

# Bylaws of the American Statistical Association

Effective TBD

## Article I. MEMBERSHIP

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

*Full. Individual Member.* ~~A full member is an~~ An individual member is a person interested in the objectives of the Association or ~~an individual representing a person who represents~~ an organizational member. ~~A full~~ An individual member enjoys all ~~of~~ the privileges of ~~full~~ membership, as provided in the Constitution and ~~By Laws~~ Bylaws, including voting ~~for~~ and holding office. Membership is contingent on paying dues (see section 4 of this Article).

**Commented [R1]:** The reason for this change is discussed in the markup of the Constitution.

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

**Commented [R2]:** Throughout the bylaws and constitution, the word “shall” appears (over 200 times total in the two documents). Unfortunately, the Supreme Court has ruled that “shall” can mean “may, will, or must,” and that only “must” implies legal obligation. Therefore, we have reviewed all uses of these words in the governance documents and changed them where necessary.

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

**Commented [WRL3]:** In these revised bylaws we try to use Secretary when referring to actions and activities of the Board, and Executive Director otherwise..

4. Termination. ~~Privileges of membership~~ Membership in the Association ~~shall~~ will automatically be suspended if a member has failed to pay dues within one month after the expiration of the membership year. The ~~Secretary~~ Executive Director ~~will~~ will 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~~ Executive Director the defaulting member has presented a satisfactory explanation for the default, a limited extension of time ~~may~~ will be granted.

If a member acts in a manner detrimental to the Association, the Board of Directors ~~shall~~ will give notice to the member describing such charges. The member ~~shall~~ will 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.

Termination of a member may also occur as a consequence of violation of the Association's conduct policy. The grounds for termination and the process by which termination would occur are specified in the Association's conduct policy.

**Commented [R4]:** Needed to reflect current ASA Activities Conduct Policy.

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

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

## Article II. FINANCE

1. Dues and Subscriptions. The Board of Directors ~~shall have~~has 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~~will be announced in a news bulletin and ~~shall~~will become effective no sooner than 30 days after the mailing announcement date of the. In this paragraph and hereafter in these bylaws, a "news bulletin" is understood to mean a method of notification that is readily accessible and widely distributed to the membership.

2. Fiscal Year. The Association's fiscal year ~~shall be~~is the calendar year.
3. Fidelity. All persons who are responsible for the disbursement of funds ~~shall~~will be held as covered under a blanket Employee Dishonesty policy at limits approved by the Board of Directors.
4. Reports and Audits. ~~The Treasurer shall submit to the Board of Directors, within~~. Within 45 days of the close of each quarter of the first three quarters and within 100 days of the close of the fiscal year, the Executive Director will cause a current statement of the Association's financial condition, including assets, liabilities, income, and expenditures. ~~This may to be done at a meeting or by mail. The Treasurer shall also make a financial report submitted~~ to the Board of Directors ~~within five months after the end of each fiscal year.~~

The Executive Director will also annually cause the Association's financial statements to be audited by a firm of independent public accountants selected by the Board of Directors. The report of the auditors shall will be published with the Treasurer's report in a news bulletin.

5. Responsibility. The Association ~~shall~~is 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.
6. Relationships. The Board of Directors may delegate to the ~~Secretary or Treasurer~~Executive Director 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.~~Article IV, Section 3.
7. Dissolution. In the event of dissolution of the Association, the Board of Directors will, 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 will 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

**Commented [R5]:** Rather than change "news bulletin" everywhere, this is added here. The meaning of "news bulletin" can change, and even the name can change. We could put "Amstat News" everywhere instead of news bulletin, but if we ever want to call Amstat News something else, or if it is replaced by something else, we would have to change the governance documents.

**Commented [R6]:** ASA has not operated this way in a long time, and certainly not since when these bylaws were last significantly revised.

**Commented [WRL7]:** There is no longer a treasurer's report that is published. We publish the annual audit. However, the treasurer's report is highlighted in the board reports in Amstat News.

