

# Bylaws of the American Statistical Association

## Article I. MEMBERSHIP

1. Categories. The categories of membership are the following:

a. *Full Member*. A full member is an individual interested in the objectives of the Association or an individual representing an organizational member. A full member enjoys all of the privileges of full membership, as provided in the Constitution and By-Laws, including voting for and holding office.

b. *Organizational Member*. An organizational member is an institution, corporation, or other organization interested in the objectives of the Association.

2. Membership Year. Individual membership shall begin with the first day of the month following the processing of the application and payment of dues and shall extend for twelve months from that date. Unless otherwise specified by Board action, organizational membership shall begin on January 1 of the year of processing of the application and shall extend for twelve months from that date.

3. Resignation. A member may resign from the Association by notifying the Secretary. The Association shall not refund dues under these circumstances.

4. Termination. Privileges of membership in the Association shall automatically be suspended if a member has failed to pay dues within one month after the expiration of the membership year. The Secretary shall reinstate such privileges and retain the original membership year if a suspended member pays his or her dues within six months after the expiration of the membership year. If in the opinion of the Secretary the defaulting member has presented a satisfactory explanation for the default, a limited extension of time may be granted.

If a member acts in a manner detrimental to the Association, the Board of Directors shall give notice to the member describing such charges. The member shall then have due opportunity to respond and to have a hearing by a committee appointed by the Board of Directors. After reviewing the committee's report on the hearing, the Board of Directors may terminate membership by a vote of at least two-thirds of its members.

5. Fellows. By the honorary title of Fellow, the Association recognizes full members of established reputation who have made outstanding contributions in some aspect of statistical work. Fellows shall be elected by vote of the Committee on Fellows.

The number of new Fellows to be elected each year shall not exceed one-third of one percent of the full members. Only a person who has been a full member of the Association for the prior three years shall be eligible for election as a Fellow.

In selecting Fellows, the Committee on Fellows shall evaluate the candidate's contribution to the advancement of statistics, giving due weight to publications, the position held by the candidate in the organization in which the individual is employed, activities in the Association, membership and attainments in other societies, and other professional activities. The case for each candidate shall be judged individually, with no one of these criteria governing selection to the exclusion of the others.

## **Article II. FINANCE**

1. Dues and Subscriptions. The Board of Directors shall have the responsibility of drawing up the schedule of membership dues and subscription rates. This schedule may provide different rates for certain subsets of the membership, as designated by the Board of Directors.

Any new schedule of dues and rates shall be announced in a news bulletin and shall become effective 30 days after the mailing date of the news bulletin.

2. Fiscal Year. The Association's fiscal year shall be the calendar year.

3. Authority. All funds of the Association shall be deposited with the Treasurer, who shall make disbursement therefrom under regulations of the Board of Directors. The Treasurer shall have authority to purchase securities with funds that the Board of Directors has designated for investment and to sell such securities, but such purchases and sales shall be made only in accordance with such guidelines as the Board of Directors shall prescribe.

With the approval of the Board of Directors, the Treasurer may delegate the powers listed in the first paragraph of this section, as well as the power to sign checks and to access safe-deposit boxes.

4. Fidelity. All persons who are responsible for the disbursement of funds shall be held as covered under a blanket Employee Dishonesty policy at limits approved by the Board of Directors.

5. Reports and Audits. The Treasurer shall submit to the Board of Directors, within 45 days of the close of each quarter, a current statement of the Association's financial condition, including assets, liabilities, income, and expenditures. This may be done at a meeting or by mail. The Treasurer shall also make a financial report to the Board of Directors within five months after the end of each fiscal year.

The annual report shall be audited by a firm of independent public accountants selected by the Board of Directors. The report of the auditors shall be published with the Treasurer's report in a news bulletin.

6. Responsibility. The Association shall not be responsible for the debts or expenditures of any of its members or units unless such debts or expenditures are authorized by the Board of Directors or its designee.

7. Internal Services. All services from the Association to any member or unit shall be by mutual agreement.

8. Relationships. The Board of Directors may delegate to the Secretary or Treasurer the authority to negotiate financial arrangements with cooperating organizations in connection with publications or other joint activities, subject to approval by the Board of Directors within the limitations provided in Article IV, Section 3.

