



AMERICAN SOCIETY OF ASSOCIATION EXECUTIVES  
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May 8, 1995

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

Supplement To  
AOR 1995-13

Re: AOR 1995-13

Dear Mr. Noble:

This is in response to your letter dated April 28, 1995, concerning AOR 1995-13. As you know, the American Society of Association Executives ("ASAE") has requested an advisory opinion from the Federal Election Commission ("the Commission") regarding the application of the *Federal Election Campaign Act of 1971* to its proposed solicitation of its membership for contributions to its political action committee. Specifically, ASAE has inquired as to the application of Commission regulations defining membership for purposes of the Act to the membership of ASAE, asking whether ASAE may solicit all of its 22,300 members for such contributions.

Your office has requested additional information to clarify the factual circumstances of ASAE's request. Specifically, five separate categories of information have been requested; this letter will correlate those requests to the enumerated items in your letter of April 28, 1995, and will include the requisite attachments accordingly.

1. a. *Provide copies of any written material, such as ASAE policy statements, regarding the procedures for associate member input into the nomination and selection of candidates for the associate member directorship positions.*

ASAE encourages all of its members to propose candidates for board membership, including associate members. As such, three times a year, a "Call for Nominations" is published in *Association Management* magazine, ASAE's monthly publication sent to all 22,300 of its members (see Attachment). All nominations received are forwarded to the Nominating Committee for consideration.

Regarding the two associate member board seats in particular, nominations are explicitly solicited for those positions by ASAE Board Liaison Peggy Dowd from the Associate Member Past Director Committee, the Associate Member Fellows, the Associate Member Advisory Committee, and the Exhibitors Advisory Committee. Ms. Dowd serves as staff liaison to Associate Member Past Director Committee and the Associate Member Fellows, actively participating in all meetings. Ms. Dowd also very regularly receives telephone calls from associate members nominating other associate members for board membership; all such suggestions are forwarded to the Nominating Committee for consideration. No formal ASAE policy exists concerning this process, however, it occurs on a very regular basis and provides associate members with a valuable role in the selection of their board representatives.

On a related note, an item appearing in the most recent (May 1995) issue of *Association Management* (see Attachment) provides a useful illustration of the important role played by these committees - as well as all ASAE members - in ASAE's governing process. Specifically, the item announces to the entire ASAE membership a proposed change in the Society's bylaws: A proposal to extend the terms of the two associate members on the board of directors from two years to three. This change was proposed by the Associate Member Advisory Committee and has been preliminarily approved by the board of directors. It is now being put before the membership in solicitation of comments. When the board meets next on August 12, 1995, all comments received related to this proposed bylaw change will be provided to the board, as it debates and decides whether to formally adopt the change.

1. b. *State whether the policy or practice of the Nominating Committee is to select the nominees for the associate member directorship positions from the names offered by the Associate Member Advisory Committee, the*

*Exhibitors Advisory Committee, the Associate Member Past Directors Committee, and the Associate Member Fellows. Provide any ASAE official written verification of this policy or practice.*

It is the practice of the Nominating Committee to select the nominees for the associate member directorship positions from the names offered by these committees, as well as from those offered by any other sources. While there is no official policy limiting the Nominating Committee to those names offered by the above committees, in practice, the majority of the associate member director recommendations come from the members of these committees.

*1. c. Provide information describing the selection of associate membership for the various associate member committees listed above that are solicited for input. For example, state whether the members of these committees are appointed or elected and, if appointed, state by what ASAE authority.*

The members of these committees – like all ASAE committees – are appointed by the Chairman of the Board. Nominations for committee membership, however, are solicited from the entire ASAE membership on a very regular basis (see Attachments).

*2. a. Provide information on the manner in which the Board exercises its control over the sections and the exact relationship between the board of directors and the sections' governing councils.*

The board exercises control over the sections in a variety of ways: through the required approval of all council members by the chairman of the board; through the issuance of annual chairman charges to each section council, and the required reporting of each section council to the board, three times per year, as to their progress in executing these charges; through the presence of a board liaison on each section council; through each section council chairman serving as an ex-officio member of the board, with the ability to attend all board meetings; and through the board having veto authority over the decisions and actions of the section councils (see Attachments).