Directors ~~shall~~will determine. If the Board of Directors does not take such action, then the remaining property or assets ~~shall~~will be distributed to nonprofit charitable, scientific, literary, or educational organization(s) having power to engage in activities similar to those of the Association.

8. Indemnity. The Association ~~shall~~will 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~~will be counted and considered a quorum.
2. Balloting. For all of the Association's elections, ~~the system known as approval~~ranked choice voting ~~shall~~will be used. ~~Regardless of the number of~~When there are only two candidates ~~or the number of places, ranked choice voting is equivalent to be filled, the voter may plurality voting, so a standard plurality vote may be taken 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 simplicity.~~ Any tie ~~shall~~will be broken by random selection; no runoff elections ~~shall~~will be held.

**Commented [WRL9]:** The ASA may very well want to take a position about ranked choice voting at some point, and so our voting should reflect this.

~~Ballots shall~~ must not ~~make~~identify the manner by which any ~~distinction between~~ candidates ~~candidate was~~ nominated; by the Committee on Nominations, ~~or by one of its subcommittees, or~~ by a Council ~~and candidates nominated; or~~ by petition. Names of candidates ~~shall~~will appear on the ballot in random order.

**Commented [R10]:** Improved wording

In case of ambiguity or lack of clarity in the election rules, the Executive Committee ~~shall~~will 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~~will 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~~Bylaws;

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~~will submit at least two candidates for President-Elect and at least two candidates for Vice President. ~~The nomination process will include some means by which the Committee on Nominations ensures that the major employment sectors in which Association members work are represented over time.~~

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

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

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

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

The names of all candidates ~~shall~~must be submitted to the ~~Secretary~~Executive Director prior to the deadline established by the Board of Directors. ~~All nominations shall, and will~~ be published in the ~~earliest news bulletin as soon as is feasible~~news bulletin.

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

**Commented [WRL11]:** The A.I.G rotation we use for president and vice president is not enshrined in any governance document. The more broad description here would keep us from needing to revise bylaws if we want to change the rotation method.

**Commented [WRL12]:** Moved up from below in this section

- a. The Committee on Nominations, in consultation with the outgoing International Representative, ~~shall~~will appoint a three-member nominating subcommittee from among the ~~full~~individual members residing outside the United States.
- b. The Committee on Nominations ~~shall~~will also solicit suggestions for nominations through publication of a notice in a news bulletin.
- c. The nominating subcommittee ~~shall~~will submit at least two candidates for International Representative, who reside outside the United States. The candidates will be chosen to help ensure that the Board of Directors is equipped with a global perspective on the field of statistics.

These nominations ~~shall~~will be submitted to the ~~Secretary~~Executive Director 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~~Executive Director. For nominations for President-Elect or Vice President, the petition must be signed by at least 100 ~~full~~individual members and submitted within 45 days after the ~~mailing-date~~announcement of the ~~publication announcing the~~ candidates' names. A petition signed by at least 25 ~~full~~individual members residing outside the United States, submitted within 60 days after the ~~mailing date of the publication announcing the candidates'~~names~~announcement~~, 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~~Executive Director will send a ballot to all ~~full~~individual members, along with a brief biographical sketch of each nominee for election to the Board of Directors. This ~~mailing shall~~election will occur early enough in the calendar year that ~~the new officers can be selected~~results are known by the time of the annual meeting.

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

3. Vacancies. Except as provided below, the Board of Directors ~~shall~~will 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~~will 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~~will 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~~will fill the vacancy by choosing one of the ~~at large~~voting members of the Board of Directors.

If a vacancy occurs in the office of Past President, the office will remain vacant for the remainder of that term, and the Executive Committee will designate board members

Commented [WRL14]: Moved to another section since this section deals with elected officers.

to fulfill the ex officio responsibilities of the Past President.

4. ~~Duties.~~ Executive Director. The Executive Director will be hired by a vote of at least two-thirds of the Board of Directors. The Executive Director is nominated by the Executive Committee per Article VII.