9. Dissolution. In the event of dissolution of the Association, the Board of Directors shall, after paying or making provision for payment and discharge of all of the liabilities of the Association, distribute all of the assets of the Association exclusively for charitable, scientific, literary, and educational purposes. These assets shall be distributed to such organization(s), operated exclusively for these purposes and qualifying as exempt organization(s) under Section 501 (c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. If the Board of Directors does not take such action, then the remaining property or assets shall be distributed to nonprofit charitable, scientific, literary, or educational organization(s) having power to engage in activities similar to those of the Association.

10. Indemnity. The Association shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of serving at the request of the Association as a director, officer, employee, or agent of another organization, against all judgments, penalties, fines, and settlements, and against all reasonable expenses, including attorneys' fees, actually incurred in connection with such action, suit, or proceeding, to the fullest extent permitted by Massachusetts law, except if the actual or potential liability is due to the person's own negligence or gross negligence, or criminal misconduct, or action in violation of ASA rules or policies.

### **Article III. VOTING**

1. Quorum. In any mail vote of the Association's membership, all ballots received within a period set by the Board of Directors shall be counted and considered a quorum.

2. Balloting. For all of the Association's elections, the system known as approval voting shall be used. Regardless of the number of candidates or the number of places to be filled, the voter may vote for any number of candidates but may not cast more than one vote for a candidate. Winning candidates are those with the highest numbers of votes. Any tie shall be broken by random selection; no runoff elections shall be held.

Ballots shall not make any distinction between candidates nominated by the Committee on Nominations, or by one of its subcommittees, or by a Council and candidates nominated by petition. Names of candidates shall appear on the ballot in random order.

In case of ambiguity or lack of clarity in the election rules, the Executive Committee shall determine the procedures.

#### **Article IV. ARRANGEMENTS WITH COOPERATING ORGANIZATIONS**

1. Definition. A cooperating organization is a nonprofit organization interested in the objectives of the Association and concerned with the advancement of statistical methods or their applications.

2. Procedure. The Board of Directors of the Association may enter upon cooperative arrangements with such organizations in order to promote the objectives of the Association. Such cooperative arrangements may include:

a. The exchange of representatives, observers, or delegates to each other's governing bodies or committees;

b. The assignment of Association representatives to an organization composed of two or more societies, including the Association;

c. The provision of administrative, secretarial, financial, conference, publication, and other functions.

3. Limitations. The Board of Directors may not enter into any cooperative arrangement that:

a. Results in the Association's losing its identity as an independent organization;

b. Violates any article of the Association's Constitution or By-Laws;

c. Requires the Association to allocate more than one percent of its annual revenue during any calendar year (calculated on the basis of the mean annual revenue in the three years preceding such a contemplated arrangement) without receiving the equivalent in goods or services;

d. Results in the loss of the Association's nonprofit status.

#### **Article V. OFFICES**

1. Nomination. Each year, the Committee on Nominations shall submit at least two candidates for President-Elect and at least two candidates for Vice President.

Each year, the Council of Chapters shall designate at least two candidates for Board of Directors Representative, as provided in the charter of the Council of Chapters. The Council shall also designate nominees for such officers as its charter may specify. The election of Council officers, other than representatives to the Board of Directors, may take place separately from the election for Association officers.

Each year, the Council of Sections shall designate at least two candidates for Board of Directors Representative, as provided in the charter of the Council of Sections. The Council shall also designate nominees for such officers as its charter may specify. The election of Council officers, other than representatives to the Board of Directors, may take place separately from the election for Association officers.

Every third year, the Board-appointed editors shall designate at least two candidates for Publication Representative, who have an awareness of publication issues.

For the offices of President-Elect and Vice President, suggestions for nominations shall also be solicited through publication of a notice in a news bulletin.

The names of all candidates shall be submitted to the Secretary prior to the deadline established by the Board of Directors. All nominations shall be published in the earliest feasible news bulletin.

The nomination procedure for the International Representative shall be as follows:

- a. The Committee on Nominations, in consultation with the outgoing International Representative, shall appoint a three-member nominating subcommittee from among the full members residing outside the United States.
- b. The Committee on Nominations shall also solicit suggestions for nominations through publication of a notice in a news bulletin.
- c. The nominating subcommittee shall submit at least two candidates for International Representative, who reside outside the United States.

These nominations shall be submitted to the Secretary on or before the deadline established by the Board of Directors.