*2. b. Provide information regarding any role that section members or the sections' governing councils may play in the nomination or selection of directors and the method by which members of a section's governing council are chosen. Again, information on any of these points should include copies of any ASAE policy statements.*

Section members and section council members, like all ASAE members, are regularly solicited to recommend the names of individuals to serve as directors (see Attachment). The recommendations of section members or section council members are not given any more or less weight than the recommendations of other ASAE members. Section council members, as well as all section members, have the ability to vote regarding the affairs of their respective section(s), and this authority is actively exercised by members of all ten ASAE sections (see Attachments). The sections have come to play a major role in formulating and executing some of ASAE's most important activities. While membership on the sections' governing councils is ultimately determined by the chairman of the board, like all committees, nominations are regularly solicited from the membership-at-large (see Attachments).

Finally, while not specifically requested by your letter of April 28, 1995, a key point made by ASAE's advisory opinion request of March 29, 1995, deserves reiteration at this time: ASAE's nonvoting members have the ability to, and actively do, participate in and significantly shape the direction of the organization through widespread service on and leadership of ASAE's many policy-formulating committees, councils, commissions, and task forces. Associate and Section-only members can and do serve on and lead all ASAE committees, councils, commissions, and task forces except the Executive, Nominating and Budget Committees. In fact, nonvoting members generally chair at least as many of these bodies as, and often more than, voting members.

In many associations, particularly 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

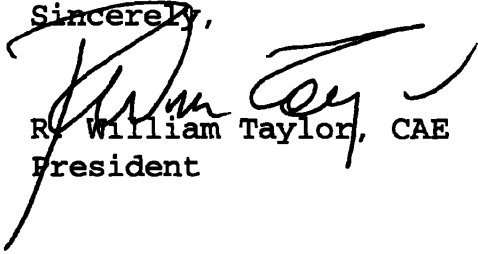
organization; it is these bodies that set the specific agendas in everything from formulating legislative positions to disbursing A-PAC funds to congressional candidates, from running the ten Sections to planning the major annual conferences, and from supervising the professional certification program 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. In other words, the board sets broad goals while the committees, councils, etc. determine the strategies and tactics to be used to achieve them. Associate and Section-only members constitute a high percentage of membership on ASAE's Government Affairs Committee, for example, and it is this Committee that, for all intents and purposes, determines ASAE's positions and policies on association government affairs issues. 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 this reason, and for all of the many reasons discussed in its advisory opinion request, 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.

Thank you for the opportunity to provide this additional information to the Commission. Please let us know if we can be of any further assistance in this process.

Sincerely,

  
R. William Taylor, CAE  
President

RWT/jst  
Enclosures

# OPPORTUNITIES AVAILABLE

JOIN THE TEAM THAT'S SHAPING THE FUTURE OF YOUR PROFESSION.

## *A call for ASAE Board of Directors Nominations*

**A**re you tired of sitting on the sidelines? Are you ready to share your experience and expertise? Here's your chance to help lead the association dedicated to furthering the profession of association management.

ASAE is currently seeking association professionals to serve in leadership positions on its Board of Directors. And YOU can make a difference.

### *The Benefit Package*

- A role in advancing your profession
- Exposure to a wealth of personal and professional contacts
- Access to up-to-date information about the challenges facing your association in the future
- The chance to exchange ideas and perspectives with other volunteer leaders

### *Qualifications*

- Demonstrated commitment to ASAE and the nonprofit community
- Strong background in committee and volunteer work
- Management experience

### *We want to hear from you*

If you are interested in serving or know of potential board members, please write to Peggy Dowd, ASAE, 1575 Eye St., N.W., Washington, DC, 20005 (202) 626-2710. Fax: (202) 371-0870. ASAE's text telephone number is (202) 626-2803.

NOMINATIONS MUST BE RECEIVED NO LATER THAN FEBRUARY 17, 1995.

# THIS *just in...*

**Business meals revisited.** A bill introduced last month by Senator Daniel Inouye (D-HI) would increase the tax deduction for business meals from 50 percent to 80 percent, where the deduction was prior to being reduced through the Omnibus Budget Reconciliation Act of 1993. ASAE supports the full restoration of business meal deductibility, but a first step would be returning the deduction to 80 percent. For information, call ASAE Government Affairs, (202) 626-2703.

