.

SECTION 6. Vacancies-Removal: Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors upon recommendation of the Nominating Committee. The Board of Directors, by two-thirds vote of all of its members, may remove any officer from office for cause.

Article VIII

DUTIES OF OFFICERS

SECTION 1. Chairman of the Board: The Chairman of the Board shall be the chief elected officer of the Society and serve as Chairman of both the Board of Directors and the Executive Committee. The Chairman shall also serve as an ex-officio member of all committees except the Nominating Committee and shall make all required appointments of standing and special committees and trustees. At the

Annual Business Meeting of the Society and at such other times as deemed proper, the Chairman of the Board shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Society. The Chairman shall perform such other duties as are necessarily incident of the office of Chairman of the Board or as may be prescribed by the Board of Directors.

SECTION 2. Chairman-Elect: The Chairman-Elect shall succeed to the Chairmanship. The Chairman-Elect shall perform such duties as are delegated (or assigned) by the Chairman of the Board or the Board of Directors, and shall perform the duties of the Chairman of the Board in the event that individual is unable to serve.

SECTION 3. Vice Chairmen: There shall be four (4) Vice Chairmen, who shall be responsible for such duties as are individually assigned to them by the Chairman of the Board.

SECTION 4. Secretary-Treasurer: The Secretary-Treasurer shall oversee: the Society's funds and records; the collection of members' dues and/or assignments; the establishment of proper accounting procedures for the handling of the Society's funds; the performance of an annual audit by a certified public accountant; and, further, shall report on the financial condition of the Society at all meetings of the Board of Directors and at other times as called upon by the Chairman of the Board. The Secretary-Treasurer shall oversee the proper recording of proceedings of meetings of the Society and the Board of Directors, and shall ensure that accurate records are kept of all members.

Such duties of the Secretary-Treasurer as may be specified by the Board of Directors may be delegated to the President

Article IX

BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of this Society shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Society, its committees and publications; shall determine its policies or changes therein; shall actively prosecute these objectives, supervise the disbursement of its funds, and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2. The Board of Directors shall consist of the officers of the Society (named in Article VII); twenty-four (24) directors at large elected from the voting membership; two (2) directors elected from the Associate Membership; the Immediate Past Chairman of the Board; and the ex-officio members, without the right to vote, who shall be the Chairmen of Sections, the Chairman of the Foundation, the Chairman of the Allied Societies Council, and the President.

SECTION 3. Term of Office and Manner of Election: Directors at large shall serve for a term of three (3) years or until their successors have been elected and assume office. The Director elected from the Associate Membership shall serve a two (2) year term and the Immediate Past Chairman shall serve a one (1) year term or until their successors have been elected and assume office. Directors at large shall be elected in accordance with the provisions of Article XI, Section 1.

SECTION 4. Re-election: No member of the Board of Directors who has served a full three (3) year term shall be eligible for reelection until at least one (1) year has elapsed, with the exception of those Board members being elected to officer positions.

SECTION 5. Nominations: The Nominating Committee, acting in accordance with Article XI, Section 1, shall present one nominee for each seat on the Board which is vacant or is about to expire.

SECTION 6. Quorum of the Board: At any meeting of the Board of Directors, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of the Society, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

SECTION 7. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than three (3) times each administrative year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the Chairman of the Board or at the request of eleven (11) Directors, by notice mailed, delivered, telephoned, or telegraphed to each member of the Board of Directors, not less than seventy-two (72) hours before the meeting is held.

SECTION 8. Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION 9. Voting by Mail: Action taken by a mail ballot of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board.

SECTION 10. Absence: Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

SECTION 11. Vacancies and Removal: Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Nominating Committee. A director so elected to fill a vacancy shall serve the unexpired term of his or her predecessor. The Board of Directors may remove any Director for cause by an affirmative two thirds vote of the Board present at any regular or special meeting.

SECTION 12. Compensation: Directors and elected officers shall not receive any compensation for their services.

SECTION 13. Indemnification: Every Director, Officer, employee of the Society and such others as specified from time to time by the Executive Committee, shall be indemnified by the Society against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer or employee of the Society, or any settlement thereof, whether the person is a Director, Officer or Employee at the time such expenses are incurred, except in such cause wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Article X

EXECUTIVE COMMITTEE

SECTION 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. The Committee shall oversee the financial affairs of the Society. Actions of the Executive Committee shall be reported to the Board by mail or at the next board meeting.

