



Bylaws

ASIS INTERNATIONAL BYLAWS

Article I NAME AND SEAL

Section 1.

The name of the corporation is ASIS International, hereinafter known as "ASIS."

Section 2.

The corporate seal of ASIS International shall be in such form and design as the Board of Directors may select and shall bear the name of ASIS International.

Article II DEFINITION AND PURPOSE

Section 1.

ASIS defines "security" as that profession concerned with the protection of personnel, property, and information. The term "security," as used hereinafter, shall include and be synonymous with the terms, "asset protection," "fire and safety," "crime prevention and control," "criminal justice," and other terms or designations for similar or related functions.

Section 2.

The purposes and objectives of ASIS are:

(a) To encourage, promote, aid in and affect the voluntary interchange among members of ASIS of data, information, experience, ideas and knowledge about methods, processes, and techniques relating to the profession of security.

(b) To promote a representative and centralized body or organization to collect, collate, coordinate and distribute data, ideas, knowledge, methods and techniques by any suitable means. Such distribution will be intended to improve the efficiency of and, if deemed advisable, promote uniformity in security, as such, and develop matters of mutual interest of its members.

(c) To establish ethical and professional standards of work and conduct for its members and to foster and encourage observance of the same.

(d) To publish and distribute books, pamphlets, periodicals, papers and articles supportive of the activities and purposes of ASIS; to compile and maintain lists, registers, and records of those persons responsible for promulgating and carrying out the function of security in business, institutions, industry and government, and to publish and distribute the same to the extent deemed advisable; and to establish and conduct such committees, bureaus and offices as are necessary and incidental to the activities of ASIS.

(e) To make surveys and studies, hold conferences, symposia, seminars and forums, and arrange for the presentation of lectures and papers on matters and problems of interest; to foster, promote, encourage and facilitate discussion, study and research on matters and problems of security; and generally to collect and disseminate, in any manner deemed appropriate, information of service or interest to its members or the public at large.

(f) To conduct and carry on such other related activities as may be necessary, desirable or incidental to gaining recognition of ASIS and the attainment of its purposes, including recognition of accomplishments in the field of security within business, institutions, industry and government.

(g) To solicit and collect money for any of the purposes of ASIS, through entrance fees, membership dues and/or special assessments and/or by acceptance of gifts, legacies, bequests, endowments, or otherwise to carry on activities for the purpose of raising funds; to expend, contribute and disburse any funds and/or invest and reinvest in any kind of property or securities (whether or not appropriate for the investment of trust funds); and otherwise to handle and deal with

or dispose of any funds collected or monies received and the income there from, for any or all the purposes of ASIS.

(h) To have offices and to promote and carry on all or any of the activities of ASIS, and, in connection therewith, to incur any indebtedness or liability deemed necessary or advisable, to issue notes, debentures, or other similar obligations to evidence any such liability or indebtedness and to secure the same by pledge or other lien upon any property or assets of ASIS; and to purchase, lease or otherwise acquire and to hold or sell, lease, exchange or otherwise dispose of and deal with such property, real, personal and mixed, as may be requisite for the transaction of its business or the conduct of its affairs in any state, district, territory or country.

(i) To exercise all powers that are or may hereafter be conferred upon a corporation by the laws of the State of Delaware, USA, and to do any and all such other acts and things, including the making and performing of any contracts necessary, desirable or appropriate to carry out or accomplish any of the objects or purposes of ASIS, except as prohibited or forbidden by law, the articles of incorporation of ASIS, or these Bylaws.

Section 3.

Nothing herein shall constitute members of ASIS as partners for any purpose. No officer, member or employee of ASIS shall be liable for the acts or failure to act on the part of any other officer, member or employee of ASIS. Nor shall any officer, member or employee be liable for his/her acts or failure to act under these Bylaws, with the exception of acts or omissions to act arising out of his/her willful misfeasance.

Section 4.

ASIS shall use its funds only to accomplish the purposes and objectives specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of ASIS.

Article III MEMBERSHIP AND AFFILIATION

Section 1.

Membership in ASIS is open to all individuals with a professional interest in the security field, who are of high moral character, who have demonstrated a high degree of integrity, and who agree to follow and adhere to the purposes, Bylaws and Code of Ethics of ASIS.

Section 2.

The membership of ASIS shall consist of the following classes:

(a) Member: Individuals who are

(1) Primarily responsible for the professional application of security principles and practices in the private or public sector in a position of "responsible charge;" and/or

(2) Certified Protection Professionals in good standing; and/or

(3) Full-time educators or training professionals who provide instruction in security, conduct security research or administer a security or crime prevention program at an accredited educational institution or professionally recognized training institute.