**Charities: Get your IRS guidebook.** Internal Revenue Service Publication 1771, *Charitable Contributions—Substantiation and Disclosure Requirements*, covers recent rules concerning tax-deductible contributions. To order the guide, call (800) 829-2437.

**The GREF goal.** ASAE's campaign to raise \$400,000 for its fiscal year 1995 Government Relations Education Fund got under way last month. Among other things, GREF helps support ASAE in its fight against the lobby tax. For information, call Michele Werner Petitti, (202) 626-2831.

**Free help for Aramony fallout.** The criminal trial of William Aramony, former president of the United Way of America, begins this month and could generate more negative publicity for nonprofit organizations. ASAE has developed a series of free documents designed to help you prepare—talking points, salary information, and practical tips for turning a negative story into a positive media opportunity. Call ASAE's fax-on-demand service, (800) 622-ASAE, and request document 24006.

**Stressed on the Hill.** Some 44 percent of congressional staffers want to leave the Hill within three years, reveals a recent study based on the written survey responses of more than 1,400 House and Senate staff, as well as focus groups and interviews. According to the study, released by the Congressional Management Foundation and funded by ASAE and the Joyce Foundation, work-related frustrations include unmanageable workloads, daily work demands that sacrifice quality for quantity, and unpredictable hours.

**Leadership opportunities available.** ASAE is seeking association professionals to serve on its committees. Please submit nominations by March 10 to Peggy Dowd, ASAE, 1575 Eye St., N.W., Washington, DC 20005. Telephone: (202) 626-2710. Fax: (202) 371-0870.

**The honorees are . . .** Three association executives are 1995 ASAE Key Award honorees: Quincelee Brown, CAE, executive director, Water Environment Federation; Hector Jimenez Juarbe, CAE, executive vice president, Puerto Rico Manufacturers Association; and Peter F. McCloskey, CAE, president, the Electronic Industries Association.

**The AAA Awards.** April 15 is the deadline for your entry in the Associations Advance America Awards program. There's no entry fee. Call ASAE's fax-on-demand service, (800) 622-ASAE, and request a copy of the awards brochure, document 26006, which also describes the Partners Award for community service by ASAE associate members.

**Computer talk.** ASAE announces the debut of an online networking forum, "Information Systems for Associations." It is hosted by ASAE in cooperation with the Data Processing Management Association, Park Ridge, Illinois. To gain access to the forum on CompuServe, simply "GO DPMA" and select Area 12. For detailed instructions, call George Breeden, (202) 626-2833.

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# THIS *just in...*

**Associate member dues guidance.** Internal Revenue Service official Marcus S. Owens said recently that while the revenue procedure on the tax treatment of associate member dues income technically only applies to 501(c)(5) organizations, it is a statement of IRS policy in this area generally, and will be applied to all classes of 501(c) organizations. The procedure says that if the associate member category has been "formed or availed of" for the principal purpose of producing unrelated business income, then dues from associate members will be taxed as unrelated business income. Owens said this broad policy statement will be followed by proposed audit guidelines spelling out the factors the IRS auditors should consider when determining the purpose of a class of membership. Owens recognizes that voting rights and board representation should not be determinative factors in the analysis, but merely two of a number of factors IRS will examine.

**ASAE asks for "member" rule opinion.** ASAE asked the Federal Election Commission to issue an opinion on whether the FEC's definition of association *member* means that ASAE cannot solicit its nonvoting members for contributions to its political action committee. The "member" rule essentially prohibits an association from soliciting PAC contributions from, or sending partisan political communication to, people who do not have the ability to elect at least one member of the association's board of directors. However, a provision in the regulations says that exceptions can be made on a case-by-case basis where a certain class, or classes, of members have "a significant organizational and financial attachment" to the association but do not precisely meet the otherwise-applicable requirements. Because of the extensive role its nonvoting members play—through committee participation and so forth—ASAE believes all its members meet the "significant organizational and financial attachment" requirement.

