

Chapter Toolkit

CHAPTER FINANCES



TABLE OF CONTENTS

ABOUT ASIS.....	2
• FOUNGING AND INCORPORATION	
• ABOUT THIS HANDBOOK	
• ASIS HEADQUARTERS CONTACT INFORMATION	
FINANCIAL GOVERNANCE	3
• LEGAL STRUCTURE	
○ U.S. CHAPTERS	
○ GLOBAL CHAPTERS	
• ROLES AND RESPONSIBILITIES	
○ TREASURER	
○ OTHER OFFICER/COMMITTEE RESPONSIBILITIES	
○ LIABILITY INSURANCE	
• BEST PRACTICES	
REGULATORY AND TAX FILINGS.....	6
• U.S. CHAPTERS	
○ REQUIREMENTS AND FORMS	
○ STATE/LOCAL TAXES	
• GLOBAL CHAPTERS	
TOOLS AND TEMPLATES.....	7
• CHECKLIST: ANNUAL FINANCIAL REVIEW	
• BUSINESS PLAN TEMPLATE	
• BUDGET WORKSHEET	
• CONFLICT OF INTEREST FORM	
APPENDIX A: ADDITIONAL RESOURCES	13
• POLICY 4000	
• PROCEDURE 4000	
• ASIS CERTIFICATE OF INCORPORATION	
• ASIS 501(c)6 DETERMINATION LETTER	

ABOUT ASIS

FOUNDING AND INCORPORATION

The American Society for Industrial Security was founded in 1955 to serve the professional needs of security practitioners, each of whom has a role in the protection of assets—people, property and/or information.

In 2002, the State Corporation Commission of the Commonwealth of Virginia granted the organization its new name—ASIS International—and officially incorporated it as a foreign organization to serve the needs of the global industrial security industry.

Our members represent virtually every industry in the public and private sectors and organizations of all sizes. From entry-level managers to CSOs to CEOs, from security veterans to consultants and those transitioning from law enforcement or the military, the ASIS community is global and diverse.

WHAT WE DO

ASIS offers a range of education programs, publications and events to help security professionals thrive, whether they are young professionals or industry veterans. Developed in consultation with leading industry experts, our resources are designed to support security leaders at every stage of their careers.

ABOUT THIS HANDBOOK

Any activity done at the chapter level may be viewed as being endorsed by ASIS International. This handbook has been developed for chapter leadership to provide guidance on issues that affect finances, taxes and liability of chapters.

Since ASIS International can be held liable for the actions of its chapters, the financial operations of each chapter must follow a uniform standard of conduct. This resource highlights best practices for fundamental financial and liability issues enabling volunteers to implement prudent financial management and standard accounting practices throughout all chapter activities.

Chapters located outside of the United States should incorporate any local or regional tax laws or practices required by their governments.

More Resources

The ASIS Policies and Procedures outline in more detail the standards and practices our chapters must follow. Please see Appendix A for current Policies and Procedures. *Please note these documents are continually under review and are subject to change.*

ASIS HEADQUARTERS CONTACT INFORMATION

ASIS International is based in Alexandria, Virginia, in the Washington, D.C., metro area:
1625 Prince Street
Alexandria, VA 22314

Hours: Monday - Friday, 9:00am – 5:00pm, Eastern Time.
Email: asis@asisonline.org
Phone: +1.703.518.6200

FINANCIAL GOVERNANCE

LEGAL STRUCTURE

U.S. Chapters

ASIS is recognized by the U.S. Internal Revenue Service as a 501c6, tax-exempt organization and is granted the permission for chapters formed under its umbrella to enjoy the same tax-exempt benefits (Group Exemption).

- Chapters must be properly organized and maintain certain filing and regulatory requirements in order to remain in good standing with ASIS and the Internal Revenue Service.
- New U.S. chapters must obtain their own Employer Identification Number (EIN). Chapters may not use ASIS' EIN.
- For reporting purposes, U.S. chapters should supply a W-9 to requestors using their own EIN.

Group Exemption

Under Section 501(c)(6) of the Internal Revenue Code, ASIS International may obtain an exemption from federal income tax on a group basis for U.S. chapters. This relieves each chapter covered by the chapter group exemption letter from filing its own application for recognition of exemption. A chapter included in this group exemption letter may not apply individually for recognition of exempt status. Each chapter is, however, responsible for filing its own annual tax return, if applicable.

Any chapter currently included in the group exemption letter does not need to reapply each year; ASIS International staff will add new chapters.

Any chapter that wishes to withdraw its authorization for inclusion must notify ASIS International in writing (e-mail acceptable) for consideration. If granted, then the chapter will be subject to individual filing requirements.

A chapter should obtain the advice of an accountant or tax official in its local area or country to determine its tax liability.

Global Chapters

- Chapters organized outside the United States must abide by their local rules and regulations.
- Global chapters are not currently included in group exemption.

ROLES AND RESPONSIBILITIES

Treasurer

The treasurer builds trust among members and ASIS International when it involves chapter finances. The treasurer is an individual with basic accounting knowledge who will continuously monitor the chapter's financial position through the following responsibilities:

- Maintain chapter financial records and submit financial reports.
- Safeguard chapter receipts and ensure prompt deposits are made with bank.
- Disburse funds as approved by chapter Executive Committee.
- Work with chapter team to develop annual budget and support business plan.
- Manage banking relationship and ensure monthly reconciliation of bank account.
- Oversee annual regulatory and tax filings.

Other Chapter Officers and Committees

Secretary

This chapter officer is entrusted with keeping and maintaining all key documents and records. The secretary will:

- Keep the minutes of all chapter leadership, committee and special meetings.
- Maintain all official chapter records, including newsletters, and other official correspondence.
- Complete and promptly submit monthly reports to the designated recipients.
- Promptly notify ASIS Headquarters of results of the annual election.
- Ensure all necessary correspondence representing the chapter is handled in a timely manner.

Finance Committee

This important group oversees, reviews and guides the accounting practices and records of the chapter. The committee will:

- Assist the treasurer and chapter officers in the establishment of accounting policies and internal controls.
- Periodically review compliance of chapter accounting policies and internal controls.
- Ensure the chapter issues financial statement and reports in a timely manner and that proper records are maintained.
- Review records of cash receipts and disbursements at least every six months.
- Perform an annual financial review at the end of each calendar year.

BEST PRACTICES

Get yourself and your chapter organized. Consider these best practices as you start your new role as treasurer:

- Develop a budget based on prior year results and tie it to your chapter business plan.
- Conduct an annual financial review (*see Tools and Templates for checklist*)
- Segregate responsibilities as much as possible.

- Delegate up and down as needed.
- Assign two signers on bank accounts.
- Help incoming leaders transition into their new roles (banking access, systems and updating signature cards).
- Utilize financial management tools (e.g., Quickbooks Accounting software offers a low-cost, web-based solution).

INSURANCE

Liability Insurance

ASIS provides the following lines of insurance coverage at no cost to chapters and their respective officers:

- Limited General Liability Coverage
- Directors and Officers (D & O) Coverage
- Professional Liability Coverage

Coverage is provided to ALL CHAPTERS, regardless of country or geographic location.

Certificate of Insurance (COI)

Prior to use or occupancy of a facility, a chapter may be asked to provide evidence of general liability insurance coverage. The certificate of insurance is appropriate documentation and can be obtained by contacting:

Ms. Charlene Crowley
Alliant Americas
4530 Walney Road, Suite 200
Chantilly, VA 20151
+1 703-547-6293
ccrowley@alliant.com

Specifically excluded from coverage for a chapter are exposures resulting in bodily injury or property damage. Other exclusions may apply; for clarification, the chapter should contact ASIS International.

Host Liquor Liability

Generally, the serving of alcohol in a business or social setting is viewed as a covered activity under the host liquor liability coverage. If supplemental coverage is needed, ASIS International will invoice the chapter directly for these additional policy requirements.

Chapters located outside of the United States may need to adhere to additional rules and regulations and/or retain local counsel.

REGULATORY AND TAX FILINGS

U.S. CHAPTERS

Federal Requirements

ASIS chapters are considered independent for financial compliance and regulatory purposes.