(4) Persons who have a professional and on-going interest in security and are ineligible for other membership categories. Professionals in Accounting, Auditing, Safety, Facilities, Law Enforcement, Corrections, Human Resources, Security Product Sales/Marketing/Development, or aspiring security professionals in non-responsible charge positions exemplify the membership in this category.

"Responsible charge" shall mean that charge exercised by an individual who makes decisions for the successful completion of objectives without reliance upon directions from a supervisor as to specific methods or techniques. An applicant need not have held a

supervisory position, as long as the position(s) on which the application relies shall have included responsibility for independent decisions or actions. However, if “responsible charge” is not based on the supervisory responsibilities then the duties which qualify as “responsible charge” must clearly show security program management responsibilities and duties.

(b) Life Members: Such membership may be conferred upon any member in good standing who has been such for not less than twenty (20) consecutive years immediately preceding the conferment, has permanently retired from full-time security employment, and has made a notable contribution to ASIS, or, any past President of ASIS who has made application thereof.

(c) Student Members: (i) Full-time students enrolled as active degree candidates at a duly accredited college or university may be eligible for student membership if their declared intention is to pursue a security career. Such membership shall not be renewed in the case of students who withdraw their declaration of intent to pursue a security career. (ii) Such membership may be converted to Member upon graduation or change in full-time student status.

(d) Honorary Members: Such membership may be conferred upon any person of acknowledged eminence in any profession or occupation who has made a significantly valuable contribution to the security profession or the attainment of its objectives.

(e) Retired Members: Such membership may be conferred upon individuals who have reached the age of 67, will enter full retirement from the security industry on or after January of the calendar dues year, who no longer practice as a security professional or who is not a majority stakeholder in a security company, and have been a member for the immediate past ten (10) consecutive years at the time they seek retired member status.

Section 3.

(a) The Executive Vice President and Chief Executive Officer shall resolve all questions pertaining to eligibility for or continuance of membership in ASIS. The Executive Vice President and Chief Executive Officer may waive eligibility requirements as set forth herein when, in his/her judgment, such action would serve the best interests of ASIS. All appeals must be made in writing to the Management Committee where all decisions are final. The Ethical Standards Council shall only review questions of ethical conduct.

(b) All applications for membership, except Honorary Membership, shall be acted upon by the Executive Vice President and Chief Executive Officer in accordance with Article III, Section 1-4 of the ASIS Bylaws. Should an applicant appear not to meet the membership criteria or should there be a question relative to the class of membership, the President-Elect shall rule on acceptance, rejection and/or the category of membership. Periodically the President-Elect shall audit the membership applications approved by the Executive Vice President and Chief Executive Officer.

(c) If a rejection or designation as to class of membership is challenged by the applicant, the application shall be submitted to the Management Committee for review and determination. Rejection by a majority of the Management Committee shall result in denial of membership.

(d) The Management Committee may review any decision on acceptance for membership made by the Executive Vice President and Chief Executive Officer or the President-Elect, and shall be advised in detail of any decision of the President-Elect to reject an application for membership.

(e) The Management Committee shall recommend to the Board of Directors approval or disapproval of candidates for Honorary Membership. Election to the class of Honorary Member shall be upon approval of not less than three-fourths of the entire Board of Directors.

Section 4.

Members of ASIS in good standing shall be entitled to all membership privileges, including the right to vote for directors of ASIS; to vote at stated or called membership meetings of ASIS; hold ASIS office at chapter, regional and committee levels; and to serve on the Board of Directors of ASIS.

Life Members and Student Members of ASIS in good standing shall be entitled to all membership privileges as previously stated, but will not be permitted to serve on the Board of Directors of ASIS.

Honorary Members do not actively participate in ASIS affairs.

Article IV ENTRANCE FEES, DUES AND ASSESSMENTS

Section 1.

The entrance fee and annual dues for each class of member of ASIS shall be determined by the Board of Directors.

Section 2.

All classes of members shall be advised six (6) months in advance of any change in entrance fees or annual dues.

Section 3.

(a) If the dues or other amount owed by any member in good standing remains unpaid for a period of thirty (30) days after the beginning of the calendar year, Headquarters shall request by mail, immediate payment thereof, and such request having been made, then from and after the end of said period and until such payment said member shall cease to be in good standing. If within thirty (30) days additional time, during which he/she shall have been notified as herein before provided, the amount owing by such member continues unpaid, then the membership of such person shall automatically terminate unless otherwise ordered by the Board of Directors: provided, however, that any time within a year after dues become payable, except in the case of a new member, upon the payment of the full amount in arrears, his/her membership shall be automatically restored. Any person desiring to have his/her membership restored after the expiration of one year from the loss thereof, as above described, shall be subject to the rules and procedures prescribed for an original application for membership.