Additional nominations for the offices of President-Elect, Vice President, and International Representative may be made by submitting a petition to the Secretary. For nominations for President-Elect or Vice President, the petition must be signed by at least 100 full members and submitted within 45 days after the mailing date of the publication announcing the candidates' names. A petition signed by at least 25 full members residing outside the United States, submitted within 60 days after the mailing date of the publication announcing the candidates' names, is sufficient to nominate a candidate for International Representative.

Candidates for Board of Directors Representatives of a Council and Publication Representative cannot be nominated by petition.

2. Election. Each year, the Secretary shall mail a ballot to all full members, along with a brief biographical sketch of each nominee for election to the Board of Directors. This mailing shall occur early enough that the new officers can be selected by the time of the annual meeting.

The Executive Director shall be hired by a vote of at least two-thirds of the Board of Directors. The Executive Director shall serve as the Secretary. The Treasurer shall be appointed by the Board of Directors.

If an initial term is required for a new office, the Board of Directors shall determine the procedure for nomination and election.

3. Vacancies. Except as provided below, the Board of Directors shall fill any vacancy on the Board of Directors that occurs between elections. Vacancies in offices of the Council of Chapters or the Council of Sections shall be filled as provided for in the charter of the appropriate Council.

If a vacancy occurs in the office of President and there is no vacancy in the office of President-Elect, then the President-Elect, if willing, shall become President for the remainder of the current term, as well as for the entirety of the succeeding term. In any other case of a vacancy in the office of President or President-Elect, the Board of Directors shall fill the vacancy by choosing one of the at-large members of the Board of Directors.

If a vacancy occurs in the office of Past President, the office shall remain vacant for the remainder of that term.

4. Duties. The President is the chief officer of the Association. The President is a member of, and shall preside at all meetings of, the Executive Committee or the Board of Directors. Except as provided otherwise by the Constitution or By-Laws, the President shall appoint the members of the committees of the Association and determine which member of each committee shall serve as its chair. (See Article IX, Section 2, Membership, and Section 3, Normal Time of Appointment.)

The President-Elect shall serve as a member of the Executive Committee and of the Board of Directors and shall act as President in the event of the latter's absence or inability to serve. The Past President shall serve as a member of the Executive Committee and of the Board of Directors.

The Vice Presidents shall serve as members of the Board of Directors. They shall serve on the Leadership Support Council. The Vice Presidents shall also perform certain special tasks, such as chairing the Search Committee for the Executive Director, and other special, possibly unanticipated, tasks. In the event that both the President and President-Elect are temporarily absent or unable to serve, one of the Vice Presidents, in order of seniority in that office, shall act as President.

The Secretary and the Treasurer shall serve as ex officio members without vote of the Board of Directors and as ex officio members without vote of the Executive Committee. The Secretary and the Treasurer shall be responsible for the duties assigned by the Constitution and By-Laws and for carrying out the policies determined by the Board of Directors and such other functions as specified by the Board of Directors. The Secretary shall promptly provide each member of the Board of Directors with a copy of the minutes of each meeting of the Board of Directors. The Secretary shall prepare an annual report, for publication in a news bulletin, on the activities of

the Association as a whole. The Secretary shall certify to the Board of Directors the outcome of the elections for office and of any referenda.

5. Policies and Procedures Manual. A Policies and Procedures Manual for officers shall be maintained and updated on a regular basis.

## **Article VI. BOARD OF DIRECTORS**

1. Members. Article VI of the Constitution specifies the composition of the Board of Directors.

2. Meetings. The Board of Directors shall meet at least three times a year. Meetings shall be held at the call of the President or of the majority of the members of the Executive Committee, or on written petition signed by at least five members of the Board of Directors. Meetings shall follow Roberts' Rules of Order, except where otherwise noted in the Constitution or By-Laws.

3. Powers and Duties. Except as otherwise provided by the Constitution or By-Laws, actions of the Board of Directors shall require the presence of a quorum and a majority of those voting. The quorum for the Board of Directors is a majority of its voting members (i.e., at-large members as defined in Article VI, paragraph 2 of the ASA Constitution).

As the policy-making and legislative body of the Association, the Board of Directors shall make all decisions of policy. It shall adopt rules for the conduct of its business in harmony with the Constitution and By-Laws; shall appoint representatives to cooperating and other organizations; shall ensure that a professional audit takes place annually; and shall act upon recommendations received from the Councils, the Executive Committee, and committees and upon other matters submitted to it.