SECTION 2. Composition and Election: The Executive Committee shall consist of the Chairman of the Board, the Chairman-Elect, the four (4) Vice Chairmen, the Secretary-Treasurer, the Immediate Past Chairman of the Board, and the President, who shall serve without vote.

SECTION 3. Quorum-Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The Chairman of the Board shall call such meetings of the Executive Committee as the business of the Society may require, or a meeting shall be called by the President on request of three (3) members of the Executive Committee.

SECTION 4. Vacancies: Any vacancy occurring on the Executive Committee will be filled in the manner as provided in Article VII, Section 6.

Article XI

SPECIAL AND STANDING COMMITTEES

SECTION 1. Nominating Committee: The Chairman of the Board shall appoint with the approval of the Board of Directors a Nominating Committee which will consist of seven (7) Regular Members, one (1) of whom shall be the Immediate Past Chairman of the Society, but of whom not more than three (3) shall be past Chairmen of the Society. At least one (1) member of the Nominating Committee shall be reappointed to the following year's Nominating Committee to insure continuity. The Nominating Committee shall nominate a candidate to the Board whenever a vacancy occurs in the elected officer or Board of Directors with said candidate to be elected by a majority vote of the remaining members of the Board. The Nominating Committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new Board of Directors and shall notify, in writing, the membership of its choice not less than sixty (60) days before the Annual Business Meeting. No member of the Nominating Committee is eligible to be nominated for any position. Thirty (30) days shall be allowed for nominations from the membership. Except for the office of Chairman of the Board, which is automatically filled in accordance with Article VII, Section I of these Bylaws, any member nominated by petition of 2-1/2 percent of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the Nominating Committee

and those recommended by petition. The Nominating Committee will conduct an election by mail ballot in which each Regular Member will have one vote to cast for each officer position and each directorship position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected. If, however, no nominations are made by petition, the Secretary shall cast a unanimous ballot for the candidates of the Nominating Committee. Results of the election shall be announced no later than the next annual Business Meeting. Members may not raise any matter at an annual Business Meeting unless they have given specifics of the proposal to the Chairman of the Board no less than thirty (30) days prior to the meeting.

SECTION 2. Budget Committee: The Budget Committee shall consist of the Chairman of the Board, the Chairman-Elect, the Secretary-Treasurer, the Immediate Past Chairman of the Board, and the President as ex-officio without vote. The Secretary-Treasurer shall serve as Chairman. The Committee shall counsel with the President on the annual budget of the Society and prepare recommendations for the Executive Committee and the Board of Directors. The committee may perform other such other duties in connection with the finances of the Society the Board may determine from time to time.

SECTION 3. Creation and Dissolution of Committees: The Chairman of the Board shall monitor actions of the committees, councils, and task forces of the Society and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

Article XII

EXECUTIVE AND STAFF

SECTION 1. Appointment: The Board shall employ a salaried chief executive who shall have the title of President and whose term and conditions of initial employment shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the President. Such data will be reported to the Board of Directors.

SECTION 2. Authority and Responsibility: The President, as Chief Executive Officer, shall manage and direct all activities of the Society subject to the policies of the Board of Directors and through the office of the Chairman of the Board. The President shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Society and fix their compensation within the approved budget. The President shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Society. The President shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

Article XIII

FINANCE

SECTION 1. Fiscal Period: The fiscal period of the Society shall be prescribed by the Budget Committee with the approval of the Board of Directors.

SECTION 2. Bonding: Trust or surety bonds shall be furnished for the Chairman of the Board, Secretary-Treasurer and such other officers or employees of the Society as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Society.

SECTION 3. Budget: With recommendations of the Budget Committee, the Board shall adopt an annual operating budget covering all activities of the Society. Within sixty (60) days following completion of the audit, the Secretary-Treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

SECTION 4. Accounting: The accounts of the Society shall be audited not less than annually by a Certified Public Accountant who shall be recommended by the President with the approval of the Board and who shall provide a report to the Board of Directors.

Article XIV

DISSOLUTION

SECTION 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.