**ASAE testifies on telemarketing.** Testifying on ASAE's behalf at a Federal Trade Commission "public workshop" held April 19, Terrence Hutton, of Howe & Hutton, Chicago, said that proposed regulations implementing the Telemarketing and Consumer Fraud and Abuse Prevention Act should not apply to the activities of tax-exempt organizations conducted in furtherance of one or more of their tax-exempt purposes. Hutton was preceded at the Chicago hearing by Chicago Society of Association Executives Executive Director J. Chris Mahaffey, CAE, who voiced similar sentiments.

**Your fax number in *Who's Who*.** The 1996 edition of *Who's Who in Association Management* will for the first time include members' fax numbers as well as their telephone numbers. If you do not want your fax number printed in the directory, please call ASAE Member Records by August 15, 1995, at (202) 626-2741 or (202) 626-2801. Fax: (202) 842-1109.

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**Proposed change in bylaws relating to associate member board terms.** As recommended by the ASAE Associate Member Advisory Committee, the ASAE Board of Directors voted to change Section 3 of Article IX of the ASAE Bylaws to extend from two years to three the board terms of associate members. ASAE Bylaws state that amendments may be made by the board provided 60 days prior notice is given in Association. Maxwamini—except for Articles I, II, III, IV, and XVI, which require a ballot of all voting members. Your comments—pro or con—on this proposed change are invited. When the board meets again on August 12, 1995, all comments relating to this potential bylaw change that have been received from members will be provided to the board. Send responses to Peggy Dowd, secretary to the ASAE Board of Directors, at ASAE headquarters.



**A dozen ways  
to become  
involved in**

**asaet**

**< FY 95 Committee Appointments**

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Please check the committee on which you are most interested in serving. For the convenience of participants, most committee meetings are scheduled to coincide with the three ASAE major meetings.

**Annual Meeting Advisory Committee --**  
Advises the ASAE Board of Directors and staff on plans for the Annual Meeting and Exposition.

**ASAE Political Action Committee (A-PAC) --** Dispenses funds to provide financial support to those who are supportive of ASAE in government affairs issues.

**Associate Member Advisory Committee --**  
Establishes liaison and dialogue between the Board and associate members. Advises on issues of concern to associate members and their role in ASAE.

**Associations Advance America Committee**  
Advises on ways to expand ASAE's campaign created to educate the public about the value of associations to American society. Administers the AAA Awards program.

**Awards Committee --** Administers the Key Award and Fellows Program according to policies established by the Board. Responsible for promotion of awards and selection of recipients.

**Diversity Committee --** Develops recommendations on how to make ASAE's leadership and membership more representative and how to assist associations in recruiting, developing, and promoting diverse groups.

**Education Committee --** Advises and counsels the Board and staff on educational needs of association executives. Reviews staff proposals for continuing education activities.

**Evaluation Committee --** Develops criteria and guidelines for measuring association performance and operational effectiveness. Must have attended training session and served on Evaluation Team to qualify.

**Exhibitors Advisory Committee --** Serves as liaison between ASAE and its exhibitors. Develops recommendations for the exposition at conventions aimed at improving the exhibits and their value to those attending.

**Government Affairs Committee --** Provides overview of all association matters that relate to government, particularly at the federal level. Sets priorities on handling issues that uniquely impact associations and association executives.

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**Government Relations Fundraising Committee** -- Carries out nationwide fundraising activities for A-PAC and ASAE Government Relations Education Fund.

**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. Membership limited to Trust Participants.

**International Committee** -- Advises the Board and staff on international program policy and makes recommendations on its future direction.

**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 of local and state associations.

**M & M Forum Advisory Committee** -- Advises the Board and staff on plans for the Management & Meetings Forum.

**Management Conference Advisory Committee** -- Advises the Board and staff on plans for the Management Conference.

**Membership Development Committee** -- Promotes membership to 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.

**Planning Committee** -- Studies the changing needs of the association management community and anticipates demands on ASAE during the next five to ten years. Provides recommendations on the future structure, programs and policies of ASAE to the Board.

**Property Casualty Advisory Committee** -- Advises on property-casualty programs for associations including a basic business insurance plan, a meeting cancellation plan and an association professional liability (APLI) plan.