(b) If dues or other amount owed by a new member remains unpaid for a period of thirty (30) days after acceptance into membership, Headquarters shall request by mail immediate payment thereof and such request having been made, said new member shall cease to be in good standing. If within thirty (30) days additional time (sixty days for overseas) during which the new member shall have been notified as herein before provided, the amount owing by such member continues unpaid, then the membership of such person shall automatically terminate.

Section 4.

A member who is not in good standing shall not be appointed to any committee or elected to any office, or continue to hold any office of ASIS.

Section 5.

No assessment(s) may be levied by the Board unless first authorized by a vote of the majority of the membership (the term membership shall hereinafter include Member, Life and Student Members) present at any regular, annual, or special meeting. Any vote for an assessment must be preceded by a thirty (30) day notice to the membership. If any such assessment(s) are so authorized, any member who shall elect to resign his/her membership rather than pay any assessment imposed shall incur no liability.

Article V MEETING OF MEMBERS

Section 1.

The annual meeting of the membership of ASIS, unless otherwise specified by the Board of Directors, shall be held in January, at such time and place as the Board may designate. Failing such designation by the Board, the annual meeting shall be held at 10:00 am on the second Tuesday of September at the principal office of ASIS in Alexandria, Virginia. If said Tuesday should be a legal holiday, then the meeting shall be held on the next succeeding full business day that is not a legal holiday. At this meeting, the membership shall receive annual reports of officers, directors, and others as designated

Revised: 16 December 2014

by the President. Provided the provisions of this section are met, any other business which shall come before the meeting may be transacted. New business items shall be included on the agenda only upon majority vote of the Board of Directors or upon petition of twenty-five (25) percent of the membership. Said petition must be received by the Secretary at least thirty (30) days in advance of the scheduled meeting for which the agenda item applies.

Section 2.

Special meetings of the membership may be called at any time by a majority of the Board, the Chairman of the Board, or the President. Special meetings may be called by the Secretary upon written petition by the membership, when signatures on such petition represent twenty-five (25) percent of ASIS membership.

Section 3.

Notice of the time and place of each annual or special meeting shall be served, either personally or by electronic or regular mail, not less than thirty (30) nor more than sixty (60) days before the meeting, upon all of the membership of ASIS in good standing. Said notice shall, if mailed, be directed to the member at his/her mailing address as it appears in ASIS records. Notice of the annual meeting need not specify the agenda thereof, but notice of any special meeting shall indicate the purpose for which the meeting is called.

Section 4.

A quorum at the annual meeting of the membership shall constitute five (5) percent of the active ASIS membership in good standing. At any other meeting of the membership those members present must equal or exceed twenty-five (25) percent of the ballots cast in the most recent Board of Directors election to constitute a quorum.

Section 5.

At every meeting of the membership, each member shall be entitled to one vote on any question put before the membership, in person or by written proxy filed with the Secretary. The vote on any question shall be by ballot, if the Board so determines, or if so ordered by a majority of the membership present at the meeting. The vote for directors shall be by ballot, by mail, as provided in Article VI, Section 12.

Section 6.

At any meeting of the membership, the President or, in his/her absence, the President-Elect or, in the absence of such officers, the Chairman of the Board, or, in his/her absence any person selected by majority of the Board shall preside as Chairperson and the Secretary or, in his/her absence, any other person selected by a majority of the membership present or represented shall act as Secretary of ASIS, or, in the absence of such officers, any other person appointed by the Chairperson of the meeting shall act as Secretary.

Section 7.

At any meeting of the membership, the rules contained in the most current version of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with the Certificate of Incorporation or the Bylaws of ASIS.

**Article VI
DIRECTORS**

Section 1.

The property, business and affairs of ASIS shall be managed and controlled by a board of not less than nine (9) and not more than twenty-one (21) directors, the exact number of directors from time to time to be fixed by resolution of the Board. The Board shall have the power to elect from among its number the officers of ASIS (see Article VII for definition of officers); to remove the officers of ASIS, with or without cause; to elect, until the next annual meeting, an officer of ASIS, upon the resignation, death, inability or

unwillingness to serve of any officer; to create and to abolish such offices of a minor nature as the Board may from time to time deem advisable; to appoint and to remove such minor officers as the Board may from time to time deem advisable; to fix or provide for the salary and compensation, if any, of all officers and directors; to employ or to terminate, fix and provide for the salary of any administrative, supervisory, secretarial or clerical employees necessary in carrying on the business of ASIS; and in general, to exercise all powers of ASIS which are not reserved to the members by statute or the Bylaws or the Certificate of Incorporation or any amendments thereof.