Article XV

RULES OF ORDER

SECTION 1. The rules contained in the current edition of **ROBERT'S RULES OF ORDER** shall govern the conduct of meetings of the Society in all cause to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the Society may adopt.

Article XVI

AMENDMENTS

SECTION 1. Proposing: Amendments to or a repeal of the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by two and a half percent (2-1/2%) of the Regular Members. The Board of Directors shall present all such proposals to the Regular Members with or without endorsement

SECTION 2. Approval: Amendments to or a repeal of the Bylaws shall be approved by: a two-thirds affirmative vote of the Regular Members present and voting at any Annual Business Meeting or special meeting of the Society, duly called, provided written notice of proposed changes have been sent to the Regular Members thirty (30) days before such meeting; or by majority vote of the Regular Members voting by a thirty (30) day mail ballot.

SECTION 3. Amendment: Amendments to Article I—Name and Location, Article II—Objectives; Article III—Membership; Article IV—Organization Structure require membership vote as described in Article XVI, Section 2. All other amendments to the Bylaws may be made by the Board of Directors provided sixty (60) days prior notice is included in a publication of the Society, including but not limited to, **ASSOCIATION MANAGEMENT Magazine**.

COMMITTEES, COUNCILS AND COMMISSIONS

Chairmen listed below complete their terms of office in August 1995. New officers will be announced at the ASAE Annual Convention & Exposition in Washington, D.C.

Allied Societies Council

The Council is composed of the current and next president of each allied society, plus the chief paid officer or secretary of each. The Council is responsible for working with ASAE nationally to develop mutually advantageous activities for the allied societies and ASAE.

Activities of the Council are guided by the chairman and vice chairman of the Council and will include volunteers from the Council.

Chairman: Dean Gillaspey, CAE, Vice President of Operations, Iowa Medical Society, Des Moines, IA

Annual Meeting Advisory Committee

Advises and counsels the ASAE Board of Directors and staff on plans for the summer ASAE Annual Meeting and Exposition. Reviews and makes recommendations on all arrangements, including program, promotion, message, theme, hospitality, and entertainment.

Chairman: Lee VanBreman, CAE, Executive Vice President, College of American Pathologists, Northfield, IL

ASAE Foundation

The mission of the ASAE Foundation is to empower voluntary associations, through their executives, to prepare for the future through research, education and dissemination of information.

Chairman: George Kirkland, CAE, President, Los Angeles Convention & Visitors Bureau, Los Angeles, CA

ASAE Political Action Committee (A-PAC)

Raises and dispenses funds to provide financial support to those who are supportive of ASAE in government affairs issues. Provides accounting for funds as segregated from ASAE general funds.

Chairman: Charles E. Hawkins III, Senior Vice President, Associated Builders & Contractors, Rosslyn, VA

Associate Member Advisory Committee

Establishes liaison and dialogue between the ASAE Board and associate members of ASAE. Advises the ASAE Board and staff on issues of concern to associate members and their role in ASAE.

Chairman: Anetha W. Grant, Vice President Convention Sales, Nashville Convention & Visitors Bureau, Nashville, TN

Associations Advance America Committee

Advises ASAE on ways to expand the awareness campaign created to educate the public about the value of associations to American society. Administers the Associations Advance America Awards program. Seeks to increase involvement of associations in resolving societal challenges.

Chairman: Barbara Byrd-Lawler, CAE, Executive Vice President, Community Associations Institute, Alexandria, VA

Awards Committee

Administers the ASAE Key Award and Fellows Program according to policies established by the Board of Directors. Responsible for promotion of awards and selection of recipients.

Chairman: Neil Milner, CAE, Executive Vice President & CEO, Iowa Bankers Association, Des Moines, IA

CAE Appeals Committee

Hears any appeal made by a CAE candidate involving any aspect of the certification process. Members of the appeals committee are executives who are not presently members of the CAE Commission and who have had no part in initially recommending candidates for certification.

Chairman: William J. Lucca, Jr., CAE, Executive Director, Commissioned Officer Association of the United States, Public Health Service, Washington, DC

Certification Commission

Supervises the administration of the Certified Association Executive (CAE) Program and confers upon eligible members the CAE status. Assumes responsibility for applying appropriate judgement to uphold the integrity of the program. CAE Commission members must have earned and maintained the CAE designation. Members of the Certification Commission serve either a three-year or a five-year term.