**Technology Committee** -- Monitors emerging technology and provides guidance to ASAE and the association community on how to integrate technology for maximum productivity.

**Western Region Advisory Committee** -- Identifies needs that are unique in the West and recommends action steps; promotes the best interests of ASAE regarding programs, positions, and policies affecting its members.

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Please return completed form to:

**ASAE**  
**Peggy Dowd**  
**1575 Eye Street, NW,**  
**Washington, DC 20005**  
**FAX: (202) 371-0870.**

***YES!*** I am interested in serving on one of these committees:

- |                                         |                                                |                                                |
|-----------------------------------------|------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> Annual Mtg Adv | <input type="checkbox"/> Exhibitor Adv         | <input type="checkbox"/> M&M FORUM Adv         |
| <input type="checkbox"/> A-PAC          | <input type="checkbox"/> Government Affairs    | <input type="checkbox"/> Mgmt Conf Adv         |
| <input type="checkbox"/> Assoc Mbr Adv  | <input type="checkbox"/> Govt Relations        | <input type="checkbox"/> Membership Dev        |
| <input type="checkbox"/> AAA            | <input type="checkbox"/> Fundraising           | <input type="checkbox"/> Planning              |
| <input type="checkbox"/> Awards         | <input type="checkbox"/> Insurance Comm        | <input type="checkbox"/> Property Casualty Adv |
| <input type="checkbox"/> Diversity      | <input type="checkbox"/> International         | <input type="checkbox"/> Technology            |
| <input type="checkbox"/> Education      | <input type="checkbox"/> LSR Executive Council | <input type="checkbox"/> Western Region Adv    |
| <input type="checkbox"/> Evaluation     |                                                |                                                |

Name

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Title

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Organization

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Phone

Fax

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1994

BOARD  
POLICIES  
MANUAL

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**D. Annual Reports**

Each committee Chairman is required to submit an annual report for the Committee prior to the Annual Meeting. Progress reports are encouraged, especially in the case of the committees whose powers are limited to recommendation. In some instances, such as research, surveys, and specific projects involving undefined budget allocations, recommendations must be approved by the Board of Directors. (May 1982)

**E. Communication/Service**

All Committee Chairmen, Vice Chairmen, and members will be appointed by the ASAE Chairman of the Board.

Chairmen of ASAE Councils, Committees, and Sections shall normally serve for one year only. In unusual circumstances, and if reappointed by the Chairman, they may serve for a second year. Also, it shall be the policy of ASAE that one-third of the members of each committee shall be replaced annually. (January 1982)

Committees excluded from this policy by Executive Committee action are: Insurance, Certification Commission, Government Relations Fundraising Committee, Key Industry Associations Committee, Key Professional Associations Committee, Legal Committee and the CAE Appeals Committee. (May 1982 & June 1986)

**F. Committee Liaisons**

ASAE Officers and Board Members will be asked to volunteer to serve as liaisons to ASAE Committees. Those appointed by the ASAE Chairman will have their names listed on specific committee rosters and will receive all committee correspondence. Liaisons are welcome to participate in meetings of assigned committees as non-voting members, primarily to assist in clarifying ASAE policies. Acceptance of a liaison assignment does not require meeting participation, unless it is specifically requested by the Chairman of ASAE. ASAE does not pay expenses for liaison participation in committee meetings. Committee liaisons are asked to make periodic contact with the Chairman and/or staff liaison of assigned committees to assist in problem solving. (June 1991)

## **ASAE COMMITTEE DESCRIPTIONS**

### **ALLIED SOCIETIES COUNCIL**

The council is comprised 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. Educational programming for the Council is guided by the Allied Societies Program Steering Committee, appointed by the ASAE Board Chairman and comprised of Council members.

### **ANNUAL MEETING ADVISORY COMMITTEE**

Advises and counsils the ASAE Board of Directors and staff on plans for the Summer ASAE Annual Convention and Exposition. It reviews and makes recommendations on all arrangements including program, promotion, message, theme, hospitality and entertainment.

### **ASAE POLITICAL ACTION COMMITTEE (A-PAC)**

Reviews and approves expenditures of funds to provide financial support to those elected officials who are supportive of ASAE in government affairs issues. Provides accounting for funds as segregated from ASAE general funds.