Section 2.

The Board shall be divided into three classes, with each class to constitute one-third of the total number of directors. Each year one class of directors shall be elected for a term of three years, under rules to be prescribed by the Board. No director, either elected to the Board or appointed to fill an unexpired term, shall serve more than two consecutive terms. For purposes herein, a director who serves at least two full years of a term shall be considered to have served a full term.

In the event of any increase or decrease in the number of directors constituting the Board, within the limits set forth in the Certificate of Incorporation and these Bylaws, the directors shall be divided among the classes of directors then in office, so that there will be, as nearly as possible, the same number of directors in each class; and, if one class must of necessity have a greater number of directors than the other two classes, it shall be the class in which the directors have the shortest period of time to serve. Each such director shall hold office until the expiration of his/her term and until hi/her successor shall have been elected and qualified, or until his/her death, resignation, or removal prior thereto. The Board of Directors shall have complete authority to make rules governing the conduct of campaigns for election of directors and to declare vacant any directorship occupied by a director who has secured election through means or in a manner that violates such rules. The Board of Directors shall have complete authority to declare vacant the directorship of any director who fails to attend three consecutive meetings of the Board without the excuse of the Board itself, as reflected by resolution entered in the official minutes of the meetings of the Board.

Section 3.

Following the election of the incoming class of directors, the Board-Elect shall meet for the sole purpose of organization, the election of officers and to grant authority to the President-Elect to make appointments. Such meetings shall be held upon notice or waiver of notice as provided in Section 5 of this article.

Section 4.

Meetings of the Board may be called by the Chairman of the Board, the President, or the Secretary of ASIS and shall be called by any one of them upon written request of any five members of the Board, or, in the absence of the Chairman of the Board, the President, and the Secretary, may be called and notified directly by said five members. Each meeting shall be held as provided in the call, and notice thereof shall state the time and place and, in general terms, the purpose thereof.

Section 5.

Notice of each directors' meetings shall, except as herein otherwise provided, be given personally or in writing, at least five days before the meeting, but such notice may be waived by any director either before or after the meeting. At any meeting at which every director is present, even though there be no notice or waiver of notice thereof, any business may be transacted, Article XIII to the contrary notwithstanding.

Section 6.

At all meetings of the Board, the Chairman of the Board, the President, President-Elect, or in their absence, a member of the Board chosen by the majority of the directors present, shall preside; and the Secretary or, in his/her absence, any Assistant Secretary of

ASIS or other person appointed by the chairperson of the meetings shall act as Secretary thereof.

Section 7.

At all meetings of the Board, except as otherwise provided herein or by law, one-third of the directors shall constitute a quorum, and the act of a majority of the directors present at any meeting of which there is a quorum shall be the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent director.

Section 8.

Any vacancy on the Board, occurring through the death, resignation, retirement or disqualification of a director or his/her failure to accept office as such may be filled for the unexpired portion of his/her term by the affirmative vote of a majority of the remaining directors, although less than a quorum; any director so appointed shall hold office until the expiration of such term.

Section 9.

The Board of Directors may increase or decrease the number of directors constituting the Board, within the limits set forth in the Certificate of Incorporation and these Bylaws. Any vacancies created by increasing the size of the Board shall be filled by the election process.

Section 10.

The Chairman of the Board acting for the Board, shall present at the annual meeting of the membership a report, verified by the President and Treasurer or by a majority of the directors, showing, as of the end of the immediately preceding fiscal year, the whole amount of real and personal property owned by ASIS, where located, where and how invested, the amount and nature of the property acquired during such fiscal year, and the manner of acquisition; the amount applied, appropriated, or expended during such fiscal year, and the purposes, objects or persons to or for which such application, appropriations or expenditures have been made. This report should be filed with the records of ASIS and an abstract thereof entered in the minutes of the annual meeting.

Section 11.

Any director or officer may resign at any time by giving written notice to the President or the Secretary of ASIS; such a resignation shall take effect at the time specified therein or, if no time is so specified, then upon receipt thereof, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any director, or officer of ASIS may be removed at any time, with or without cause, either at any meeting of the membership of ASIS called or notified for such purpose or by a two-thirds (2/3) vote of the whole Board.