- For U.S. chapters, IRS form 990 must be filed annually.
- Annual receipts < \$50k = 990-N ([user guide](#)).
- Annual receipts > \$50k, but < \$200k = file 990-EZ.
- Annual receipts > \$200k = Regular form 990.
- Due May 15.
- Failure to file returns may lead to revocation of tax status and entity recognition from the IRS.
- Business licenses and personal property filings may be needed as well. All chapters must check requirements by local governments.

State Taxes

State taxes vary from one jurisdiction to another. Although a chapter may have exempt status for federal tax reporting purposes, this may not be the case for state income taxes, sales and use taxes, franchise taxes, personal property taxes, or local real estate taxes. In general, a chapter will need to apply to the local authorities to obtain exemptions from sales and use taxes, franchise taxes and local real estate taxes.

In order to be exempt from paying state sales tax, a chapter must obtain a sales tax exemption certificate from its state department of revenue.

A chapter may also be required to collect and pay state sales tax on any commercial products sold through any sales medium, phone, internet, in-person, unless exemption has been obtained for the state department of revenue. Please consult your state or jurisdiction for additional guidance.

GLOBAL CHAPTERS

Chapters outside of the United States should incorporate the tax rules and requirements of their governments.

TOOLS AND TEMPLATES

CHAPTER ANNUAL FINANCIAL REVIEW CHECKLIST

CHAPTER NAME _____ CHAPTER NUMBER _____

DATE OF REVIEW _____ PERIOD COVERED _____

General

YES NO

- | | | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 1. Were all financial records for the period provided and organized in a logical manner? |
| <input type="checkbox"/> | <input type="checkbox"/> | 2. If the reason for the review is a new treasurer, were the financial records transferred from the previous treasurer in an orderly manner? |
| <input type="checkbox"/> | <input type="checkbox"/> | 3. Were the books reviewed for proper procedures? |
| <input type="checkbox"/> | <input type="checkbox"/> | 4. Were reconciliations done to verify chapter records versus bank balances as of the end of the review period? |
| <input type="checkbox"/> | <input type="checkbox"/> | 5. Are all funds received, disbursed, or otherwise controlled by the chapter accounted for in a manner consistent with the ASIS International Policies and Procedures Manual and generally accepted accounting practices? |
| <input type="checkbox"/> | <input type="checkbox"/> | 6. Are all funds received, disbursed, or otherwise held or controlled by the chapter maintained in appropriate accounts of deposit, i.e., checking, saving, certificates of deposit? |
| <input type="checkbox"/> | <input type="checkbox"/> | 7. Does the chapter use the Cash Basis Method for recording its financial activity?
If not, indicate the method used and the reason for doing so. |

CHAPTER ANNUAL FINANCIAL REVIEW CHECKLIST

CHAPTER NAME _____ CHAPTER NUMBER _____

DATE OF REVIEW _____ PERIOD COVERED _____

General (continued)

YES NO

- | | | |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 8. Has the chapter refrained from frequently switching accounting systems? |
| <input type="checkbox"/> | <input type="checkbox"/> | 9. Are financial statements, balance sheet, income statement and cash flow statement, included with the chapter's monthly report to the membership? |
| <input type="checkbox"/> | <input type="checkbox"/> | 10. Is monthly financial data reported on the chapter activity reports and filed with headquarters on a timely basis? |
| <input type="checkbox"/> | <input type="checkbox"/> | 11. If the chapter's financial processes are controlled by one person, is there a procedure by which a reconciliation of the chapter's accounts to the bank statements may be verified monthly by someone not directly responsible for the chapter's finances? |
| <input type="checkbox"/> | <input type="checkbox"/> | 12. Has the chapter obtained the required tax status for an ASIS International chapter and obtained a chapter tax identification number? |
| <input type="checkbox"/> | <input type="checkbox"/> | 13. Has the chapter filed tax information and reports required by the IRS for the prior fiscal period, if applicable? |

Recommendations:

CHAPTER ANNUAL FINANCIAL REVIEW CHECKLIST

CHAPTER NAME _____ CHAPTER NUMBER _____

DATE OF REVIEW _____ PERIOD COVERED _____

Cash Receipts

YES NO

- | | | |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 1. Is all income to the chapter recorded in a cash receipts journal or checkbook with all necessary information such as source, purpose, date and amount? |
| <input type="checkbox"/> | <input type="checkbox"/> | 2. If cash is received, are consecutively numbered receipts issued to payers and a corresponding record made of the payment in the cash receipts journal or checkbook? |
| <input type="checkbox"/> | <input type="checkbox"/> | 3. Are checks received endorsed "for deposit only" immediately with the chapter's bank account number? |
| <input type="checkbox"/> | <input type="checkbox"/> | 4. Is all income deposited promptly upon receipt, within a few days? |

Cash Disbursements

YES NO

- | | | |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 1. Is a numbered voucher system used to control all funds disbursed through chapter accounts? |
| <input type="checkbox"/> | <input type="checkbox"/> | 2. If a voucher system is not used, is there a cash disbursements ledger or checkbook that records the invoice details, the check number, date and amount for each disbursement? |
| <input type="checkbox"/> | <input type="checkbox"/> | 3. Do checks disbursed through chapter accounts require at least two signatures? |
| <input type="checkbox"/> | <input type="checkbox"/> | 4. Are the records controlling accounts payable complete? |

CHAPTER ANNUAL FINANCIAL REVIEW CHECKLIST

CHAPTER NAME _____ CHAPTER NUMBER _____

DATE OF REVIEW _____ PERIOD COVERED _____

Cash Disbursements (continued)

YES NO

- | | | |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | 5. Are voided checks retained and accounted for? |
| <input type="checkbox"/> | <input type="checkbox"/> | 6. Are individuals who are authorized to approve disbursements clearly designated? |
| <input type="checkbox"/> | <input type="checkbox"/> | 7. Is the supply of unused checks adequately safeguarded? |
| <input type="checkbox"/> | <input type="checkbox"/> | 8. Are the duties of writing checks and reconciling the bank statements separated? |
| <input type="checkbox"/> | <input type="checkbox"/> | 9. Are all disbursements approved by an authorized individual? |
| <input type="checkbox"/> | <input type="checkbox"/> | 10. Are all invoices recorded in a voucher register? |
| <input type="checkbox"/> | <input type="checkbox"/> | 11. Are all unpaid invoices kept in a separate file and scheduled for payment? |
| <input type="checkbox"/> | <input type="checkbox"/> | 12. Are statements from vendors compared with open invoices? |
| <input type="checkbox"/> | <input type="checkbox"/> | 13. Does the chapter take advantage of discounts in paying invoices? |
| <input type="checkbox"/> | <input type="checkbox"/> | 14. Are all original invoices marked "paid" or immediately filed to avoid duplicate payments? |
| <input type="checkbox"/> | <input type="checkbox"/> | 15. Are the invoices approved for payment by the appropriate individual who has verified receipt of goods or services? |

Recommendations:

BUSINESS PLAN TEMPLATE

This roadmap for your chapter is the key guiding document that promotes stability in the chapter and helps benchmark the chapter's progress over time. To include:

Chapter Summary – Mission statement, geographical area, organizational structure and any financial history that might have a bearing on the future.

Current Status – Current financial status, project highlights, staffing updates/changes, problem areas, regional activities and partnerships.

Goals – Three to five annual goals that provide a focus for the chapter leadership—to include membership, fundraising, local educational programs, outreach to communities and special projects.

Plan of Action – Outline of the tactics required to achieve business plan goals. Should include volunteer committees, task forces and other groups to achieve tasks on reasonable timelines with quantifiable objectives.

Evaluation – Periodic reviews (quarterly, etc.) on the chapter's goal progress.

Financial Reports – At-a-glance view of the annual budget, income and expense statement, balance sheet and cash flow statement.

Calendar – Chapter events that develop from the business plan, including educational programs or fundraisers. To be used for member-facing communications, internal planning and staff awareness.