### **ASSOCIATE MEMBER ADVISORY COMMITTEE**

Establishes liaison and dialogue between the ASAE Board and Associate Members of ASAE. It advises the ASAE Board and staff on issues of concern to Associate Members and their role in ASAE.

### **ASSOCIATIONS ADVANCE AMERICA COMMITTEE**

Advises ASAE on ways to expand the public 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.

### **ASSOCIATION MANAGEMENT COMPANY COMMITTEE**

The purpose of the Association Management Company Committee is to provide educational and networking opportunities for principals and employees of association management companies.

### **ASSOCIATE MEMBER PAST DIRECTOR COMMITTEE**

Comprised of all associate members who have served on the ASAE Board of Directors. The Committee serves as a resource providing long-term perspective regarding the Society's relationship with the supplier community. Responsible for promotion and selection of recipients of Associate Member Fellows recognition.

### **AWARDS COMMITTEE**

Oversees the ASAE awards programs according to policies established by the Board of Directors. Responsible for rules, promotion, and selection of recipients of Key Awards and Fellows recognition.

### **BUDGET COMMITTEE**

Counsels with the President on the annual budget of the Society and prepares recommendations for the Board of Directors. Performs such other duties in connection with the finances of the Society as determined by the Board. Membership is stipulated in the Bylaws.

### **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.

### **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 judgment 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.

### **DIVERSITY COMMITTEE**

Gathers information on the demographics, the status, and the attitudes of women, blacks, hispanics, senior citizens, disabled persons, and other minority individuals involved in association management. Develops recommendations on how to make ASAE's leadership and membership more representative of minorities.



### **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.

### **EVALUATION COMMITTEE**

The Evaluation Committee develops criteria and guidelines for measuring performance and operational effectiveness; promotes self-evaluation of both the individual and the organization; encourages peer evaluation of organizations through a team concept, and monitors the activities of peer teams that conduct site visits to associations undergoing evaluation.

### **EXHIBITORS ADVISORY COMMITTEE**

Serves as liaison between ASAE and its exhibitors. Develops recommendations for the exposition at conventions 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.

### **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.

### **GOVERNMENT RELATIONS FUNDRAISING COMMITTEE**

Carries out nationwide fundraising activities for ASAE. Raises funds from individuals to support A-PAC (ASAE's Political Action Committee) and from associations and corporations to support ASAE Government Relations Education Fund.

### **INSURANCE COMMISSION**

Acts as trustee for the Group and Supplemental Life Insurance and Retirement Plans and serves as advisor on all other Life, Accident and Health (LAH) insurance programs of the Society. It analyzes potential new (LAH) insurance programs and makes appropriate recommendations to the ASAE Board of Directors. Restricted to five members.

### **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.

### **MEMBERSHIP DEVELOPMENT COMMITTEE**

Promotes ASAE membership to non-members, reviews opportunities for expanding ASAE's membership into areas not presently being developed, and reviews and supports programs to reduce member attrition.

### **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. (See Bylaws)

### **PAST CHAIRMEN'S ROUNDTABLE**

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

### **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.

### **PROPERTY/CASUALTY ADVISORY COMMITTEE**

Serves as advisor on property and casualty insurance programs for the Society. Regularly reviews ASAE-endorsed property/casualty programs, including Headquarters Plus, Expo Plus, and Association Professional Liability Insurance (APLI) for applicability to changing needs of Associations and their executives. Analyzes potential new insurance programs and makes appropriate recommendations to the ASAE Board of Directors.

### **TECHNOLOGY COMMITTEE**

Explore ways for ASAE to provide leadership to associations in adopting technological solutions; to help members develop programs that will assist their members to identify and adopt technological solutions and communicate to the manufacturers of hardware and software the importance of the association community as a market for their products.

## **ASAE ASSOCIATE MEMBER FELLOWS PROGRAM**

**GOAL:** The Associate Member Fellows program of ASAE recognizes suppliers in the association community who have made major contributions to associations and to the association management profession and who have demonstrated the potential for outstanding future accomplishment within the association community.