5. Treasurer. The Treasurer is appointed by the Board of Directors. The Treasurer is nominated by the Executive Committee per Article VII.

6. Leadership Positions. The President is the chief elected officer of the Association, ~~serving as chair of the Board of Directors.~~ The President is a member of ~~the Board of Directors~~ and ~~shall preside at all the Executive Committee, and presides at their meetings of, the Executive Committee or the Board of Directors.~~

Except as provided otherwise by the Constitution or ~~By-Laws~~Bylaws, the President ~~shall-Elect will~~ 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.)~~will serve as its chair as indicated in Article IX, Section 2. The ~~President-Elect may delegate appointment-making to other members of the Board of Directors.~~

The President-Elect ~~shall serve~~serves as a member of the Executive Committee and of the Board of Directors and ~~shall will~~ act as President in the event of the latter's absence or inability to serve. The Past President ~~shall serve~~serves 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-From time to time, the~~ Vice Presidents ~~shall may~~ also ~~be assigned to~~ perform certain special tasks, such as chairing the Search Committee for ~~the a new~~ 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 will~~ act as President. ~~The senior Vice President serves on the Executive Committee and chairs the Budget Committee.~~

~~The Executive Director is the chief executive officer of the Association and will carry out the policies determined by the Board of Directors and other functions specified by the Board of Directors.~~

~~The Executive Director also serves on the Board of Directors as the Secretary and of the Treasurer shall serve~~Association. The Secretary serves as an ex officio ~~members~~member without vote of the Board of Directors and as an ex officio ~~members~~member without vote of the Executive Committee. The Secretary ~~and the Treasurer shall be is~~ responsible for the duties assigned by the Constitution and ~~By-Laws~~Bylaws 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 will~~ 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 will regularly report, for publication in a news bulletin,~~ on the activities of ~~the Board of Directors.~~ The Secretary will certify to the Board of Directors the outcome of the elections for office and of any referenda.

~~The President and the Executive Director are the official spokespersons of the Association.~~

Commented [R15]: Moved from section 2 above

Commented [R16]: The ED is the CEO of ASA but is not identified that way in the governance documents. The rest of this paragraph is simply moved up from the next paragraph.

Commented [WRL17]: This edit reflects the practice of the ASA going back 20 years or so.

~~When the President is unable to serve as a whole. The Secretary shall certify, spokesperson, this role can be delegated to the Board of Directors President-Elect.~~

**Commented [R18]:** The spokesperson status has been understood for many years and was spelled out at one time in operating manuals. But it has not been specified in the bylaws, and should be.

~~The Treasurer is responsible for the ~~outside~~ duties assigned by the Constitution and Bylaws. The Treasurer serves as an ex officio member of the elections for office and Board without vote and as an ex officio member of any referendum the Executive Committee without vote.~~

3-7. Policies and Procedures Manual. A Policies and Procedures Manual for officers ~~shall will~~ 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 will~~ meet at least three times a year. Meetings ~~shall will~~ be held at the call of the President or ~~of~~ the majority of the members of the Executive Committee, or ~~on by a~~ written petition signed by at least five members of the Board of Directors. Meetings ~~shall will~~ follow ~~Roberts' Robert's~~ Rules of Order, except where otherwise noted in the Constitution or ~~By-Laws~~ Bylaws.

3. Powers and Duties. Except as otherwise provided by the Constitution or ~~By-Laws~~ Bylaws, actions of the Board of Directors ~~shall~~ require the ~~presence~~ existence 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).

**Commented [R19]:** Suggested change because "presence" might be seen to imply physical presence.

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

~~The Board will maintain a strategic plan for the Association, together with a process for implementing the plan. The plan must be regularly reviewed and updated it so that it remains current and relevant. The strategic plan is the Board's map for moving the Association forward. The strategic plan is also intended to guide Presidents-Elect in formulating initiatives for their presidential years.~~

**Commented [WRL20]:** Though we have operated on a strategic plan since 2008 we don't mention it anywhere in our governance documents.