EXAMPLE: BUDGET WORKSHEET														
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Total	Variances
INCOME														
Membership Dues	3000	500	500	500	250	0	0	0	0	0	0	0	4750	50
Actual	2900	700	300	600	300	0	0	0	0	0	0	0	4800	
Prior Year	2700	400	300	400	200	0	0	0	0	0	0	0	4000	
Workshops	0	0	300	0	0	300	0	0	300	0	0	300	1200	200
Actual	0	0	200	0	0	300	0	0	200	0	0	300	1000	
Prior Year	0	0	250	0	0	400	0	0	300	0	0	200	1150	
Special Events	100	200	0	50	100	100	0	0	200	100	50	0	900	200
Actual	50	100	50	0	200	200	0	0	100	300	100	0	1100	
Prior Year	0	100	100	0	300	100	0	0	200	100	200	100	1200	
Budget Total	3100	700	800	550	350	400	0	0	500	100	50	300	6850	50
Actual Total	2950	800	550	600	500	500	0	0	300	300	100	300	6900	
Prior Year Total	2700	500	650	400	500	500	0	0	500	100	200	300	6350	
EXPENSES														
Meeting Expenses	0	0	200	0	0	200	0	0	200	0	0	500	1100	75
Actual	0	0	175	0	0	250	0	0	300	0	0	450	1175	
Prior Year	0	0	100	0	0	150	0	0	250	0	0	350	850	
Printing	50	50	15	15	50	15	0	50	15	15	150	15	440	30
Actual	45	30	25	20	40	10	15	25	25	25	100	50	410	
Prior Year	30	40	10	10	60	20	0	20	10	10	125	25	360	
Postage	20	0	20	0	20	0	20	0	20	0	20	0	120	20
Actual	15	10	30	15	10	0	5	20	20	0	15	0	140	
Prior Year	10	10	15	5	15	0	15	0	10	10	30	10	130	
Supplies	75	50	40	50	30	20	20	20	80	100	50	40	575	135
Actual	60	60	80	40	50	40	40	80	30	40	70	120	710	
Prior Year	80	55	30	40	35	30	25	20	90	75	40	60	580	
Workshops/Events	0	0	150	0	0	200	0	0	250	0	0	300	900	50
Actual	0	0	200	0	0	180	0	0	220	0	0	250	850	
Prior Year	0	0	150	0	0	160	0	0	235	0	0	280	825	
Budget Total	145	100	425	65	100	435	40	70	565	115	220	855	3135	150
Actual Total	120	100	510	75	100	480	60	125	595	65	185	870	3285	
Prior Year Total	120	105	305	55	110	360	40	40	595	95	195	725	2745	
Net Surplus/Deficit	2955	600	375	485	250	-35	-40	-70	-65	-15	-170	-555	3715	

APPENDIX A: ADDITIONAL RESOURCES

Policy 4000
Procedure 4000
ASIS Certificate of Incorporation
ASIS 501(c)6 Determination Letter

Table of Contents

Section 4000

Chapters

Policy 4000	Establishment and Revocation	Sept 2005
Policy 4003	Headquarters Support	June 1998
Policy 4005	Chapter Meetings and Records	Sept 2005
Policy 4006	Chapter Officers-Terms and Responsibilities	Sept 2005
Policy 4009	Nomination and Election for Office	June 1998
Policy 4010	Chapter Committees	Sept 2002
Policy 4011	Chapter Finances	Sept 2005
Policy 4013	Publications	Sept 2005
Policy 4014	Host Seminar and Exhibition Chapter Incentive	June 1998
Policy 4015	IRS Group Exemption	Sept 2002
Policy 4016	Student Auxiliaries	Sept 2002
Policy 4017	Chapter Liability Insurance	Sept 2002

Chapter Establishment & Revocation

Policy 4000

Policy 4000: Establishment and Revocation

- I. The Bylaws of ASIS provide for the establishment by the Board of Directors of chapters within ASIS in any state, city, or other geographical area as well as any country.
- II. Chapters chartered by the Board of Directors will exercise all the rights and privileges given to them by ASIS for the geographical areas specifically defined for each chapter. No other chapter may exercise any rights in the geographical area of another chapter without the written approval of the President.
- III. Chapters chartered by ASIS must conform to the Bylaws of ASIS and adhere to all provisions of the ASIS Policies and Procedures Guide. The officers, directors, Senior Regional Vice Presidents, Regional Vice Presidents and Executive Vice President and Chief Executive Officer will assist members in an area to form a chapter.
- IV. A chapter will at all times be subject to the rules and regulations now established or as prescribed from time to time by the Board of Directors for the conduct of ASIS as a whole.
- V. The Board of Directors may cancel, suspend, or revoke the charter of chapter for cause. Such action of the Board shall be final and conclusive. Upon cancellation, suspension, or revocation of the charter of any chapter, the ASIS Board Management Committee will have the right and power, through its designated agents, to take possession, custody, and control of all the records, property, and assets of the chapter.
- VI. A chapter may make no representation, utterance, or commitment in the name of ASIS. Nor shall any representation, utterance, or commitment of the chapter obligate or purport to obligate ASIS, unless such representation, utterance, or commitment first has been approved by the Board of Directors, the Board Management Committee of the Board, or the President. This includes any public statement by any member or any officer of the chapter, regional, or international level that might reasonably be construed to establish or change a position of ASIS.
- VII. A chapter may take a position on a matter that affects only the geographical area of the chapter. Such a position must clearly state it is the position of only the local chapter. All such positions must be stated in writing, and a copy must be forwarded to the Senior Regional Vice President, Regional Vice President, ASIS Treasurer, ASIS President, and Executive Vice President and Chief Executive Officer.
- VIII. No chapter may publicly endorse any candidate for political office at any level, whether local, state, or national.
- IX. The chapter is responsible for fostering, promoting, and furthering, within the geographical locality assigned to it by the Board of Directors, the purposes and objectives of ASIS as contained in the Bylaws of ASIS, in ASIS' strategic plan, and as disseminated by the Board of Directors.



Chapter Establishment & Revocation

Policy 4000

References

Article II, Section 2; Article XI, Bylaws
Policy and Procedure 1032

Revised December 2008



Headquarters Support

Policy 4003

Policy 4003: Headquarters Support

Chapter Chairpersons shall receive appropriate supporting documents from headquarters.

Revised June 1998

Chapter Meetings & Records

Policy 4005

Policy 4005: Meetings and Records

- I. Chapters should hold a minimum of 6 meetings annually and will conduct their meetings in compliance with Procedure 4005.
- II. Chapters will maintain appropriate records of chapter business.
- III. Copies of chapter minutes, proposed minutes, reports, and correspondence regarding them should be considered and treated as official records of ASIS. After the chapter minutes have been approved, the minutes must be made available for inspection by any member of the chapter, the Senior Regional Vice President, and/or the Regional Vice President of the region in which that chapter is located, or any director of ASIS. However, nonmembers without the authorization of the ASIS President may not examine these records.
- IV. Chapters should make every effort to retain as a permanent record all correspondence, minutes, and financial records deemed appropriate. Chapters should establish a policy pertaining to length of record retention, with a minimum of 3 years. Records of a historical nature should be saved in the chapter archives.
- V. Chapters are required to maintain their chapter charter in a safe place and have it available for display upon request. Any chapter that misplaces or inadvertently damages or destroys its chapter charter should request a new copy from headquarters as soon as possible.
- VI. Chapters will submit a financial status statement to ASIS HQ at the end of each year.

References

Bylaws
Policies and Procedures 3000 Section

Revised December 2008

Chapter Officer Terms & Responsibilities

Policy 4006

Policy 4006: Officers-Terms and Responsibilities

- I. The officers of a chapter will be a Chairperson, Vice Chairperson, Chapter Secretary, and Chapter Treasurer, to be elected at each annual business meeting of the chapter.
 - A. The Chapter Chairperson will perform all duties usually pertaining to a Chief Executive Officer.
 - B. The Vice Chairperson, in the absence of the Chapter Chairperson, will perform all the duties of the Chapter Chairperson.
 - C. The Chapter Secretary will oversee the administrative affairs of the chapter.
 - D. The Chapter Treasurer will oversee the financial affairs of the chapter. In the absence of the Chapter Treasurer from any meeting of the chapter, the duties of that office will be performed by the Chairperson or his/her designee.
- II. Officers will serve from January 1 following their election until December 31, or until their successors have been installed, if this occurs after December 31.
- III. Any chapter officer may be removed from office for cause by the joint agreement of the SRVP and RVP, the Board Management Committee of ASIS or by the Board of Directors.
- IV. If a vacancy occurs in the office of Chapter Chairperson, it will be filled by the Vice Chairperson. If a vacancy occurs in any other office, the expired term shall be filled by appointment by the Chapter Chairperson. If multiple vacancies occur the remaining chapter officers will meet with the RVP to determine how to fill the vacancies for the current year.
- V. Officers of chapters will report to and take direction from the Senior Regional Vice President and/or directly from the Regional Vice President, both of which are appointed by the President for the designated regional area in which the chapter is geographically located.