**PURPOSE:** The purposes of the program are: (1) To advance the association community, associations and the association management profession by recognizing and encouraging commitment and contributions by outstanding suppliers in the association community; (2) To foster a leadership development system that identifies well-motivated present and future Associate Member leaders who can be expected to continue and expand their efforts on behalf of the association community with ASAE; (3) To create an opportunity for service by supplier participants in the association community, particularly those who have achieved seniority in their own organizations, who have demonstrated extraordinary commitment to the association community and who have not had the opportunity for voluntary service at the highest levels of ASAE; (4) To assist the ASAE Board of Directors; the other policy and program boards, committees, and task forces of ASAE; the Associate Member Past Director Committee and the ASAE Foundation to achieve their respective goals; (5) To provide other service to the association community, associations and the association management profession as opportunities arise.

**CRITERIA SELECTION:** An Associate Member selected to become an Associate Member Fellow of ASAE will have met the following criteria: (1) Held one or more positions of responsibility in the employing firm, which positions have involved significant contact and involvement with associations; (2) Made substantial contributions in that firm with respect to its relations with the association community; (3) Maintained membership in ASAE for at least five years; (4) Served with distinction on one or more policy or program boards, committees or task forces of ASAE; (5) Demonstrated, through outstanding contributions, an interest and desire to advance and improve the relationship between Associate Members and ASAE.

**ACTION PLAN:** The Associate Member Fellows will fulfill their obligation for ongoing service to the association community, associations and the association management profession through an agenda established by the Fellows. The agenda may include such activities as: (1) Development and presentation of an annual seminar or other educational session, possibly to be held at the ASAE Annual Meeting or the Management & Meetings Forum; (2) Implementation of an Associate Member Fellows Resource Network to facilitate the sharing of information among Fellows; (3) Convening an annual "think tank" - type retreat at which Associate Member Fellows will develop and plan specific projects they are willing to undertake on behalf of such groups as the ASAE Board of Directors or the ASAE Foundation; (4) Periodically review and provide comments to the

Associate Member Past Director Committee on suppliers' relationships with the association community, associations and the association management profession and ASAE; (5) Identification of programs and activities for Associate Member Fellows to undertake in their local areas or with ASAE Allied Societies.

**ADMINISTRATION:** The Associate Member Fellows program will be administered as follows: (1) The Associate Member Past Director Committee will select new Associate Member Fellows each year based upon the criteria listed above and any others adopted by the Associate Member Past Director Committee. The Associate Member Past Director Committee will determine each year the number of new Associate Member Fellows selected; (2) No member of the Associate Member Past Director Committee may concurrently serve as an Associate Member Fellow. An Associate Member Fellow who has served on the ASAE Board of Directors and become a member of the Associate Member Past Director Committee must relinquish membership in the Associate Member Fellows; (3) Members of the Associate Member Past Director Committee are invited to participate ex-officio in all Associate Member Fellow programs and activities.

5. Honorary Members shall not have the right to serve on the Board of Directors or the Executive Committee.
6. Honorary Members shall not have the right of a vote.
2. Section: In addition to, or as an alternative to Regular Membership, association executives and Associate Members may hold membership in Sections, as established by the Board of Directors.

**D. RIGHTS AND PRIVILEGES OF MEMBERSHIP**

Benefits and privileges afforded to various categories of ASAE membership are determined by the ASAE Board of Directors.

Only Regular Members have the right to vote on Society affairs, or to hold office, or a seat on the Board of Directors, with the exception of two Board seats specifically reserved for Associate Members.

Section Members may serve on Section Councils and may vote on Section affairs, but the ASAE Board has final approval authority over all Section activities. The chairman of each Section Council sits as an ex-officio member on the ASAE Board.

**E. BILLING**

Dues payments will become due and payable on the anniversary date of each member. These bills are generated by the ASAE headquarters office, notifying members of their dues renewal beginning two months in advance. Membership rights and privileges are suspended when dues become two months in arrears, and membership is canceled when dues become three months in arrears.

**F. MEMBERSHIP OWNERSHIP**

ASAE is an individual membership society, and all rights and privileges of membership are vested in the individual. If an individual changes employment, he carries his membership with him unless he notifies the Society of his wish to transfer any unused portion of the membership to another individual. If any individual changes employment and fails to notify the Society of his new venue, the former employing association may verify to ASAE in writing that the individual cannot be located and assign another individual to fill the vacated membership position.