## Article VII. EXECUTIVE COMMITTEE

The Executive Committee ~~shall have the power is~~ responsible 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. Likewise the Executive Committee is responsible for nominating the replacement for a vacant position in the office of Vice President.~~

The Executive Committee has the power to recommend to the Board of Directors policies and actions that promote the welfare of the statistical profession. The Executive Committee discharges such other responsibilities as the Board of Directors assigns to it.

The Executive Committee is empowered to act for the Board of Directors when action is required, a ~~mail ballot~~ vote of the entire Board 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~~ such action. The Board of Directors ~~shall~~ will be ~~sent notification~~ notified of such an action within seven days ~~of such an action~~. This notification ~~shall~~ will 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 AND OTHER SUBGROUPS**

Commented [R21]: Moved up from Article XIII

1. Chapters. A chapter ~~may~~ will be established or dissolved by the procedures specified in the charter of the Council of Chapters and ~~shall~~ will be governed by a chapter constitution that is consistent with the charter of the Council of Chapters.
2. Sections. A section ~~may~~ will be established or dissolved by the procedures specified in the charter of the Council of Sections and ~~shall~~ will be governed by a section charter that is consistent with the charter of the Council of Sections.
3. 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.
4. Student organizations, such as student chapters or clubs, may be formed subject to processes approved by the Board of Directors.

Commented [R22]: Adds reference to student organizations, which didn't exist in the bylaws

## **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~~ standing committees as provided by the ~~By-Laws~~ Bylaws, and such ~~Continuing~~ continuing and ~~Ad ad~~ ad hoc ~~Committees~~ committees as the President or the Board of Directors may establish. Continuing ~~Committees~~ 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~~ 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~~ must designate it a continuing or ad hoc committee. A president may create ad hoc committees that are called by other names, such as a task force or panel, for a specified purpose related to initiatives launched by that president.
2. Committee Oversight. The Leadership Support Council (LSC) is the overarching council of the four Committee Councils: the Awards Council (chaired by the Past President) and the

Commented [WRL23]: Added more depth to the bylaws description of the LSC



Membership Council, the Education Council, and the Professional Issues and Visibility Council (each chaired by one of the Vice Presidents). The LSC is chaired by the President-Elect. The Past President, President-Elect, and the three Vice Presidents are voting members of the LSC. Additional nonvoting members are a representative of the Program Committee and four others, each of whom is appointed by the President-Elect as a vice chair of one of the four Committee Councils.

The LSC is responsible for advising the Board about the use of committees in strategic activities that span all ASA committees or that are not directly covered by one of the four committee councils. The members of the Leadership Council have two primary tasks. 1. To assist the President-Elect with identifying candidates for committees and making appointments to committees, while recognizing that the President-Elect has the final say in making appointments. This task includes helping the President-Elect to make appointments that bring experience and diversity to committees. 2. To advise the President-Elect concerning the effective use of committees in presidential initiatives designed to meet the goals of the Strategic Plan.

Each of the Committee Councils will regularly update the Board on committee concerns and accomplishments, and make recommendations to the Board regarding the creation and timely dissolution of committees. Whenever reasonable, the President and the Board will assign tasks to existing committees rather than creating new committees.

2.3. Membership. The term of membership on ~~Standing~~standing and ~~Continuing-Committees~~continuing committees, if not otherwise specified in these ~~By Laws, shall~~Bylaws, will be three years. The term of membership for ~~Ad hoc~~ ~~Committees~~committees is the life of the committee. Initial terms ~~shall for members of a newly created standing or continuing committee will~~ be set by the President-Elect or the Board of Directors for one, two, or three years so that, whenever possible, one-third of the members ~~shall be~~are appointed each year. ~~No~~A member ~~may~~must not serve on a committee for more than ~~six~~two consecutive ~~years~~terms without Board approval, except for ex officio members. ~~Members of committees shall serve until their successors are appointed or elected. Appointment to a second term is not automatic.~~ appointments, included reappointments, are to be based on the ongoing needs of the committee, including a healthy mix of newer and experienced members.