References

Policies and Procedures 3000, 4000, 4005 and 4011

Revised December 2008



Chapter Office Nominations & Elections

Policy 4009

Policy 4009: Nomination and Election for Office

Any member in good standing is eligible for election to any chapter office.

References

Policies and Procedures 4000 and 4006

Revised December 2008

Chapter Committees

Policy 4010

Policy 4010: Committees

- I. Each chapter will have a Board Management Committee consisting of the officers of that chapter.
 - A. At the discretion of the Chapter Chairperson, past Chapter Chairpersons who are not current chapter officers may be invited to serve on a Chapter's Board Management Committee as nonvoting members.
 - B. The Board Management Committee is empowered to act for and on behalf of the chapter between regular meetings of the chapter.
 - C. All acts of the Board Management Committee will be the first order of business during each following chapter meeting, and these acts must be adopted, amended, or rejected by the chapter's membership.
- II. Each chapter will appoint other committees as appropriate.

Reference

Policy and Procedure 4000
Procedure not required

Revised December 2008

Chapter Finances

Policy 4011

Policy 4011: Finances

- I. Chapters will utilize chapter funds for regular chapter activities and to encourage membership growth and the advancement of ASIS International.
- II. ASIS is a not-for-profit, tax-exempt Delaware Corporation. To maintain its tax-exempt status, it may not distribute its assets or surplus to members. It is, therefore, improper for an ASIS chapter to pay annual dues for its members at the international or chapter level from chapter funds. However, there is no prohibition against a chapter advancing a new member's entrance fee or paying dues for a member on an interim basis, provided the chapter is assured of reimbursement by the member or his/her company.
- III. Chapters outside of the U.S. may not distribute its assets or surplus to its members. Non US chapters should abide by the local rules and regulations allowing them to form a chapter and maintain a chapter in which they are deemed a chapter that is a not-for-profit organization. It is therefore always improper for any non US Chapter to pay for members dues from Chapter funds. However, there is no prohibition against a chapter advancing member dues on an interim basis.
- IV. Dues paid by chapter members to the chapter are not deductible as charitable contributions for federal income tax purposes. However, membership dues are deductible for most members under Section 162 of the Internal Revenue Code as an ordinary and necessary business expense. Chapters must print this information on any dues invoice or dues notice it sends to its members.
- V. ASIS contributions to a political party are allowed as stated in the approved policy and procedures established for the ASIS International Political Action Committee (ASISPAC). Other than the ASISPAC, no contributions to political campaigns of a declared candidate or contributions to a campaign dinner of a declared candidate or such related activity is allowed by any other area within the organization. Chapters may not use its ASIS identity or affiliation to publicly endorse any candidate for political office, at any level -- local, state, or national.
- VI. Chapters are strongly encouraged to make annual contributions to the ASIS Foundation, Inc. Such contributions to the ASIS Foundation Inc. are not limited by the 5% limitation that applies to for-profit organizations.
- VII. Contributions made in the name of a chapter to other tax-exempt organizations are proper and will not jeopardize the tax-exempt status of ASIS.
- VIII. Contributions made in the name of the chapter should be limited to those organizations that are constituted to meet objectives that are in harmony with the purposes and objectives contained in the ASIS Bylaws.

Chapter Finances

Policy 4011

- IX. No chapter may make any contribution or offer to contribute to any organization that does not meet the requirements contained in Items VII and VIII of this policy. Chapters having any questions in about authorized contributions should refer to the Executive Vice President and Chief Executive Officer for guidance and approval.
- X. The Executive Vice President and Chief Executive Officer will request advice and counsel on any matters falling within the scope of the ASIS Policies and Procedures Guide from the designated legal counsel or certified public accountants of ASIS.

References

Article II, Section 2, g, Bylaws
Policies and Procedures 1000 and 4000

Revised December 2008

Chapter Publications

Policy 4013

Policy 4013: Publications

Chapters are encouraged to build strong communication links among their members, whether through a newsletter, chapter website, periodic news bulletins, or monthly meeting announcements either by hard copy or electronic formats.

References

Article II, Section 2, a and d, Bylaws
Policy 1017

Revised December 2008



Chapter Host for Annual Seminar & Exhibits

Policy 4014

Policy 4014: Host Seminar and Exhibition Chapter Incentive

As a special incentive to encourage the maximum participation and assistance with the Annual Seminar and Exhibits, ASIS will award a maximum of \$10,000 realized from the net profit from this event, to the host chapter or to be split amongst the host chapters.

References

Policy and Procedure 1061

Revised December 2008

Chapter IRS Exemption

Policy 4015

Policy 4015: IRS Group Exemption

I. General

Under Section 501(c)(6) of the Internal Revenue Code, ASIS may obtain an exemption from federal income tax on a group basis for domestic (U.S.) chapters. This relieves each chapter covered by this “group exemption letter” from filing its own application for recognition of exemption. Each chapter is, however, responsible for filing its own annual tax return.

II. Inclusion in Group Exemption

- A. Any new domestic chapters will receive from headquarters, an IRS form “SS-4.” This form must be signed and returned to headquarters for processing. Once a new employer identification number is issued by the IRS, headquarters will notify the Chapter Chairperson in writing.
- B. Any other U.S. chapter that was not previously included in the group exemption letter should now be included and must submit a request in writing to headquarters. The request should be signed by the Chapter Chairperson and must include all pertinent information.
- C. A chapter included in this group exemption letter may not apply individually for recognition of exempt status.
- D. If a chapter that is applying for inclusion in this group exemption letter has previously applied for and obtained an individual letter of exemption, that chapter is expected to understand that the group exemption letter supersedes and nullifies that prior individual exemption.
- E. Any chapter currently included in the group exemption letter need not reapply each year.
- F. Any chapter that wishes to withdraw its authorization for inclusion, must notify the Executive Vice President and Chief Executive Officer in writing for consideration. If granted, then it will be subject to individual filing requirements. These chapters should obtain the advice of an accountant or tax official to determine their responsibility.
- G. A chapter not located in the United States may not be included in this group exemption letter.

References

Policy and Procedure 4000

Revised December 2008



Chapter Student Auxiliaries

Policy 4016

Policy 4016: Student Auxiliaries

- I. The Board of Directors grants to chapters the authority to charter student auxiliaries. However, they will not be eligible for participation in ASIS awards, such as Chapter Newsletter of the Year Award and the I. B. Hale Award.
- II. Membership in the auxiliary is restricted to those students who are student members of ASIS in good standing.

References

Policy and Procedure 4000

Revised December 2008

Chapter Liability Insurance

Policy 4017

Policy 4017: Liability Insurance

- I. A certificate of insurance is issued annually in July to each chapter. ASIS provides limited general liability insurance coverage to chapters at no cost as a safeguard for chapters conducting meetings and educational seminars, banquets, and similar activities. The premises that a chapter temporarily leases or occupies automatically become insuring locations. (see procedure 4017)
- II. The general liability coverage described in this policy is limited. It is possible that the chapter may engage in activities that are beyond the scope of this coverage.