Chairman: Robert E. Becker, JD, CAE, Account Executive, Bostrom Corporation, Chicago, IL

Diversity Committee

Gathers information on the demographics of women, ethnic minorities, senior citizens, and disabled persons involved in association management. Develops recommendations on how to make ASAE's leadership and membership more representative of these minorities and on how to assist associations in recruiting, developing, and promoting diverse group association executives within their associations.

Chairman: Penny Prue, Assistant Vice President of Human Resources, Association of American Railroads, Washington, DC

Education Committee

Advises and counsels the ASAE Board of Directors and staff on educational needs of association executives. Reviews staff proposals for ASAE continuing education activities.

Chairman: Michael Gallery, PhD., CAE, Deputy Executive Director, American College of Emergency Physicians, Irving, TX

Evaluation Committee

Develops criteria and guidelines for measuring association performance and operational effectiveness; administers five association evaluation programs and monitors the activities of peer teams that conduct site visits to associations undergoing evaluation.

Chairman: Harriet L. Fader, CAE, Executive Director, Diabetes Association of Greater Cleveland, Cleveland, OH

Exhibitors Advisory Committee

Serves as liaison between ASAE and its exhibitors. Develops recommendations for the exposition at conventions and the Management Conference aimed at improving the exhibits and their value to those attending. Assists in enforcing rules and regulations of the exposition for the benefit of all participants.

Chairman: Daniel E. Mobley, CAE, Executive Vice President, Washington DC Convention & Visitors Association, Washington, DC

Government Affairs Committee

Provides overview of all matters of ASAE that relate to government, particularly at the federal level. Sets priorities on handling issues that uniquely impact associations and association executives. Recommends broad policy direction to Board of Directors.

Chairman: Dennis Jungmeyer, CAE, President, Arkansas Automobile Dealers Association, North Little Rock, AR

Government Relations Fundraising Committee

Carries out nationwide fund-raising activities for ASAE. Raises funds from individuals to support A-PAC, ASAE's Political Action Committees, and from associations and corporations to support ASAE Government Relations Education Fund. Education Fund monies are used to cover speakers' honoraria and travel costs for government relations events.

Chairman: Gene N. Fondren, CAE, President, Texas Automobile Dealers Association, Austin, TX

Insurance Commission

Acts as trustee for the Group Insurance Trust and Supplemental Life Insurance Trust and as Board of Governors for the Retirement Plan. Serves as advisor on all other insurance programs of the Society. Analyzes potential new insurance programs and makes appropriate recommendations to the ASAE Board of Directors. Membership is composed of five members who serve five-year terms.

Chairman: Robert J. Dolibois, CAE, Executive Vice President, American Association of Nurserymen, Washington, DC

International Committee

Advises and counsels the ASAE Board of Directors and staff on ASAE's international program policy and makes recommendations on its future direction.

Chairman: Anne L. DeCicco, CMP, ECAM, CAE, President, The Aral Sea Foundation, Plainsboro, NJ

Key Industry Associations Committee

Facilitates the exchange of information among executives of key industry associations and reviews the programs and activities of ASAE in terms of meeting the needs of these executives. Membership is composed of the chief staff executives of key industry associations.

Chairman: Philip J. James, CAE, President, National Glass Association, McLean, VA

Key Philanthropic Organizations Committee

Facilitates the exchange of information among executives of key philanthropic organizations and reviews the programs and activities of ASAE in terms of meeting the needs of these executives. Membership is composed of the chief staff executives of key philanthropic organizations.

Chairman: Don L. Riggan, CAE, President, CEO, Arthritis Foundation National Office, Atlanta, GA

Key Professional Associations Committee

Facilitates the exchange of information among executives of key professional associations and societies; reviews the programs and activities of ASAE in terms of meeting the needs of these executives. Membership is composed of the chief staff executive of key professional associations.

Chairman: Thomas H. Henderson, Jr., CAE, Executive Director, Association of Trial Lawyers of America, Washington DC

Local, State, and Regional Association Executives Council

Reviews the total spectrum of ASAE programs and activities and evaluates their adequacy in meeting the needs of the association executives engaged in management of local and state associations. Makes recommendations on ways to improve any programs to the Board of Directors and the Education and Annual Meeting Advisory Committees.