## **Article VII. EXECUTIVE COMMITTEE**

The Executive Committee shall have the power to nominate the Executive Director and the Treasurer, and to refer these nominations to the Board of Directors for action, and to recommend to the Board of Directors policies and actions that shall promote the welfare of the statistical profession. It shall also evaluate an annual budget and submit it for approval or modification to the Board of Directors. The Executive Committee shall discharge such other responsibilities as the Board of Directors may assign to it.

The Executive Committee is empowered to act for the Board of Directors when action is required, a mail ballot is not feasible, and, in the judgment of the President, such action is necessary. An affirmative vote of all but one of the Executive Committee members is required for this procedure. The Board of Directors shall be sent notification within seven days of such an action. This notification shall explain the urgency of the action.

The powers of the Executive Committee are limited according to Chapter 156B, Section 55 of the Massachusetts Business Corporation Law.

## **Article VIII. CHAPTERS AND SECTIONS**

1. Chapters. A chapter may be established or dissolved by the procedures specified in the charter of the Council of Chapters and shall be governed by a chapter constitution that is consistent with the charter of the Council of Chapters.

2. Sections. A section may be established or dissolved by the procedures specified in the charter of the Council of Sections and shall be governed by a section charter that is consistent with the charter of the Council of Sections.

## **Article IX. COMMITTEES**

1. Types. The committees of the Association shall consist of the Executive Committee and other committees of the Board of Directors, Standing Committees as provided by the By-Laws, and such Continuing and Ad hoc Committees as the President or the Board of Directors may establish. Continuing Committees may be established for an indefinite period of time in order to satisfy a particular need or interest of the Association. Ad hoc Committees may be established for a specified temporary period of time to carry through one project. When a new committee is established, the President or the Board of Directors shall designate it a Continuing or Ad hoc Committee.

2. Membership. The term of membership on Standing and Continuing Committees, if not otherwise specified in these By-Laws, shall be three years. The term of membership for Ad hoc Committees is the life of the committee. Initial terms shall be set by the President or the Board of Directors for one, two, or three years so that, whenever possible, one-third of the members shall be appointed each year. No member may serve on a committee for more than six consecutive years without Board approval, except for ex officio members. Members of committees shall serve until their successors are appointed or elected.

Each committee shall be governed by a chair appointed by the President and a vice chair appointed by the chair. A committee chair is a member of the committee and thus holds a three-year term. When a chair's appointment is due to expire, the President-Elect shall designate a replacement to a three-year term as chair. If a chair vacates the position in mid-term, the President shall appoint a replacement to serve the duration of the term. All members of ASA committees who are appointed by the ASA shall be full members of the association during the term of their appointment. Exceptions for certain committees or committee positions can be granted by the Leadership Support Council when appropriate for the function of the committee. The Executive Committee may remove a chair or member from a committee.

3. Normal Time of Appointment. In order that new members of Standing and Continuing Committees may begin work promptly, the President-Elect shall normally designate these members for three-year terms. If possible, this shall be done at least six months prior to the time the new committee members take office. If a vacancy occurs in a committee in mid-term, the President shall appoint an individual to complete the term.



4. Committees of the Board of Directors. The committees of the Board of Directors are listed next.

a. *Audit Committee.* The Audit Committee shall consist of the Treasurer, who acts as chair, the chair of the Budget Committee, and the Past President. It shall periodically recommend an audit firm to the Board of Directors; serve as the Board of Directors' liaison to the Association's auditors; represent the Board of Directors in discharging its responsibilities relating to the accounting, reporting, and financial practices of the ASA; have general responsibility for surveillance of internal controls, accounting, and audit activities of the ASA; ensure the audit is carried out in a fiscally sound manner; review with the audit firm their audit procedures, including the scope and timing of the audit, the results of the annual audit, and any accompanying management letters; assess the adequacy of internal controls and risk management systems; review the IRS Form 990, 990-T, and Virginia Form 500; review the document destruction and whistleblower policies; and review material about any pending legal proceedings involving the ASA.

b. *Budget Committee.* The Budget Committee shall consist of the three Vice Presidents and Treasurer, the latter ex officio without vote. The senior Vice President shall serve as chair of the committee. The Committee shall annually recommend the operating budget for the coming fiscal year, including the Association staff compensation budget (salaries and fringe benefits), for action by the Board of Directors; periodically review the Association's financial results in comparison to the budget; and periodically assess the facilities needs of the Association home office.

c. *Executive Committee.* An Executive Committee shall be constituted as described in Article VII of the Constitution.

d. *Management Review Committee.* The Management Review Committee shall consist of the President, who acts as chair, the President-Elect, and the Past President. It is responsible for the performance review and performance evaluation of the Executive Director.