References
Procedure 4017

Revised December 2008

Table of Contents

Procedures 4000 Section

Chapters

Procedure 4000	Establishment and Revocation	Sept 2002
Procedure 4003	Headquarters Support	Oct 2010
Procedure 4005	Meetings	Sept 2005
Procedure 4006	Officers-Terms and Responsibilities	Sept 2002
Procedure 4009	Nomination and Election for Office	Oct 2010
Procedure 4011	Finances	Sept 2002
Procedure 4013	Publications	Sept 2003
Procedure 4014	Host Seminar and Exhibition Chapter Incentive	June 1998
Procedure 4015	Chapter US IRS Group Exemption and Tax Filing	May 2012
Procedure 4016	Student Auxiliaries	Sept 2002
Procedure 4017	Liability Insurance	Sept 2002

Revised May 2012

Chapter Establishment & Revocation

Procedure 4000

Procedure 4000: Establishment and Revocation

I. Petition

- A. The Board of Directors may authorize the establishment of a chapter upon receiving from the Executive Vice President and Chief Executive Officer the Chapter Charter Petition meeting the following requirements:

1. It is signed by a minimum of 15 members in good standing, all of whom are either employed within, have a business office within, or reside within the locality or area for which a chapter is being proposed.
2. It indicates the proposed name for the prospective chapter. An ASIS Chapter name must be descriptive of the chapter's geographic location. A chapter name must not be solely the country, or region name if another chapter is established in that country, or region. If a previously established chapter has the name of a country, or region and another chapter is formed within the country, or region, then the established chapter must immediately rename their chapter to reflect a more finite location within that country, or region. A chapter's identification must not duplicate the identification of another chapter in order to maintain adequate differentiation between chapters. A chapter must select the name of a city, province, or region that is generally recognizable to individuals external to their location.

A U.S. Chapter must select the name of a city, or region. For example, Southwestern Virginia, Northern Virginia, Richmond, Chesapeake, or Tidewater Virginia may be used.

A Non-U.S. Chapter must select the name of the city, province, or region. The inclusion of the country name is highly recommended when naming the chapter. For example: Cordoba, Argentina; Delhi, India or Southwestern Ontario, Canada may be used.

ASIS Headquarters Member Services staff can assist chapters with selecting a name.

3. It indicates the proposed geographical limits of the prospective chapter including, for U.S. chapters, a listing of inclusive zip codes.
 4. It must be signed by the Regional Vice President, whose signature indicates that he/she has done the following:
 - a. Been involved with the development of the proposed chapter,
 - b. Seen evidence of growth potential within the proposed chapter area, and
 - c. Recommends the approval of the chapter petition.
- B. If the affected Regional Vice President recommends that the new chapter be established, he/she must endorse the petition and forward it to the Executive Vice President and Chief Executive Officer for action at the next meeting of the Board of Directors.

Chapter Establishment & Revocation

Procedure 4000

- C. If the Regional Vice President opposes a given petition for the establishment of a new chapter, he/she must nevertheless forward the petition to the Executive Vice President and Chief Executive Officer, together with the appropriate justification.
- D. Any prospective chapter that will encompass an area currently covered by an existing chapter must also submit (with the petition) letters from the Regional Vice President and the affected chapters indicating agreement with the proposed boundaries.
- F. Any prospective chapter must address following:
 - 1. Identify the city and country where the chapter will hold it's meetings.
 - 2. Identify the closest city or country that has an existing ASIS chapter.
 - 3. Determine how far the existing ASIS chapter city or country is from where the new chapter proposes to form.
 - 4. Identify your plans on how to market the chapter to potential members.
 - 5. Have members signing a petition agreeing to a commitment statement. The statement could be phrased:

“I agree to support the elected leadership and participate in the
_____ Chapter.”

II. Organizational Meeting

- A. Upon approval and granting of a chapter charter by the Board of Directors, the Regional Vice President will coordinate the holding of an organizational meeting. In the absence of the Regional Vice President, an individual appointed by the President or Executive Vice President and Chief Executive Officer will coordinate.
- B. An Ad Hoc Committee of the petitioners will be formed to function as a Nominating Committee for new chapter officers.
- C. The Ad Hoc Committee, working in conjunction with the Regional Vice President or a designated appointee, will issue an invitation to all known ASIS members in the geographic area to attend the organizational meeting.
- D. A majority of the petitioners will constitute a quorum for the purpose of an organizational meeting.
- E. At the organizational meeting the Regional Vice President or a designated appointee will preside, conducting the initial election of new officers and presenting the chapter charter and other necessary documents. Following the election and installation of chapter officers, they will assume the responsibilities of their respective offices.
- F. Only those members signing the petition will be transferred automatically to the new chapter. Other members in the geographical area of the new chapter may be transferred to the new chapter only upon written request by

Chapter Establishment & Revocation

Procedure 4000

the member to the Membership Services area at ASIS International headquarters.

- G. The new chapter will hold a probationary status for a period of one year. Chapter members will work to build a sustainable base of programs and participation that will provide a foundation for chapter growth and success in the future.
- H. Officers of the new chapter will participate in conference calls with the RVP for New Chapter Development to receive training and one-on-one guidance on becoming a successful chapter.
- I. Identify and utilize a chapter mentor who can assist with the identification of future chapter officers and provide training suggestions in order to make the officers successful

III. Revocation

- A. The Regional Vice President should recommend to the President that the charter for a chapter be revoked if, based on his/her experience and efforts to stimulate activity, he/she is convinced there is little or no interest in supporting a chapter.
- B. Any chapter may be subject to review if it:
 - 1. Has fewer than 15 members, or
 - 2. Has held no election of officers for 12 months, or
 - 3. Has held no meetings for 12 months, or
 - 4. Has not submitted reports for the year or has consistently submitted inadequate reports, or
 - 5. Has no signs of activity.
- C. If in agreement, the ASIS Treasurer will in turn recommend that the Board of Directors revoke the chapter charter.

References

Article XI, Bylaws
Policy and Procedure 6021
Chapter Charter Petition

Revised December 2008

Headquarters Support For Chapters

Procedure 4003

Procedure 4003: Headquarters Support

- I. Headquarters will provide Chapter Chairmen with:
 - A. Blank ASIS stationery for Chapter use.
 - B. Information and Request Forms (*all forms are available on ASIS website*)
 1. Chapter Activity Report forms (submitted online)
 2. Chapter supply request forms
 3. Chapter Officer Questionnaire
 4. A certificate of insurance that provides limited general liability safeguards. (See Policy 4017 for specific details and exclusions.)
 - C. Chapter Officers may request a chapter roster from HQ for chapter business.
 - D. Chapter members' mailing information that may be used by the chapter to create their own mailing labels only for chapter-related activities.
- II. A newly chartered chapter will receive financial assistance of \$300 during the first year, after a bank account has been established by the chapter in the chapter's name and ASIS HQ, has been provided this information.
- III. A newly chartered chapter may request from the Executive Vice President and Chief Executive Officer additional support of a non-monetary nature during its first year of existence.
- IV. Chapter Chairpersons are authorized to request chapter rosters only for their specific chapter. If other chapter rosters are requested, the Regional Vice President, in the region where the other chapter is located, must approve this request in writing to ASIS HQ. All such requests will indicate the purpose for which a multiple chapter roster will be used.
- V. Annual Seminar and Exhibits
 - A. Each chapter will receive one complimentary four-day registration to the Annual Seminar and Exhibits. This registration will be given only to a chapter member of the submitting chapter through whatever means the chapter shall deem appropriate. The recipient of the four-day complimentary registration must be a current paid member of the Chapter awarding the registration. If there are no Chapter members interested in a particular year, the complimentary registration will not be used that year. The chapter registration is not transferable and may not be awarded to a member of another chapter. However, the selected Chapter recipient should not receive the complimentary registration but once every three years, unless it is determined by the Chapter that no other members are interested in attending the Seminar and Exhibits.
 - B. ASIS Headquarters will provide full details on the complimentary registration, as well as, provide the chapter with the necessary registration form, no later than June 1st.