Chairman: Wesley W. Ehrecke, CAE, Executive Vice President & General Manager, Iowa association of Electric Cooperatives, Des Moines, IA

M & M Forum Advisory Committee

Advises and counsels the ASAE Board of Directors and staff on plans for the ASAE Management & Meetings Forum. Reviews and makes recommendations on all arrangements, including program, promotion, message, theme, hospitality, and entertainment.

Chairman: Robert L. Carey, CAE, President, Produce Marketing Association, Newark, DE

Management Conference Advisory Committee

Advises and counsels the ASAE Board of Directors and staff on plans for the Management Conference. Reviews and makes recommendations on all arrangements, including program, promotion, message, theme, hospitality, and entertainment.

Chairman: Curtis C. Deane, CAE, Managing Director, American Society of Civil Engineers Washington Office, Washington, DC

Membership Development Committee

Promotes ASAE membership to nonmember prospects, reviews opportunities for expansion of ASAE's membership into areas not presently being developed, and reviews and promotes programs to reduce attrition of members.

Chairman: Christine M. Todd, RCE, CAE, Executive Vice President, Northern Virginia Association of Realtors Inc., Fairfax, VA

Nominating Committee

Studies and evaluates qualifications of prospective candidates for election as officers and directors, and invites and receives suggestions from members for nominees. The committee prepares and presents its recommendations to the Society. Membership is limited by specific criteria and approved by the ASAE Board.

Chairman: Quincalee Brown, Ph.D., CAE, Executive Director, Water Environment Federation, Alexandria, VA

Past Chairmen's Roundtable

Consists of all Past Chief Elected Officers who are available to work with the Chairman of ASAE Board of Directors on special assignments.

Chairman: Bernard J. Imming, CAE, President, The Association Consultancy, Alexandria, VA

Planning Committee

Studies the changing needs of the association management community and anticipates demands on ASAE during the next five to ten years. The committee provides recommendations on the future structure, programs and policies of ASAE to the Board of Directors.

Chairman: Garis F. Distelhorst, CAE, Chief Staff Executive, National Association of College Stores, Oberlin, OH

Property Casualty Advisory Committee

Advises ASAE on property-casualty programs for associations. ASAE currently endorses a basic business insurance plan, a meeting cancellation plan and an association professional liability (APLI) plan.

Chairman: Robert E. Latham, CAE, Executive Director, Maryland Highways Contractors, Glen Burnie, MD

Technology Committee

Monitors emerging technology and provides guidance to ASAE and the association community on how to integrate technology for maximum productivity. Communicates association needs to producers of hardware and software.