**Commented [R24]:** Because this is occasionally misunderstood, we have added it to the bylaws.

~~Each committee shall~~New members of Standing and Continuing Committees are normally appointed to three-year terms by the President-Elect. In order to facilitate continuity and the orientation of new members, the President-Elect should appoint them at least six months prior to the time that they take office. If a vacancy occurs in a committee in mid-term, the President-Elect will appoint an individual to complete the term.

**Commented [WRL25]:** Moved from another section

~~Each standing and continuing committee will~~ be governed by a chair appointed by the President-Elect and a vice ~~chair appointed by the 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 for a board member designated by the President-Elect will~~ designate a replacement to a ~~three-year~~specified term as chair. If a chair vacates the position in mid-term, the President ~~shall-Elect will~~ appoint a replacement to serve the duration of the term. If a member of the committee resigns mid-term, another member may be assigned, possibly to a two- or four-year term if appropriate, to reestablish or maintain the usual practice of appointing one-third of the members each year.

**Commented [WRL26]:** It doesn't always work like that (3 year term for chair) and does not have to.

All members of ASA committees who are appointed by the ASA must be individual

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.~~

~~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. Appointment Process. The President-Elect will appoint the members and chairs of ASA committees as well as ASA representatives to other organizations, except as noted in the bylaws. The President-Elect may delegate to other members of the board the making of appointments. The Leadership Support Council will assist the President-Elect with the process of making appointments by consulting with committee chairs; assembling recommendations from the chairs and others; and providing the President-Elect with recommendations and information regarding the needs of committees.

**Commented [R27]:** Codifies the process we have been using for several years

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

- a. *Audit Committee.* The Audit Committee ~~shall consist~~consists of the Treasurer, who acts as chair, the chair of the Budget Committee, and the Past President. It ~~shall~~will periodically recommend an audit firm to the Board of Directors; serve as the ~~Board of Directors'~~Board's 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 audit procedures 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~~Forms 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~~consists of the three Vice Presidents and Treasurer, ~~the latter.~~ The Treasurer is an ex officio member without vote. The senior Vice President ~~shall serve as chair~~chairs of the committee. The Committee ~~shall~~will annually recommend the operating budget for the coming fiscal year, including the ~~Association staff~~ compensation budget (salaries and fringe benefits) ~~for the ASA staff,~~ 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~~needed by the headquarters of the Association ~~home office.~~
- c. *Executive Committee.* ~~An~~The Executive Committee ~~shall be~~is constituted as described in Article VII of the Constitution.
- d. *Management Review Committee.* The Management Review Committee consists of the President, who acts as chair, the President-Elect, and the Past President. It is responsible for the performance review, performance evaluation, and compensation of the Executive Director, and it is responsible for creating the contractual agreement between

the Association and a new Executive Director.

**Commented [R28]:** This is and has been the practice, but was not in the bylaws

e. Strategic Plan Review Committee. All third-year members of the Board, the ASA treasurer, the Publications Representative, and the Executive Director, comprise the Board Strategic Plan Review Committee. The Past President will serve as chair. The committee reviews progress made on the strategic plan, and when necessary makes recommendations for minor modifications to the plan to the Board of Directors. The committee will make a report to the Board of Directors at the final Board meeting of the year. The committee is responsible to inform the Board when it is time to appoint a Strategic Planning Committee and launch a new strategic planning process.

**Commented [WRL29]:** Not a new committee, but previously not described in the bylaws

7. Standing Committees. The ~~Standing Committees~~standing committees are listed next. Each committee ~~shall will~~, with support from ASA staff, maintain and periodically update a procedures manual.

~~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. JSM Program Committee. The JSM Program Committee (“the Program Committee”) for a given year ~~shall be is~~ responsible for planning the technical content of the annual meeting of the Association in that year. ~~Considering~~By considering nominees suggested by the JSM Committee on Meetings, the candidates for newly elected President-Elect ~~shall agree upon will~~ as soon as possible after the election select the chair of the Program Committee, ~~approximately two years prior to the meeting, for the year in which the newly elected~~ President-Elect will be President.