Section 12.

Each year, one class of directors, as provided in Section 2 of this article, shall be elected by mail and/or Internet vote of the membership for terms of three years.

(a) Only those in the Member class, with the following qualifications shall be eligible as candidates for election to the Board of Directors:

(1) The Member, at the time of his/her candidacy, must be: Engaged in the full time practice of security, with no less than five years responsible security experience in a supervisory or managerial capacity; or a Certified Protection Professional in good standing; or a full time educator or training professional, with no less than five years in a position of responsible charge, who provides instruction in security, conducts security research or administers a security or crime prevention program at an accredited education institution or professionally recognized training institute.

(2) Must be a member in good standing;

(3) Ideally will be an active participant in ASIS affairs within five years immediately preceding his/her candidacy in one of the following positions: a member of the Board of Directors, a member of the Professional Certification Board, ASIS Foundation leadership, a Council Chairperson or Council Member, a Senior

Regional Vice President or Regional Vice President, Council Vice President, a Chapter Chairperson or other Chapter Officer;

(4) Completed and submitted the required Conflict of Interest Statement.

(b) All nominations for election to the Board must be submitted to the Nominating Committee via a petition setting forth the candidate's qualifications and a statement of eligibility from the candidate. Such petitions may emanate only from the following: a current member of the Board, a current Council Vice President, a current Chairperson of a Council, a current Senior Regional Vice President or Regional Vice President, or a current Chapter Chairperson. The Secretary of ASIS shall request petitions from these sources at least ninety (90) days prior to the date set by the Board for the election.

(c) The Nominating Committee shall be the final arbiter of each candidate's qualifications and shall make the final selection of the list of nominees for submittal to the President. The committee will submit the name of one (1) member, no more and no less, for each elective vacancy. In the event there are not enough petitions for qualified candidates received, to assure there is one (1) nominee per vacancy, the committee shall select additional candidates who qualify under these provisions. If the number of suitable candidates, as determined by the Nominating Committee, is less than five (5), the Committee, with a 2/3rd vote, may nominate less than (5) candidates, if the number of candidates selected will not result in a total reduction of Board of Directors membership below that specified in Article VI, Section I. Where the qualifications of candidates appear to be equal, the committee will seek to choose at least one candidate, and not more than two, from each region. In the selection process, the committee may solicit comments and recommendations from various ASIS International leaders concerning the candidates under consideration.

(d) Candidates for the Board of Directors are expressly prohibited from campaigning for themselves or for other nominees on the ballot. All methods of campaigning are strictly forbidden by all members, non-member or third-parties. "Campaigning" is defined as soliciting votes or making express promises of action if elected. Direct campaigning of any type is prohibited by the ASIS Bylaws and may result in the nominee being removed from the ballot or consideration thereof. Organized campaigning by others for a candidate is forbidden as it creates disparity in the fairness and equity process of our election procedures.

(e) The voting period shall be for not less than three weeks and shall close at least ten days in advance of the annual meeting. The Nominating Committee shall send to the membership via mail and/or Internet, prior to the beginning of the voting period, a ballot containing the names of all nominees. The names shall be set forth in random listing, not alphabetically, as determined through chance distribution by the committee.

(f) Each voter shall vote for or against each nominee, for only as many of the nominees as there are directorships to be filled. The ballot will be marked and returned directly by each voter to an independent firm specified by the Board for tabulation purposes. Within ten days after the closing date for the election, a managing official of this firm will certify the results of the election to the Secretary of ASIS in writing and forward all ballots to the Executive Vice President and Chief Executive Officer.

(g) Each nominee will be elected if fifty (50) percent or more of approved returned ballots vote in the affirmative. In the event the nominee is not elected, the President-Elect will fill the vacancy(s) with one (1) year appointment(s) approved by the Board of Directors.

(h) The Secretary will notify the President and the Management Committee of those persons elected to the Board of Directors. The President will then promptly notify all nominees of their election or non-election, and will notify the members of the Board. The election results will also be announced to the membership as soon as possible. New Board members shall be installed at the annual Seminar and shall take office on the following first of January.

(i) After the announcement of the election, the Board of Directors shall meet for the purpose specified in Section 3 of this article.

Section 13.

A member of the Board of Directors whose current position or other action would place such director in a membership category other than "member" shall immediately and automatically be disqualified from continuing to serve as a member of the Board of Directors.

Section 14.

Where in these Bylaws it is specified that any duty, action or performance shall be accomplished by the Board or any committee in a meeting of the Board or such committee, such duty, action or performance may be accomplished with full force and effect by the unanimous consent, in writing, of the members of the Board or such committee.