References

Policies 4000 and 4017
Revised October 2010

Chapter Meetings & Records

Procedure 4005

Procedure 4005: Meetings and Records

- I. Chapter meetings should be held on a monthly basis. To remain in good standing, each chapter must hold at least six meetings per year. If the chapter wishes and can justify why six is not possible or productive, then the chapter must request an exemption in written from the Regional Vice President. If the Regional Vice President finds that less than six meetings is appropriate for that chapter and approves the request, the chapter will remain in good standing.
- II. One of these six meetings must be an annual meeting of the chapter. The meeting is held either in October or November for the purpose of electing or installing new chapter officers for the following year. The chapter questionnaire indicating the new officers for the following year is due to ASIS HQ and to the RVP by December 10. The new officers assume office at the first chapter meeting after January 1.
- III. Notice of all meetings will be given to the members by one of the following delivery methods: in person (phone call or face-to-face), via electronic mail, or by postal mail, at least five days before the date of the meeting. The notice sets forth the time, place, and agenda of the meeting.
- IV. A special chapter meeting must be called at any time by the Chapter Chairperson if at least five percent of the chapter members in good standing request one in writing and give the reasons. Notice of special meetings must be sent to all chapter members at least five days before the date of the meeting and indicate the purpose.
- V. Five percent of the total membership of the chapter constitutes a quorum for the transaction of business at any regular or special chapter meeting.
- VI. Members of ASIS in attendance, who are not members of the chapter who is hosting the chapter activity, have a right to attend any chapter meeting only as observers. They may participate in discussion when invited to do so by the Chairperson or by general consent but have no vote.
- VII. Whenever a chapter votes to recommend a particular matter presented before it for the consideration of another chapter of ASIS, the Chairperson must advise the Senior Regional Vice President, Regional Vice President, ASIS President, and the Executive Vice President and Chief Executive Officer of the proposal in writing.
- VIII. When a chapter votes to recommend a particular policy matter before it for consideration by the Board of Directors, the Chairperson of the chapter must advise the Senior Regional Vice President, Regional Vice President and the Executive Vice President and Chief Executive Officer of the proposal in writing. The Executive Vice President and Chief Executive Officer will then present the matter to the Chairman of the Board of Directors and the President for the consideration of the Board as outlined in Procedure 6050.
- IX. A chapter member may invite a guest to attend a chapter meeting. However, the guest is not entitled to participate in any discussions unless invited to do so by the Chairperson. Guests are not eligible to vote on any matters considered during the chapter meeting.

References

Policies and Procedures 4000 and 6050



Chapter Meetings & Records **Procedure 4005**

Revised December 2008

Chapter Officers & Terms

Procedure 4006

Procedure 4006: Officers-Terms and Responsibilities

- I. It is the responsibility of the Chapter Chairperson to:
 - A. Appoint Chairpersons of other committees immediately after assuming office as follows:
 1. Designate one member to be Program Chairperson.
 2. Designate one member to be Enrollment Chairperson or Membership Chairperson. This appointee in turn is responsible for chapter membership promotion and handling inquiries concerning membership.
 3. Appoint Chairpersons and members for other chapter committees as deemed appropriate, including committees that should parallel the councils of ASIS International.
 - B. Preside at all meetings. In his/her absence, the Vice Chairperson shall preside. If neither is present, those members present may designate another officer or member to preside at the meeting.
 - C. Designate the time, place, and agenda of all meetings. The agenda should include, in addition to matters that pertain to the affairs of the local chapter, the reading and discussion of matters submitted by headquarters regarding ASIS affairs.
 - D. Check to see if the Chapter Secretary submits the completed chapter activity report online, promptly at the end of each meeting. Make sure the reports are forwarded to the Regional Vice President by including their E-mail address on the form when submitting online.
 - E. Appoint a committee to review the chapter's financial records. The committee consists of at least three members, none of whom are current chapter officers or nominees for a chapter office. The committee will report the results of its audit at the final chapter meeting of the year. This audit report should be noted in the chapter activity report.
- II. It is the responsibility of the Chapter Secretary to:
 - A. Keep and make regular entries in the book of minutes regarding the proceedings of all chapter meetings.
 - B. Cause the minutes to reflect accurately and concisely the decisions and recommendations of the chapter on each question considered. The minutes will also record the names of those members and guests present. Proposed minutes will be prepared by the Secretary or acting Secretary of the chapter and forwarded to the Chairperson for approval.
 - C. Prepare and forward to ASIS International headquarters all chapter activity reports, promptly following each chapter meeting and ensure proper distribution of the submission is forwarded to the Regional Vice President.

Chapter Officers & Terms

Procedure 4006

- D. Hold safely all books, correspondence, and records that he/she is required to keep or that come into his/her possession, custody, or control by virtue of the office of Secretary. When his/her term of office is over, the Secretary's successor will come into possession of these records. (Headquarters retains copies of chapter correspondence for three years.) Chapters are responsible for retaining their permanent files of correspondence.
 - E. Give due, advance notice of all chapter meetings to all chapter members.
 - F. Contact new members of ASIS International, who are thereby becoming chapter members, once there is notification from headquarters of their acceptance as members of ASIS International.
 - G. Notify officers promptly of their election as such, and certify to headquarters the election of these chapter officers.
 - H. Notify all members of the dates on which chapter dues and assessments (if any) become due and payable and their amounts, and collect these monies for transmittal to the Chapter Treasurer.
 - I. Officially address all communications in the name of the chapter, except as otherwise specified, as directed by the Chapter Chairperson.
 - J. Perform other duties as the office may require.
- III. It is the responsibility of the Chapter Treasurer to:
- A. Receive and deposit in an account in the name of the chapter, in a sound and well-established banking institution, all monies, securities, funds, and monetary credits of or on behalf of the chapter.
 - B. Take, receive, hold, and safely keep, as custodian on behalf of the chapter, all property and other physical assets that from time to time may come into the ownership, possession, or control of the chapter, except as otherwise provided in the Bylaws.
 - C. Keep regular accounts of all receipts and disbursements in suitable books provided for that purpose. These records must be available at all reasonable times for inspection by all officers and chapter members in good standing, and by authorized representatives of the Board Management Committee of the Board, the ASIS Treasurer, and the Regional Vice President in whose region the chapter is located.
 - D. Obtain and keep vouchers covering all disbursements wherever it is possible and practical to obtain them, and produce them if called upon to do so by any chapter member in good standing.
 - E. Present at each regular meeting of the chapter a detailed report of the chapter's accounts, showing the accounts received and expended since the last preceding regular meeting and the chapter balance as reflected by the books.

Chapter Officers & Terms

Procedure 4006

- F. Ensure that the financial information on the chapter activity report is properly completed each month.
- G. Prepare and submit a written financial report at the chapter's annual business meeting.
- H. Adhere to Internal Revenue Service filing requirements as set forth in Policy and Procedure 4015.

References

Policies and Procedures 4000, 4005, 4011 and 4015

Revised December 2008



Chapter Officer Nominations & Elections

Procedure 4009

Procedure 4009: Nomination and Election for Office

I. Nominating Committee

- A. The Nominating Committee of a chapter will consist of at least three members, none of whom is a chapter officer.
- B. It is strongly suggested that no member of the Nominating Committee be nominated for office.
- C. It is the duty of the Chapter Nominating Committee to:
 - 1. Nominate, from the chapter's members in good standing, willing-to-serve candidates for election to the offices of Chairman, Vice Chairman, Secretary, and Treasurer.
 - 2. Request a complete chapter roster from ASIS Headquarters Staff in order to ensure that all nominees are indeed members in good standing.
 - 3. Ensure that each chapter officer nominated is available to attend chapter functions and will commit a responsible amount of time to the chapter office.
 - 4. Submit in writing the names of its nominees to the Secretary of the chapter not later than 15 days prior to the annual business meeting of the chapter.

II. Elections

- A. At the annual business meeting of the chapter, the Chapter Nominating Committee will announce its nominations for office for the coming year, and the election of chapter officers shall be held at the same meeting. However, balloting by mail is authorized if there is a lack of quorum or another valid reason. Either way, it is recommended the elections be held no later than December 1.
- B. Nominations of members for the elective office may be made from the floor at the annual business meeting by any chapter member or Life member provided:
 - 1. The nomination is seconded by another chapter member at the annual business meeting.
 - 2. The nominee consents to serve if elected.
 - 3. The nominee specifies that he will be available to attend chapter meetings and will commit a responsible amount of time to the office for which he is nominated.
 - 4. The nominee from the floor must be present or must have submitted a written statement to the Chairperson of the Nominating Committee



Chapter Officer Nominations & Elections

Procedure 4009

agreeing to serve and stating his availability to attend meetings and devote a responsible amount of time to the elected office.