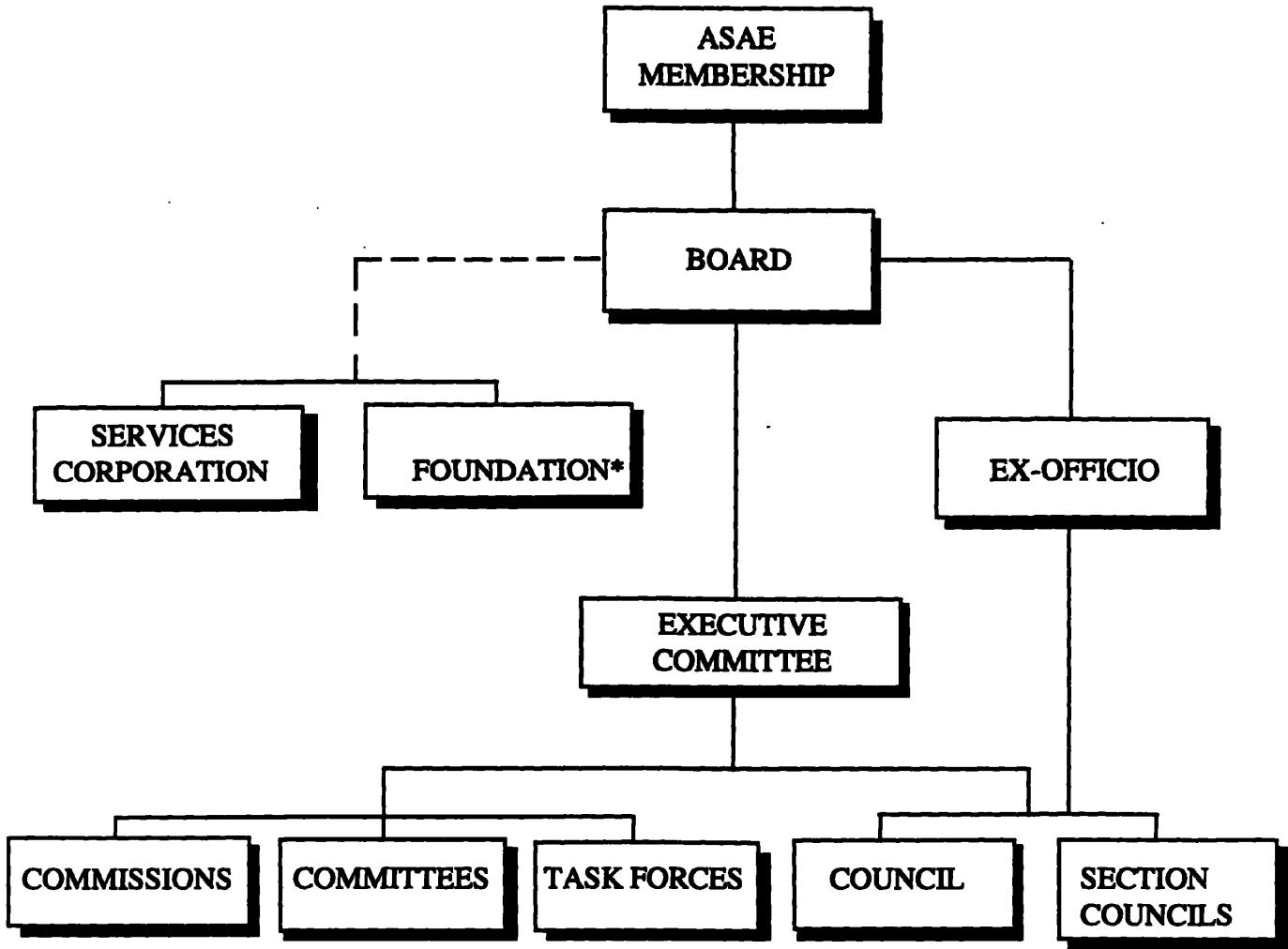
Chairman: Lawrence Rosenthal, Ph.D., Deputy Executive Director, American Academy of Dermatology, Schaumburg, IL

Western Region Advisory Committee

Serves to identify needs that are unique in the West and recommend action steps; promotes the best interests of ASAE regarding programs, positions, and policies affecting its members; and promotes effective utilization of ASAE's Western Region Office.

Chairman: Timothy Fitzharris, CAE, Executive Director, California Association of Services for Children, Sacramento, CA

ASAE'S BOARD, COMMISSIONS, COMMITTEES, COUNCIL, SECTIONS, & TASK FORCES



COMMISSIONS
 Certification (CAE)
 Insurance

COMMITTEES
 Annual Meeting Advisory
 ASAE Political Action
 Assoc. Mbr. Advisory
 Assoc. Mbr. Past Directors
 Assns. Adv. America
 Assn Mgmt. Company
 Awards
 Budget
 CAE Appeals
 Diversity
 Education
 Evaluation
 Exhibitors Advisory
 Fellows
 Government Affairs
 Gov. Rels. Fundraising
 Insurance Education
 International
 Key Industry Assns.
 Key Philanthropic Orgs.
 Key Professional Assns.
 Local, State, & Reg. Assn. Execs.
 Management Conf. Advisory
 Membership Development
 Nominating
 Past Chairman's Roundtable
 Planning
 Property/Casualty Advisory
 Technology
 Western Region Advisory

TASK FORCES
 Allied Society/ASAE
 Relationship
 Association Lobbying
 CAE
 CEO
 Continuous Improvement
 Fellows
 Lobby Tax Regs.
 Music Licensing
 Research
 75th Anniversary

COUNCIL
 Allied Societies

SECTION COUNCILS
 Chapter Relations
 Communication
 Meetings & Expos
 Education
 Finance & Admin.
 Government Rels.
 International
 Legal
 Marketing
 Membership

*Chairman of Foundation is also Ex-Officio to Board