Section 15.

Similarly, no more than one individual who becomes employed at the same organization may serve on the Board of Directors as a Board member or Officer. The individual whose employment changed must immediately inform the President, and the Executive Vice President and Chief Executive Officer of this situation. The Board of Directors may make an exception if the individual(s) employment are in separate government agencies, or divisions within a multi-national corporation. If an employment change causes this conflict, then one of the two Board members, who now work for the same organization, must resign their position on the Board effective within 60 days of the employment change. If neither submits their resignation it is presumed that the Board member whose employment status change created the conflict had submitted a 60 day notice of resignation from the Board effective from the date of the employment change.

Article VII OFFICERS

Section 1.

The principal officers of ASIS International shall be a President, a Chairman of the Board, a President-Elect, a Treasurer, a Secretary, and an Executive Vice President and Chief Executive Officer. These officers, except the Executive Vice President and Chief Executive Officer, shall succeed in the following year in accordance with Article VII, Section 2. The office of Secretary will be elected annually by the Board of Directors from among their number. Each office shall succeed in the following year to the next office even though his/her term as a director may have expired; provided further that such succession is otherwise consistent with the Bylaws and is not precluded by the member's death, resignation, retirement, disqualification or inability or unwillingness to serve, or removed from office if he/she receives a "no confidence vote" by three (3) of the remaining elected officers and final approval by two-thirds (2/3) of the Board of Directors.

Each elective officer shall be installed at the next annual membership meeting of ASIS immediately following the election; and shall take office on the first of January of the following year. If the annual business meeting should be postponed or canceled, the newly elected officers shall automatically take office on the first of January. In addition to the principal officers herein before specified, the Board may elect or appoint such Senior Regional Vice Presidents or Regional Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers or agents, who must be members of ASIS, each with such powers and duties not inconsistent with these Bylaws, as the Board may from time to time deem proper.

Section 2.

Elected officers of the Board of Directors of ASIS shall hold office for one year and until the election and qualification of his/her successor, or until his/her death, resignation or removal prior thereto. No officer may be reelected to a successive term in the same office. The incumbent President shall automatically succeed to the office of Chairman of the Board, the incumbent President-Elect shall automatically succeed to the office of President, the incumbent Treasurer shall succeed to the office of President-Elect, the incumbent Secretary shall succeed to the office of Treasurer and hold

such office consistent with the Bylaws, even though his/her term as a director may have expired.

Section 3.

In case any office in ASIS, other than the offices of President, President-Elect and Chairman of the Board, becomes vacant as a result of death, resignation, retirement, disqualification or other cause, the vacancy so created shall be filled as follows: The Officer Nomination Committee shall nominate a qualified Board member to stand for election. If elected by the Board, the person shall hold office until the end of the term and the election and qualification of his/her successor.

In the case of the President, if the office becomes vacant, the Chairman of the Board shall assume the office of President, while continuing to serve as Chairman, and shall serve the unexpired term. If the Chairman of the Board is unable or unwilling to assume the office of President for any reason the office of the President may be filled by the Board. In the case of the Chairman of the Board, if the office becomes vacant, then the President shall assume the office of the Chairman of the Board, while continuing to serve as President, and shall serve the unexpired term. If the President is unable or unwilling to assume the office of Chairman of the Board, for any reason, then the office of Chairman of the Board may be filled by the Board.

Section 4.

The President of ASIS shall be elected from among the members of the Board. He/she shall be one of the spokespersons for ASIS International and shall be a member ex officio of all regular and special committees. He/she shall preside at all meetings of the membership and of the Management Committee. He/she shall have general charge and supervision of the affairs of ASIS, and shall do and perform such other duties as may be assigned to him/her by the Board. He/she shall preside at meetings of the Board of Directors in the absence of the Chairman of the Board, by mutual consent of the two, or in case of the inability or unwillingness of the Chairman of the Board to preside.

Section 5.

The Chairman of the Board, besides presiding at meetings of the Board of Directors, shall do and perform such other duties as prescribed by these Bylaws and as may be assigned to him/her by the Board. He/she shall counsel and advise the President when requested to do so.

Section 6.

The President-Elect may be delegated by the President to perform duties in the event of his/her temporary disability or absence from meetings, and the President-Elect shall assist the President in such other ways as he/she may designate or request.

Section 7.

