

A^SIDIC

ASSOCIATION OF INFORMATION AND DISSEMINATION CENTERS

CONSTITUTION

AND

BYLAWS

PREAMBLE

ASIDIC is a membership organization that exists to foster discussion and the sharing of ideas within the information industry for the benefit of its members and the industry at large.

ARTICLE I – NAME AND DOMICILE

The official name of the organization is ASIDIC, and it shall be domiciled in the United States of America.

ARTICLE II – MEMBERSHIP

There shall be two types of Membership in ASIDIC: Full Membership and Associate Membership. Individuals and organizations of all sizes are eligible for Full Membership, which carries voting privileges. Associate Membership is limited to individuals, and carries no voting privileges. Applicants for both categories of Membership shall be accepted only as provided in the Bylaws. A Member may be dropped from Membership for non-payment of dues or for conduct which in any way tends to injure the organization or to affect adversely its reputation or which is contrary to its purpose.

ARTICLE III – GOVERNANCE

The Organization shall be managed by an Executive Committee

The Executive Committee shall consist of the President, the immediate Past President, the Secretary, the Treasurer, and up to four (but not less than two) Members-at-Large. The immediate Past President shall serve a maximum of two years. The Members-At-Large shall be elected for a two-year term and shall be eligible for one further two-year term.

The Officers shall consist of a President, a Secretary and a Treasurer. The President shall be elected from among the Full Members for a term of one year and shall be eligible for re-election for one additional year. The Secretary and the Treasurer shall be elected by the Executive Committee annually from among their number.

The Executive Committee shall appoint a Finance Committee to oversee the financial affairs of ASIDIC, and any other standing or ad-hoc committees that it determines serve the purpose, interest and needs of the organization.

The Executive Committee shall appoint an Executive Secretary, who need not be a Member. The Executive Secretary shall be responsible for various duties deemed essential to the running of the organization, as determined by the Executive Committee and enumerated in the Bylaws. The Executive Secretary shall receive such compensation as determined by the Executive Committee.

ARTICLE IV -- ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

Balloting for President and Member-at-Large of the Executive Committee will take place at the Annual Meeting, and all Full Members duly represented, either in person or by proxy, shall be entitled to vote.

ARTICLE V-- MEETINGS

The Members of ASIDIC shall conduct an Annual Meeting to discuss the business of the organization, and may meet at such other times as determined by the Executive Committee.

ARTICLE VI-- FINANCES

Each Member of ASIDIC shall pay dues as provided in the Bylaws. The financial year of ASIDIC shall be from January 1 through December 31.

ARTICLE VII -- RIGHT TO RESCIND

Full Members may rescind any Executive Committee action in accordance with procedures specified in the Bylaws.

ARTICLE VIII -- AMENDMENTS TO THE CONSTITUTION AND BYLAWS

This Constitution and Bylaws may be amended by a majority vote of the Full Members. Proposed amendments shall be sent to the Members not less than 30 days in advance of the voting deadline as determined by the Executive Committee.

ARTICLE IX -- BYLAWS

There shall be Bylaws which supplement and amplify the Constitution.

ARTICLE X -- DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE XI -- LIMITATION OF ACTIVITIES

Notwithstanding any other provision of these articles, this organization will not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

BYLAW I

(Constitution, Article II) -- MEMBERSHIP

Section 1.

Any organization or individual engaged in the information industry, including as a customer, is eligible for Full Membership. Individuals who choose not to seek Full Membership are eligible for non-voting Associate Membership.

In either case, Members shall have clear interest in improving the technologies and business practices of information services providers and the information industry in general.

Section 2.

Applicants for either form of Membership shall describe their activities in relation to the requirements for Membership, and all applications shall be reviewed by the Executive Committee, which shall decide upon the applicant's admission to Membership.

Section 3.

The Executive committee may establish tiered Membership dues structures based on clearly established and published criteria.

Section 4.

Organizations may request separate Memberships for different units which operate and qualify independently of each other. The Executive Committee shall decide the eligibility of each application and determine the number and type of Memberships for each organization.