- C. A chapter may, in its sole discretion, decide whether it will allow absentee or proxy ballots.
- D. If there is more than one nominee for any chapter office, the election, in respect to such office, must be conducted by written ballot. The presiding officer should appoint three inspectors, none of whom shall be a nominee, for the purpose of receiving and counting the ballots. The inspectors then should make a report to the presiding officer concerning the number of votes cast for each candidate for the office. The nominee for each office receiving the highest number of votes will then be declared elected by the presiding officer.
- E. In the event of a tie vote, balloting must continue until the tie is broken.
- F. By December 10, the chapter must complete and forward to headquarters a completed Chapter Questionnaire listing the results of the election. This form will be furnished to each chapter on or about November 15 and it is available online via the ASIS International website.
- G. Nominees for chapter offices are expressly forbidden from campaigning for themselves or for other nominees on the ballot. All methods of campaigning are strictly forbidden by all members, non-members or third-parties. "Campaigning" is defined as soliciting votes or making express promises of action if elected.

References

Policies and Procedures 4000 and 4006
Chapter Questionnaire Form
Bylaws December 2008

Revised October 2010

Chapter Finances

Procedure 4011

Procedure 4011: Finances

- I. ASIS Chapters should reference the ASIS Chapter Financial Handbook as a guideline for managing financial related operations; the handbook is located on the ASIS Website.
- II. Chapter funds may be used for the following kinds of activities.
 - A. Normal chapter expenses
 - B. Mailing of chapter meeting announcements to members
 - C. Publication of chapter newsletter
 - D. Purchase of official chapter banner
 - E. Purchase of chapter badges for members and guests
 - F. Payment for meals of speakers and guests at chapter meetings
 - G. Payment for meals for any individuals submitting an application for membership at a particular chapter meeting
 - H. Gratuities for speakers at chapter meetings in special circumstances
 - I. Providing for chapter and regional seminars and other educational endeavors at the local, regional, or international level of ASIS.
- III. All monies, securities, and funds of the chapter will be received by the Chapter Treasurer and deposited in an account in the name of the chapter in a sound banking institution. Regular accounts of all receipts and disbursements will be maintained by the Chapter Treasurer. They should be available at all reasonable times for inspection by all officers and chapter members in good standing and by authorized representatives of the Board Management Committee of ASIS, the Treasurer of ASIS, Senior Regional Vice President, and the Regional Vice President of the region where the chapter is located.
- IV. Chapters may be asked to support Regional activities through a separate account in a financial management role in the following manner:
 - A. Chapters are not permitted to establish Regional events without discussion, analysis, and written approval from the RVP and SRVP.
 - B. Upon approval from the RVP and SRVP for a Regional event, all chapters involved must have a signed agreement that outlines the roles and responsibilities for each chapter's or Region's representatives.
 - C. The RVP and SRVP will have total oversight for events that are Regional as they may impact another chapter in that Region.
 - D. A chapter must be selected to manage all the financial activity for a Regional event.
 - E. The chapter elected corporate officers will be held responsible for the management and reporting of an event back to all parties involved. An electronic copy of the final financial report must be provided to the RVP for inclusion in their report to the SRVP and ASIS headquarters.
 - F. The chapter must set up Region funds in a segregated account on behalf of the Region.
 - G. All events, reports and the redistribution of funds must be completed and submitted within 60 days following the conclusion of the event.
 - H. The RVP along with the designated chapter elected officers will have account signature authority.
 - I. The RVP is responsible for the Region account and reports to the SRVP.
 - J. The RVP and SRVP have the authority to audit the Region funds held by the chapter at any time.

Chapter Finances

Procedure 4011

- V. Vouchers should be maintained by the Chapter Treasurer concerning all disbursements. At each chapter meeting the Treasurer should report on expenditures and receipts since the last regular meeting reflect the chapter's balance in its financial records.
- VI. When a chapter is dissolved, any funds remaining in the chapter treasury shall be transferred to ASIS for inclusion in the ASIS treasury.
- VII. Chapters must submit their final/audited annual financial reports (e.g. Balance Sheet and Income Statements) to ASIS Headquarters/Member Services no later than three (3) months following the end of the year. The income statement should breakout the revenue sources and expense uses of chapter funds in accordance with generally accepted accounting principles.

References

Policies and Procedures 3005, 4000, 4007, 4011 and 4018
Chapter Financial Handbook

Revised December 2008

Chapter Publications

Procedure 4013

Procedure 4013: Publications

I. Newsletters

- A. Distribution should be limited to local chapter members, the Regional Vice President, ASIS officers and directors, headquarters staff, and other selected individuals within the geographic territory served by the chapter (such as local law enforcement officials, elected public officials, and suppliers of security products or services). Copies may also be sent to other Chapter Chairperson and Regional Vice Presidents as warranted.
- B. No charge may be made to any recipient for the newsletter.
- C. Contents
 - 1. Contents may include material reprinted from *ASIS Dynamics* (which is already sent to every member of ASIS). Credit should appear as follows at the end of the article: "Reprinted by permission from *ASIS Dynamics*, (as it appears in the issue you are reprinting from), and copyright (year of issue).
 - 2. No portion of the ASIS Directory of Members may be reprinted for any reason whatsoever.
 - 3. No material from *Security Management* may be reprinted without obtaining *advance* written permission from the publisher. Similarly, no material shall be used from any copyrighted source without prior written permission from the publisher.

II. Advertising

- A. Advertising is secured solely for the financial support of the publication and other authorized chapter activities. Advertising solicitation must be limited to firms operating within the boundaries of the geographic territory encompassed by the chapter membership. All monies received from the sale of advertising are subject to the requirements of Procedure 4011.
- B. To avoid misunderstanding on the part of either party, all advertising sales orders should be obtained in writing. An advertising contract is preferred.

III. Publishing

- A. Chapters are authorized to use ASIS logo/emblem on their newsletters only in accordance with the guidelines set forth in Policy 1070.
- B. Chapter publications other than newsletters, meeting announcements, seminar literature, and directories may not be undertaken without the approval of the Executive Vice President and Chief Executive Officer, who in turn is required to obtain the approval of the President of ASIS International, Board Management Committee, or Board of Directors when necessary.

Chapter Publications

Procedure 4013

C. Translations

1. It shall be a policy to permit chapters serving members whose primary language is not English to create translations of ASIS member publications materials (items provided as part of membership) provided:
 - a. ASIS International holds the copyright,
 - b. The chapter distributes the translated materials to chapter members only
 - c. Written permission is received from the Executive Vice President and Chief Executive Officer prior to the start of the translation.
 - d. This distribution is determined to be in the best interest of ASIS International.
2. Accordingly, a chapter may undertake translation of *ASIS Dynamics* ASIS International promotional materials, the monthly *Leadership Report* and other information about ASIS International and its activities solely for dissemination to their members.
3. Chapters wishing to translate articles published in *Security Management* or any other copyrighted publication produced by ASIS International must make a written request to the Executive Vice President and Chief Executive Officer for each article to be translated and must receive written authorization for each translation prior to publication.
4. A copy of each translated article must be forwarded to the Executive Vice President and Chief Executive Officer prior to the publication of the article.

D. Photocopying

Copyrighted ASIS publications that are sold, including the CPP Study Guide, may not be photocopied or reprinted for any reason. Chapters should contact ASIS Education to obtain and pay for licensing agreements should they wish to copy these materials.

References

Policies and Procedures 1070, 4000, and 4011

Revised December 2008

Host Chapter Incentive **Procedure 4014**

Procedure 4014: Host Seminar and Exhibition Chapter Incentive

I. General

- A. The Host Seminar and Exhibition Chapter Incentive is used by the host chapter(s) to further the aims and purposes of ASIS International in connection with its hosting of the Annual Seminar and Exhibits.
- B. Awarding of the incentive must be consistent with the provisions of Policy 4011. The specific guidelines are set forth in Procedure 1061.

II. Disbursement

The Executive Vice President and Chief Executive Officer will inform the host chapter(s) within 90 days after the Annual Seminar and Exhibits of the amount of projected net income. He/she will then make the appropriate disbursement as soon as possible.