The Secretary shall attend all meetings of the Board and the membership of ASIS and shall make arrangements for recording the votes and minutes of all proceedings. The Secretary shall attend to the giving and serving of notices of all meetings of the Board and membership. The Secretary shall have custody of the corporate Seal and such books, documents and papers as the Board may determine. The Secretary shall attend to the publication of all reports; conduct the official correspondence of ASIS; attest documents; and in general, perform all the duties incident to the office, subject to the control of the Board, and such other duties as may be assigned to him/her by the Board.

Section 8.

The Treasurer shall have the custody of all the funds and securities of ASIS, subject to such regulations as may be imposed by the Board. When necessary or proper, the Treasurer may endorse, on behalf of ASIS for collection, checks, notes, and other such obligations and shall deposit the same to the credit of ASIS at such bank or banks or depository as the Board may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as the Board or Management Committee, or as provided in these Bylaws, to sign any such receipts,

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vouchers or checks, either with or without the Treasurer's signature or countersignature; and provided further that promissory notes, if any, issued by ASIS shall be signed by the Treasurer or another or others only pursuant to specific authority conferred by the Board. The Treasurer shall make such payments as necessary or proper to be made on behalf of ASIS, subject to the control of the Board, and shall enter regularly on the books of ASIS to be kept for the purpose full and accurate account of all monies and obligations received and paid or incurred on account of ASIS, and shall exhibit such books at all reasonable times to any director on application at the Headquarters of ASIS. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties in such sum and with such sureties as the Board may require. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board.

Section 9.

A salaried person appointed by the President and approved by the Board shall be in charge of the administration and management of ASIS. This person shall have the title Executive Vice President and Chief Executive Officer or such other title as the Board shall deem appropriate. The Executive Vice President and Chief Executive Officer shall report to the President but be accountable to the Board of Directors and do and perform such duties and exercise such powers as the Board of Directors acting either on its own or through coordination with the President or Management Committee, may confer upon him/her.

**Article VIII
CENSURE, SUSPENSION, AND EXPULSION**

Section 1. Causes

The following shall constitute cause for consideration of charges leading to the censure, suspension or expulsion of an ASIS member, regardless of when the alleged offense may have been committed and regardless of when the alleged offense shall have come to the attention of ASIS:

(a) Violation of the Code of Ethics established by ASIS.

(b) Any conduct or action which in the opinion of the Ethical Standards Council is improper or prejudicial to ASIS, or is detrimental to the interests and responsibilities of the security profession.

Section 2. Rules of Procedure

The Ethical Standards Council will adopt substantive and procedural rules to govern all cases of member discipline. The Council's rules shall be approved by the Board of Directors. The rules shall be available to all interested parties. No person may simultaneously serve in two or more roles in the same case at the same time (e.g., investigate the case and sit in judgment on it; sit as both a hearing officer and then as a member of a review panel).

**Article IX
INDEMNIFICATION OF DIRECTORS,
OFFICERS AND STAFF**

Every director, officer, member of the Professional Certification Board, or employee of ASIS (hereinafter referred to as the "indemnities") shall be indemnified by ASIS against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnity in connection with any legal proceeding to which such indemnity may be made a party, or in which such indemnity may become involved by reason of such indemnity being or having been an indemnity, or any settlement thereof, whether or not such indemnity is a director, officer, member of the Professional Certification Board or employee at the time such expenses are incurred, except in such cases wherein the indemnity is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as

being in the best interest of ASIS. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnity may be entitled.

**Article X
COMMITTEES**

Section 1.

There shall be the following committees of the Board of Directors of ASIS:

(a) A Management Committee, which shall consist of the President, Chairman of the Board, President-Elect, Treasurer, and Secretary. The committee shall collectively advise and aid the individual officers of ASIS in all matters concerning the interest of ASIS; formulate meaningful Board meeting agendas based upon the Board's job description, responsibilities, and adequate documentation for Board discussion and decision making; serve as a reference committee of the Board by determining if recommendations and discussion topics for ASIS Board discussion and decision-making are relevant and on track; facilitate the efficient and effective operation of the ASIS Board; and serve as the representative of the full Board to the Executive Vice President and Chief Executive Officer to ensure and facilitate that operational decisions are aligned with the Board's intent. The office of Secretary shall be elected annually at the organizational meeting of the new Board prior to the annual membership meeting of ASIS, and a majority of the committee shall constitute a quorum, the remaining offices shall automatically succeed in accordance with Article VII, Section 2. The committee may, subject to approval of the Board, prescribe rules and regulations for calling and conducting its meetings and other matters relating to its procedure and the exercise of its powers, but unless and until otherwise determined by the committee, generally or at particular meetings, the President of ASIS shall act as Chairperson of the committee, and the Secretary of ASIS shall keep the minutes of the meetings of the committee. A member of the Management Committee who is unable to attend a duly called meeting of said committee shall, in a letter addressed to the Secretary, state the cause of his/her absence; if a member of the Management Committee is absent from three consecutive meetings of the committee without the excuse of the committee itself, as reflected by the official minutes of the meetings of the committee, his/her resignation from his/her office shall be deemed to have been tendered and accepted. Vacancies that occur from within the Management Committee shall be filled by the Board from among the members of the Board.