Section 5.

Each Full Member shall appoint a representative (and, if they wish, one alternate) who will then exercise the Member's right to vote. The names of the representatives and alternates must be provided to the Executive Secretary each year, or whenever there is a change.

Section 6.

Any Member in arrears for dues as of July 1 of the calendar year for which they are due shall be dropped from Membership provided that at least six weeks prior to removal from the rolls, the last designated representative shall have been given written notice of the delinquency.

Section 7.

Any Member of ASIDIC, through its designated representative, may request Executive Committee reviewal of its own or any other organization's Membership status.

Section 8.

The Executive Committee shall review and recommend on all actions for which a Member can be dropped from Membership, except for delinquency of dues as otherwise provided. Any Member to be dropped under provisions of the Constitution shall be notified in writing by the Executive Committee of the pending action and the reason(s) for such action. The Member shall have the right to be heard concerning the action and shall be so advised. The hearing shall be at the next scheduled meeting of the Executive Committee or at the next scheduled ASIDIC meeting, according to the Member's preference. Executive Committee recommendation to drop a Member from the rolls, except for delinquency of dues, must be confirmed by majority vote of the Full Members. The decision of the Full Members shall be effective immediately, and shall be conveyed to the Member concerned.

BYLAW II

(Constitution, Article III) -- OFFICERS & EXECUTIVE COMMITTEE

Section 1.

A vacancy in the office of President shall be filled by the Executive Committee from among its number. The newly appointed President will serve for the remainder of the elected President's term.

Section 2.

A vacancy in the Executive Committee shall be filled by the Executive Committee from the Full Membership consistent with the requirements for that position.

Section 3.

After serving a term or terms (as specified in the Constitution) as a member of the Executive Committee, a Member may not serve on the Executive Committee as a Member-at-Large until after a minimal break of one year.

Section 4.

Only the Executive Committee or its designated representative shall speak or act on behalf of ASIDIC. No ASIDIC Officer or member of the Executive Committee is authorized to offer advice to any Member on behalf of ASIDIC.

Section 5.

The Executive Committee shall be responsible to the Full Members for all actions it undertakes on behalf of ASIDIC. The Executive Committee shall report on their actions at the Annual Meeting.

Section 6.

The President shall preside over meetings of the Membership and the Executive Committee, shall act on behalf of the Executive Committee between meetings, and shall report on all actions to the Executive Committee.

Section 7.

The Finance Committee and any other committees appointed by the Executive Committee shall be chaired by a Member nominated by the President and approved by the Executive Committee. It shall be composed of members selected by the committee Chair and approved by the Executive Committee. The committees report to the Executive Committee, and the Chair and members of all committees serve at the pleasure of the Executive Committee. The President will be an ex officio member of all Committees.

BYLAW III

(Constitution, Article III) – DUTIES OF THE EXECUTIVE SECRETARY

Section 1.

The Executive Secretary of ASIDIC shall perform such duties as assigned by the Executive Committee or the President. Specifically, these duties include, but are not limited to the following:

- Maintain official files
- Maintain official mailing list
- Handle distributions and mailings
- Conduct correspondence
- Collect dues and meeting registration fees
- Help coordinate ASIDIC meetings
- Maintain budget for the Executive Secretary
- Certify Member representatives for purposes of voting
- Maintain Membership list
- Attend and participate in Executive Committee meetings as requested
- Maintain the ASIDIC website
- Other duties that may be designated by the Executive Committee or President

Section 2.

The mailing list shall be comprised of all Members and such organizations or persons as the Executive Committee shall approve. The mailing list and the Membership list are not to be made available for purposes other than ASIDIC business without the prior approval of the Executive Committee.

BYLAW IV

(Constitution, Article IV) -- ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1.

A Nominating Committee shall be established annually and it shall number no fewer than three people. It shall be comprised of retiring or former Members of the Executive Committee, chaired by one of them, and supplemented if necessary by Members appointed by the President.

Section 2.