5. Standing Committees. The Standing Committees are listed next. Each committee shall, with support from ASA staff, maintain and periodically update a procedures manual.

a. *Leadership Support Council:* The Leadership Support Council shall consist of at least five members appointed by the President. In addition, the President-Elect, the Past President, and the Vice Presidents are ex-officio, voting members of the Leadership Support Council. The President-Elect shall serve as chair. The Leadership Support Council advises the Board on the effective use of committees in the strategic activities of the Association.

b. *Program Committee.* The Program Committee for a given year shall be responsible for planning the annual meeting of that year. Considering nominees suggested by the Committee on Meetings, the candidates for President-Elect shall agree upon the chair of the Program Committee, approximately two years prior to the meeting. The Council of Chapters shall designate a Chapter Program Chair, and each section of the Association shall designate a Section Program Chair. The Chapter Program Chair and each Section Program Chair shall be a member of the Program Committee and shall attend the initial meeting of the Program Committee. Invitation to subsequent meetings shall be at the discretion of the Program Committee Chair, who shall retain final responsibility for organizing the program of the annual meeting.

c. *Committee on Meetings.* The Committee on Meetings shall consist of the chairs of the Program Committees for that year, the prior year, and the coming year and three other appointed full members. The Committee shall also include a representative designated by each of the other Joint Statistical Meeting (JSM) partners to serve a three-year term. Initial terms shall be for one, two, or three years so that, whenever possible, one-third of the representatives shall be appointed each year. The full Committee shall have voting rights on all JSM issues, but the Committee members who are representatives of the JSM partners shall not have voting rights on non-JSM issues. The chair shall be chosen from among the three ASA-appointed members of the Committee. The duties of the Committee shall consist of:

- (1) Recommending general policy for all meetings, including annual meetings, subject to approval by the Board of Directors;
- (2) Planning for annual meetings and providing for continuity in practices and programs of the annual meetings;
- (3) Fostering innovation in annual meetings and evaluating the results;
- (4) Fostering regional meetings, including those of chapters and sections, which may be cosponsored with other organizations;
- (5) Nominating candidates for the chair of each Program Committee.

d. *Investments Committee.* The Investments Committee shall recommend to the Board of Directors, and assess adherence to, investment guidelines that will improve the safety, return, reporting, or management of the investment accounts; periodically review the holdings in the investment accounts of the Association; assess appropriate benchmarks for investment performance; evaluate the performance of the investment managers and consultants; recommend to the Board of Directors, as appropriate, steps that will improve the safety, return, reporting, and/or management of the investment accounts; and such other matters related to the financial performance of the Association as the Board may assign from time to time. The Investments Committee shall consist of the Treasurer as chair and six full members, each serving a three-year terms, designated by the President-Elect.

e. *Committee on Nominations.* The Committee on Nominations shall consist of six full members of the Association, each serving a two-year term. Each year, with the consent of the Board of Directors, one member shall be appointed by the President, one member shall be appointed by the Council of Chapters, and one member shall be appointed by the Council of Sections. The Committee shall make nominations for offices as provided in Article V, Section 1. No member may serve on the Committee for two full terms in succession or be a member of the Board of Directors. Members of the Committee shall not be eligible for nomination by the Committee.

f. *Committee on Fellows.* The Committee on Fellows shall consist of nine Fellows, three of whom shall be designated by the President-Elect for a term of three years. No Fellow may serve on the Committee for more than one full terms. A member of the Committee with longest continuous service shall serve be designated as chair for a one-year term by the President-Elect. The Committee shall elect Fellows in accordance with Article I, Section 5.

g. *Committee on Publications.* A Committee on Publications shall be constituted as described in Article X.

h. *Constitution Committee*. Not more than eight years after the adoption of the Constitution and By-Laws, the President shall appoint a Constitution Committee for the purpose of reviewing the Association's Constitution and By-Laws. If necessary, the Committee shall prepare a revision to be submitted to the membership not more than ten years after the adoption of this Constitution, in accordance with provisions and exceptions of Article XIV of the Constitution. In the event that the Constitution Committee undertakes a major revision of the Constitution and By-Laws, the Board of Directors may extend the life of the current Constitution and By-Laws for one year at a time.