**Commented [R30]:** The changes in section b describe what our practice is; no changes to existing practice or procedure here

The Program Committee will consist of representatives for chapters, sections, and committees who are designated as follows: the Council of Chapters ~~shall designate~~designates a Chapter Program Chair, and each section of the Association ~~shall designate~~designates a Section Program Chair. The Leadership Support Council will designate one of its appointed members to represent committees. The Chapter Program Chair and each Section Program Chair ~~shall will~~ be a member of the Program Committee and ~~shall are invited to~~ attend the initial meeting of the Program Committee. Invitation to subsequent meetings ~~shall be is~~ at the discretion of the Program Committee Chair, who ~~shall retain~~retains final responsibility for organizing the program of the annual meeting.

The Program Committee ~~also has members appointed by JSM partner societies to represent those societies.~~

c. JSM Policy Committee. Each year, the JSM (Joint Statistical Meetings) Policy Committee consists of the chairs of the JSM Program Committees for that year, the prior year, and the coming year and three other ASA members who are appointed. The Committee also includes as members a representative designated by each of the other founding JSM partner societies to serve a three-year term. All members of the Committee have voting rights on all JSM issues. The chair is chosen from All members of the Committee have voting rights on all JSM issues

**Commented [R31]:** Name change to reflect the actual role of this committee

~~Committee on Publications shall be composed of five members, including the President-Elect, and shall be appointed by the Board of Directors.~~

The duties of the JSM Policy Committee shall consist of:

- (1) ~~Recommending~~recommending general policy for ~~all meetings, including annual meetings~~JSM, 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~~JSM;
- (3) ~~Fostering~~fostering innovation in ~~annual meetings~~JSM and evaluating the results; ~~of such innovation; and~~
- (4) ~~Fostering regional meetings, including those of chapters and sections, which may be cosponsored with other organizations;~~

e.d. Investments Committee. The Investments Committee ~~shall recommend~~recommends to the Board of Directors, ~~and assess adherence to,~~ investment guidelines ~~that will~~and steps to improve the safety, return, reporting, ~~or~~and management of the Association's investment accounts. The Investments Committee also assesses adherence to investment guidelines; periodically reviewreviews the holdings in the investment accountsportfolio of the Association; assess appropriate benchmarks for investment performance; ~~evaluate~~evaluates 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~~ carries out tasks related to the financial performance of the Association ~~as that~~ the Board may assign from time to time. The Investments Committee ~~shall consist~~consists of the Treasurer as chair and six ~~full~~ members, each serving a three-year ~~terms, designated~~term, who are appointed by the President-Elect.

**Commented [R32]:** Rewritten for clarity. No change to the actual role of this committee.

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

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

f.g. Committee on Publications. ~~A~~The Committee on Publications ~~shall be~~is constituted as described in ~~Article X, Article X.~~

h. Constitution Committee. At least once every eight years, the President will appoint a Constitution Committee for

**Commented [WRL33]:** Note that this is an exception to the general rule that Presidents-Elect make committee appointments.

the purpose of reviewing the Association's Constitution and ~~By Laws. If~~ Bylaws and recommending revisions.

~~g.i.~~ Development Committee. The Development Committee consists of six members, two of whom are appointed/reappointed each year by the President Elect for three year terms. One member is also appointed when 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 by the President-Elect to serve as the Chair. The ASA Treasurer also serves as an ex-officio member. The committee promotes and enhances the educational, scientific, and exceptions of Article XIV of the Constitution. In the event that the Constitution Committee undertakes a major revision of the Constitution outreach goals of the ASA by planning and By Laws, the Board of Directors may extend the life of the current Constitution and By Laws for one year at a time overseeing a development program~~

**Commented [WRL34]:** Not a new committee, but previously not described in the bylaws

8. Continuing Committees. ~~The life of a Continuing Committee may not exceed committees should be reviewed at least once every seven years without a review for its to determine whether there is a continuing need by for the Board of Directors committee.~~ Any committee that is to continue for more than one year must have a charge approved by the Board of Directors. Committee charges will be regularly reviewed by committee chairs and the Leadership Support Council to ensure that work done by committees continues to serve relevant goals of the Association.