Not less than one month before the Annual Meeting, the Nominating Committee shall present to the Full Members a slate of qualified persons nominated for vacancies for President and Members-at-Large of the

Executive Committee. It is the responsibility of the Nominating Committee to obtain the consent of each nominee.

Section 3.

Early in the agenda at the Annual Meeting, the President shall afford Members an opportunity to make nominations from the Floor. All nominations from the Floor shall be proposed and seconded by designated representatives of Members. Consent of the nominee is required; if the nominee is not present at the meeting, a written statement of consent must be presented. After verification of eligibility by the Executive Committee, these nominations will be added to the ballot.

Section 4.

When there are two candidates for a vacancy, election to office shall be by simple majority of the votes cast by secret ballot. When there are more than two candidates for one or more offices, the candidate(s) with the highest number of votes shall be elected. In the event of a tie, the Executive Committee shall determine the procedure for resolving the tie.

Section 5.

Elections shall be conducted by the officers of ASIDIC.

Section 6.

The names of the newly elected officers and members of the Executive Committee shall be announced at the meeting at which they were elected. They will take office at the end of that meeting.

BYLAW V

(Constitution, Article V) -- MEETINGS

Section 1.

ASIDIC shall conduct an Annual Meeting, its date and place to be determined by the Executive Committee, to conduct major business of the organization. This will include balloting for President and Members-at-Large of the Executive Committee, presentation of the budget for the following year, and reports from committees. Policy issues and actions of the Executive Committee will take priority over other program items.

Section 2

Unless otherwise specified, ASIDIC business shall be decided by a simple majority vote of those Full Members present either in person or by proxy.

Section 3.

One-quarter of the Full Members must be present in person at an ASIDIC meeting in order to constitute a quorum.

Section 4.

The Secretary shall be responsible for insuring that all meetings of ASIDIC and meetings of the Executive Committee are conducted in accordance with the latest edition of Roberts' Rules of Order and that decisions are in accordance with the Constitution and Bylaws.

Section 5.

The minutes of all ASIDIC meetings and Executive Committee meetings shall be issued over the signature of the Secretary no more than 45 days after the meeting.

Section 6

The Executive Committee may, at its discretion, call a special meeting. Normal quorum rules will apply.

BYLAW VI

(Constitution, Article VI) -- FINANCES

Section 1.

The Finance Committee will consist of the Treasurer and up to three Members who are not also members of the Executive Committee. The Finance Committee shall not be chaired by the Treasurer.

Section 2.

The Treasurer, with oversight from the Finance Committee, shall propose an annual budget and procedures for financial management for the following year for review by the Executive Committee prior to the business session of the Annual Meeting. The budget shall include projected income from all sources as well as projected expenses. The Executive Committee will review, revise if necessary, and approve the annual budget for the following year and report on the budget to the Membership during the business session of the Annual Meeting.

Section 3.

The Treasurer shall dispense the funds of ASIDIC as authorized by the Executive Committee. The President is authorized to do so (as authorized by the Executive Committee) in the absence of the Treasurer.

Section 4.

The Finance Committee will annually conduct a financial review of the previous fiscal year and report their findings in writing to the full members following the IRS tax filing and no later than May 15th of each budget year. At their option, they may authorize an external financial audit. Expense of an external audit will be met by ASIDIC.

Section 5.

The Executive Committee shall approve the schedule of dues, as well as charges for any items sold by ASIDIC.

Section 6.

The Executive Committee will review, revise if necessary, and approve the procedures for financial management. The procedures will include the specification of the manner in which disbursements are made from ASIDIC, and the frequency and nature of financial reports to be made to the Executive Committee.

Section 7.

Dues shall be payable at the beginning of each calendar year or immediately after acceptance as a Member. Notices of dues payable will be sent to Members not later than October 31 preceding the calendar year to which they apply. Members joining the organization after July 1 shall receive membership for the remainder of the year in which they joined plus the following year.

This Constitution and its Bylaws were ratified by the Members on September 14 2009.

(signed) Michael Walker

ASIDIC President