(b) A Nominating Committee, which shall be formed annually to select nominees for the Board of Directors and shall consist of the President-Elect as Chairperson, two (2) Board members not eligible for election, two (2) Past Presidents, and two (2) other volunteer leadership members in appointed positions selected by the President with the approval to the Board. The selected Board members shall not be possible candidates for directorship on the Board of Directors for the upcoming year. The function of the Nominating Committee shall be to perform those duties prescribed in Article VI, Section 12 of these Bylaws.

(c) A Nominating Committee for the election of the Officers of ASIS shall be formed annually, to consist of the President; the Chairman of the Board; the President-Elect, as Chairperson; and two (2) other Board members selected by the President with the approval of the Board. Should any newly elected officer be precluded from filling an office by the member's death, resignation, retirement, disqualification, or inability or unwillingness to serve, the Officer Nominating Committee shall nominate a qualified Board member to stand for election at the next Board meeting.

(d) A Budget, Finance and Audit Committee, which shall consist of not less than three (3), nor more than seven (7), members selected by the President, to be chosen from current directors of ASIS.

(e) A Bylaws and Resolutions Committee, which shall consist of not less than three (3), nor more than five (5), members selected by the President, to be chosen from current directors of ASIS.

Section 2.

In addition to the committees mentioned in Section 1 of this article, there may be such other committees, etc., as may be authorized and designated by the membership or by the Board in regular or special meetings. The members of such committees, etc., shall be chosen as directed by the resolution authorizing same; in the absence of directions concerning membership in the resolutions, then by the President. Except as herein otherwise provided, each committee, etc., referred to in this section and Section 1 above may, subject to control by the Board, determine its own rules and regulations for calling and holding of meetings or other action by it, including the designation of a Secretary to act for such committee. All committee members of ASIS and all chairpersons of such committees, except the Management Committee, shall hold office at the pleasure of the President, and the tenure of all committee members and of their chairpersons shall be concurrent with that of the President's tenure, unless otherwise provided by resolution of the Board.

Article XI REGIONS AND CHAPTERS

If the Board so determines, there may be established in any city or cities, chapters, or in any area or areas, regional groupings of ASIS, each such unit to be known by such name, to perform such functions and to exercise such rights and powers as the Board may determine. Rules or regulations for the control, guidance or continuance of any such unit may be fixed or changed by the Board.

Article XII INTERPRETATION AND CONSTRUCTION OF BYLAWS

All questions of interpretation or construction of these Bylaws shall be decided by the Board, whose decision thereon shall be final.

Article XIII WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or by the laws of the State of Delaware, a waiver thereof in writing, signed by the person or persons entitled to receive said notice, whether before or after the time stated therein, shall be deemed equivalent to receipt thereof. This provision shall be in addition to any other or different statutory provision as to waiver of receipt of notice.

Any notice required under these Bylaws shall be considered adequate if sent by first class mail postage paid to the mailing address on record with ASIS.

Article XIV AMENDMENTS

Section 1.

The Board shall have the power to make, alter, amend and repeal the Bylaws of ASIS by the affirmative vote of a majority of the whole Board (except that the Board shall have no power to amend sections of the Bylaws relating to assessments against the membership) provided that a copy of any amendment proposed shall be mailed to each Board member at least thirty (30) days prior to the date of the meeting set to act upon such proposed amendment; in addition, provided there has been proper notice or waiver of notice of such meeting, as provided in Article VI, Section 5.

Section 2.

Except as provided, the Bylaws may be altered, amended or repealed at any meeting of the membership of ASIS, by a majority vote of the membership present, either in person or by proxy, provided notice or the proposed action is stated in general terms in the notice thirty (30) days prior to such meeting. Notwithstanding the foregoing, the provisions of the sections relating to assessments against the membership can only be amended by vote of a majority of the membership of ASIS at a special meeting called for such

purpose, or by means of a poll of the membership by mail. All Bylaws made by the Board may be altered, amended or repealed as aforesaid by the membership of ASIS.