**Commented [R35]:** Codifies existing practice as described in the LSC manual

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

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

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

## Article X. PUBLICATIONS

**Commented [WRL36]:** Changes to this section clarify practice. No changes to actual organization or responsibilities.

1. Editor. Candidates for editors of for ASA-owned journals shall or professional publications will be selected from recommended by the full members by the Committee on Publications and appointed by the Board of Directors. The Board of Directors shall will fix a term of office of five years or less for each editor, with appointments typically for three years. Editors of ~~Chapter~~ chapter or ~~Section~~ section publications ~~shall will~~ be selected according to guidelines in the charter of the appropriate ~~Council~~ council.

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

3. Committee on Publications. The Committee on Publications ~~shall consist~~ consists of one representative from each of the publications that are owned by the ASA Publications or affiliated with the ASA, three at-large members, and the Publications Representative ~~to on~~ the ASA Board.-

The representatives from the jointly owned publications that have a management committee will be the chairs of these committees. Representatives

from the ~~other~~ ASA-owned 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; their~~ terms will be three years. ~~They; and they~~ should be appointed so that one member cycles off the committee each year. When needed, the President-Elect shall will designate one at-large member as chair of the Committee on Publications. A chair of the Publications Committee may will serve as chair for no more than three years.

Proposals for the publication of periodicals, and other publications requiring Board review, shall will be referred to the Committee for its recommendations, prior to action by the Board of Directors. The Committee shall overseeoversees the publication policy of the Association and make recommendations to the Board of Directors.

The Committee will also address charges of publications misconduct, making recommendations to the Board of Directors when needed.

**Commented [R37]:** Unfortunately, such misconduct occurs, and when it does it has fallen in the lap of the CoP. We should spell this out in the bylaws.

## Article XI. RESOLUTIONS

1. Partisan Issues. The name of the Association shall must 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 who are not required to recuse themselves due their government employment or a conflict of interest. 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 individual members of the Association, any resolution of the Board of Directors, as specified in Article XI, Section 1, shall Article XI, Section 1, will be subject to a referendum by the membership. The resolution shall will be published in a news bulletin as early as possible. A ballot shall will be mailed sent to the full individual members within 30 days after the mailing publication date of the news bulletin. The will of the membership, as expressed by a majority of those voting, shall governgoverns.
3. Commitment. Resolutions and recommendations of councils, chapters, sections, or committees of the Association shall will be so phrased as not to commit the Association or its membership.

**Commented [WRL38]:** Without this change, it is possible to not have enough board members to be able to pass a resolution even when it is unanimous among those who can vote. As written, if the board had five government employees, it could not make any statement regarding the government, because 10 votes are required absent this proposed clause.

## Article XII. AMENDMENTS

1. Proposal. Amendments to the By-LawsBylaws may be proposed by the Board of Directors, by a petition signed by at least 25 full individual 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 will be referred to the Board of Directors for a vote on its recommendation as to ratification.
2. Ratification. The Secretary will publish as soon as possible a copy of the proposed amendment, together with the recommendation of the Board of Directors, in the news bulletin, inviting comment. The Board of Directors will vote on the amendment after 75 days elapse from the publication date of the publication. The amendment will be submitted to the individual members for a vote if during this period 50 individual members of the Association so petition. These 50 individual 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 individual members voting is required for ratification. If no such demand is received, the amendment may be ratified or rejected by the Board of Directors. Ratification will occur whenever at least two-thirds of the members of the Board of Directors have submitted an affirmative vote. If the action taken by the Board of Directors differs from its original recommendation, the ratification process must be repeated with the new recommendation.

**Commented [WRL39]:** Moved to article VIII, section 3