## **ASAE SECTION POLICIES\***

The following are excerpts from ASAE Bylaws relating to Sections and their operation:

### **Article III - Membership. Section 3 - Non-Voting Membership**

3b. **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 have a vote in the affairs of that Section subject to overall Board of Directors' control.

### **Article IV - Organizational 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.

## **OPERATING PROCEDURES FOR ASAE SECTIONS**

### **Article I - Purposes**

The official names of 10 ASAE Sections are as follows: Chapter Relations Section; Marketing Section; Communication Section; Membership Section; Education Section; Meetings & Expositions Section; Government Relations Section; Finance & Administration Section; International Section; and Legal Section.

### **Article II - Purpose**

The purposes of ASAE sections are to:

- a. Act as the voices of their respective specialized areas of association management;
- b. Provide for networking among peers by offering a forum for interaction and idea exchange;

- c. Offer opportunities for professional growth and development;
- d. Add to the body of knowledge in specialized association management areas;
- e. Recognize excellence in performance and achievement in specialized association management areas.

\* Approved by ASAE Board in May, 1982 and updated periodically.

### Article III - Membership Grades

All association executives (CEOs and staff specialists) and Associate/Suppliers are eligible for Section membership. All members are entitled to vote on ballots distributed by such Sections.

### Article IV - Fees, Dues and Special Assessments

Dues for Section members as for other membership categories, will be established by the ASAE Board of Directors. Of the dues income received from members of each Section, a portion identified by the ASAE Board will be dedicated to payment of overall ASAE members' service expenses. The remaining portion will be considered as available to the individual Section for financing its activities.

### Article V - Section Services

Section members shall be rendered such basic services from ASAE as approved by the ASAE Board of Directors. Section members will receive such specialized services from their Sections as proposed by Section Councils, and as formally approved by the ASAE Board of Directors.

### Article VI - Section Councils

Section Councils shall be comprised of no fewer than 15 or more than 21 members, including a Chairman and Vice Chairman. Section Council members shall be appointed by the Chairman of the ASAE Board. No more than four Council members may be Associate Members, with the exception of the Legal Section. Section Council officers shall be employees of associations or Associate/Suppliers. The ASAE policy of one-third annual turnover of Council membership is recommended. The ASAE Chairman will appoint replacement Council members in the case of vacancies. Section officers and Council Members will take office at the time of the ASAE Annual Meeting and hold

office until the next ASAE Annual Meeting, approximately one year hence. The quorum for a Council meeting shall be half of all voting members.

Councils shall function as the governing bodies of their respective Sections, functioning within the Bylaws of ASAE.

#### Article VII - Section Management

ASAE Sections will be managed by ASAE staff members as appointed by the ASAE President. ASAE staff specialists rather than exclusively dedicated staff, will perform various functions needed by Sections, e.g., the ASAE Member Services Division will handle the recruiting of Section members under the guidance of Section Councils and staff and the ASAE Publishing Division will handle the final editing and production of newsletters.

The goal of each Section is to function annually on a financial break-even basis, within the portion of member dues approved by the ASAE Board for Section use. Dues income is to be used to underwrite services that cannot be provided for on a break-even basis, such as newsletters and awards programs. Other activities of Sections, such as the publication of special studies, are to be structured to break even financially.

Sections will not have separate treasuries, but will function within the ASAE budget. However, histories will be maintained to show the annual outcome of each Section and this information will be provided to the ASAE Board for review as Sections propose to undertake new expenditures and risk ventures. Any proposed Section project not approved as part of the Section's annual budget must be brought to the attention of the ASAE President -- and it will be his responsibility to determine whether this is a permissible activity without ASAE Board approval or whether action is required by the ASAE Board.

#### Article VIII - Section Educational Programming

The ASAE Management Conference is established as a major focal point for the educational programming of all ASAE Sections except the Legal and International Sections. Each Section will be responsible for development of a series of sessions to be held over a multi-day period during the Management Conference. Sections are encouraged to require manuscripts for all papers presented at Management Conferences.