6. Continuing Committees. The life of a Continuing Committee may not exceed seven years without a review for its need by the Board of Directors. Any committee that is to continue for more than one year must have a charge approved by the Board of Directors.

Continuing Committees established in accordance with this article may be dissolved at any time by majority vote of the Board of Directors.

7. Ad hoc Committees. The life of an Ad hoc Committee may not exceed one year without a review for its need by the Board of Directors.

Ad hoc Committees established in accordance with this article may be dissolved at any time by majority vote of the Board of Directors.

## **Article X. PUBLICATIONS**

1. Editor. Candidates for editors of journals shall be selected from the full members by the Committee on Publications and appointed by the Board of Directors. The Board of Directors shall fix a term of office of five years or less for each editor. Editors of Chapter or Section publications shall be selected according to guidelines in the charter of the appropriate Council.

2. Editorial Boards. Each periodical published by the Association shall have an editorial board, consisting of all its editors and such other personnel as each editor may designate.

3. Committee on Publications. The Committee on Publications shall consist of one representative from each of the ASA Publications, three at-large members, and the Publications Representative to the ASA Board. The representatives from the jointly owned publications that have Management Committees will be their respective chairs. Representatives from the other ASA publications are to be selected by their respective editorial boards, subject to the approval of the ASA President-Elect, for a term of at most three years. The at-large members will be appointed by the President-Elect. Their terms will be three years. They should be appointed so that one member cycles off the committee each year. When needed, the President-Elect shall designate one at-large member as chair of the Committee on Publications. A chair of the Publications Committee may serve as chair for no more than three years. Proposals for the publication of periodicals, and other publications requiring Board review, shall be referred to the Committee for its recommendations, prior to action by the Board of Directors. The Committee shall oversee the publication policy of the Association and make recommendations to the Board of Directors.

## **Article XI. RESOLUTIONS**

1. Partisan Issues. The name of the Association shall not be used in connection with support for partisan issues or for candidates for public office. Resolutions by the Board of Directors on non-partisan issues shall require approval by two-thirds of the voting members of the Board. When there is concern as to whether an issue is partisan, a majority vote of the voting members of the Board is required to declare it non-partisan.

2. Referenda. Upon petition of at least 100 full members of the Association, any resolution of the Board of Directors, as specified in Article XI, Section 1, shall be subject to a referendum by the membership. The resolution shall be published in a news bulletin as early as possible. A ballot shall be mailed to the full members within 30 days after the mailing date of the news bulletin. The will of the membership, as expressed by a majority of those voting, shall govern.

3. Commitment. Resolutions and recommendations of councils, chapters, sections, or committees of the Association shall be so phrased as not to commit the Association or its membership.

## **Article XII. AMENDMENTS**

1. Proposal. Amendments to the By-Laws may be proposed by the Board of Directors, by a petition signed by at least 25 full members, or by majority vote of either the Council of Chapters or the Council of Sections. An amendment originating by petition or in either Council shall be referred to the Board of Directors for a vote on its recommendation as to ratification.

2. Ratification. The Secretary shall publish a copy of the proposed amendment, together with the recommendation of the Board of Directors, in the next issue of a news bulletin, inviting comment. The Board of Directors shall vote on the amendment after 75 days elapse from the mailing date of the publication. The amendment shall be submitted to the full members for a mail vote if during this period 50 full members of the Association so petition. These 50 full members must represent at least five chapters and five sections.

If such a demand for a membership ballot is received, at least a two-thirds affirmative vote of the full members voting shall be required for ratification. If no such demand is received, the amendment may be ratified or rejected by the Board of Directors. Ratification shall occur whenever at least two-thirds of the members of the Board of Directors have submitted an affirmative vote either in person or by mail. If the action taken by the Board of Directors differs from its original recommendation, the ratification process must be repeated with the new recommendation.

### **Article XIII. OTHER SUBGROUPS WITHIN ASA**

Subgroups other than Councils, Sections, Chapters, and Committees may also form within ASA. These subgroups must have a charter. The charter must conform to rules established by the Board of Directors. The charter must be approved by the Board of Directors. Upon approval by the Board of Directors, the subgroup will be recognized immediately as an official subgroup of ASA.

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