References

Policies and Procedures 1061 and 4011

Revised December 2008

Chapter US IRS Group Exemption and Tax Filing Procedure 4015

Procedure 4015: Chapter US IRS Group Exemption & Tax Filing

- I. Reporting Requirements for US IRS Form 990 or 990EZ
 - A. An annual return on Form 990 or 990EZ is required of organizations exempt from tax under United States Internal Revenue Code. An exception to this rule is made for an organization that normally has gross receipts in each taxable year of not more than \$50,000. (for tax years ending on or after December 31, 2010)
 - B. If a chapter does not fall within the gross receipts exception, it must file Form 990 or 990EZ within four and one-half months of the end of its fiscal or calendar year.
 - C. Definitions
 1. The IRS defines "normally not more than \$50,000" as follows:
 - a. In the case of an organization that has been in existence for one year or less, the organization has received -- or donors have pledged to give -- gross receipts of \$75,000 or less during the first taxable year of the organization.
 - b. In the case of an organization that has been in existence for more than one but less than three years, the average of the gross receipts received by the organization in the first taxable years is \$60,000 or less.
 - c. In the case of an organization that has been in existence for three years or more, the average of the gross receipts received by the organization in the immediately preceding three years is \$50,000 or less.
 2. "Gross receipts" are defined as the gross amount received by the organization during its annual accounting period from *all* sources, without reduction for any costs or expenses (such as cost of good old or cost of assets sold; cost of operations; or expenses of earning, raising, or collecting such amounts). Thus, gross receipts include but are not limited to:
 - a. The gross amount received as contributions, gifts, grants, and similar amounts without reduction for the expenses of raising and collecting such amounts;
 - b. The gross amount received as dues or assessments from members or affiliated organizations without reduction for expenses attributable to the receipt of such amounts;

Chapter US IRS Group Exemption and Tax Filing Procedure 4015

- c. Gross sales or receipts from business activities unrelated to the purpose for which the organization received an exemption, the net income or loss from which may be required to be reported on Form 990-T;
- d. The gross amount received from the sale of assets without reduction for the cost or other basis of the property and expense of sale; and
- e. The gross amount received as investment income such as interest, dividends, rents, and royalties.

II. Reporting Requirements for Form 990-T

A. General

If a chapter has receipts of \$1,000 or more in unrelated business income, it must file Form 990-T within two and one-half months of the end of its fiscal or calendar year.

B. Definitions

- 1. "Unrelated business taxable income" is the gross income received from any unrelated trade or business.
- 2. "Unrelated trade or business" is a regularly conducted trade or business, the conduct of which is not substantially related (aside from the need of the organization for income or funds or the use it makes of the profits derived) to the exercise or performance by the organization of its charitable or educational purpose, or other purpose or function constituting the basis for its exemption.
- 3. "Trade or business" generally includes any activity carried on for the production of income from the sale of goods or performance of services.
- 4. "Not substantially related" means that the activity (from which the gross income is derived) does not contribute importantly to the accomplishment of the exempt purposes of the organization, other than the need for funds.
- 5. Any chapter that believes it may be subject to unrelated business income should consult a tax official or ASIS headquarters to determine its responsibility.

References

Policy and Procedure 4000
Per U.S. IRS Guidelines

Revised May 2012

Student Auxiliaries

Procedure 4016

Procedure 4016: Student Auxiliaries

I. Authorization

- A. The Chapter Chairperson may assist ASIS student members of the chapter to form a student auxiliary.
- B. The Chapter's Board Management Committee may authorize the establishment of a student auxiliary upon receiving from interested students a written petition meeting the following requirements:
 - 1. It must be signed by a minimum of 10 ASIS student members in good standing, all of whom meet the current requirements for student membership and all of whom are members of the authorizing chapter.
 - 2. It must indicate the proposed name for the prospective auxiliary, which must be indicated as an auxiliary of the parent ASIS chapter in good standing (such as "ABC Chapter -- Student Auxiliary").
 - 3. It must specify the geographical limits of the prospective auxiliary (which are not to exceed the geographical limits of the parent chapter).
- C. An advisor to the auxiliary must be identified from among the Chairperson of the parent chapter, an alternate chapter officer, or a member of the Chapter's Board Management Committee appointed by the Chapter Chairperson. The advisor or a delegated representative must attend all auxiliary meetings. These meetings should not conflict with the parent chapter s.

II. Organizational Meeting

- A. Upon granting the charter for the auxiliary by the parent Chapter's Board Management Committee, the auxiliary will issue an invitation to attend an organization meeting to all known student members of ASIS in the geographical area chartered.
- B. A majority of the petitioners shall constitute a quorum for the purpose of an organizational meeting.
- C. Only those student members signing the petition will automatically become members of the auxiliary. All other ASIS student members in the geographical area must request assignment to the auxiliary by written request to the Chairperson of the parent chapter.

Student Auxiliaries

Procedure 4016

III. Administration of the Auxiliary

All administration of the student auxiliary will be the responsibility of the parent chapter. Such responsibilities include but are not limited to:

- A. Maintenance of auxiliary membership records.
- B. Correspondence regarding auxiliary membership.
- C. Maintenance of any minutes and financial records of the auxiliary.

References

Policy and Procedure 4000

Revised December 2008

Chapter Liability Insurance

Procedure 4017

Procedure 4017: Liability Insurance

I. Certificate of Insurance

Prior to use or occupancy of a facility, a chapter may be asked to provide evidence of general liability insurance coverage. The certificate of insurance is appropriate documentation. If a chapter is asked to add the owner or landlord of the facility as an “additional insured” to the policy, it should provide the following information in writing to:

Louis B. Novick
Novick Associates, Inc.
11300 Rockville Pike, Suite 907
Rockville, MD 20852
301.770.0880
Fax: 301.770.6675

- A. Time, date, name, and location of event.
- B. Brief description of the activity.
- C. Name and address of the certificate holder.
- D. Number of people who will be participating.
- E. Indication of whether alcohol will be served.
- F. A copy of the lease or rental agreement.

II. Exclusions

- A. Specifically excluded from coverage for a chapter are exposures resulting in bodily injury or property damage, such as those—
 - 1. With its own office.
 - 2. Involving any type of athletic event or exhibition.
 - 3. Sponsoring fireworks displays or musical concerts.
 - 4. Involving the use of watercraft or aircraft.
 - 5. Sponsoring or using any type of amusement or arcade ride.
 - 6. Sponsoring an event to which the public is admitted for a fee. (Personal and advertising injury liability are excluded here as well.)
- B. Other exclusions may apply, and only a thorough review of the full document would reveal such limitations. For clarification, the chapter should contact Novick Associates, Inc., as indicated in Section I, above.

III. Host Liquor Liability

- A. One activity that invariably causes uncertainty is the serving of alcohol at a chapter sponsored function. Among the coverage’s afforded under the ASIS general liability policy is what is known as “host liquor liability.” Generally speaking, the serving of alcohol in a business or social setting is viewed as a covered activity under the host liquor liability coverage.
- B. If the state in which the chapter is located requires the chapter to become temporarily licensed to dispense liquor, the host liquor liability coverage

Chapter Liability Insurance

Procedure 4017

may be inadequate. This coverage also may be inadequate if the chapter will serve or charge for the alcohol (either for admission or by the drink) or benefit financially from the sale of alcohol served by the chapter or others.

- C. Alcohol liability is rooted in common law principles of negligence and varies from state to state. Questions regarding the applicability of liquor laws in the chapter's state should be directed to counsel familiar with the laws in the jurisdiction where the event is planned.
- D. Often separate insurance for activities excluded under the above coverage can be arranged. Liquor law liability and special events liability are usually available at an additional cost to the chapter. ASIS headquarters will invoice the chapter directly for these additional policy requirements. Billing questions should be directed to the Vice President, Finance & Administration, and Chief Financial Officer at headquarters.

References

Revised December 2008

CERTIFICATE OF INCORPORATION
OF
AMERICAN SOCIETY FOR INDUSTRIAL SECURITY

FIRST. The name of the corporation is AMERICAN SOCIETY FOR INDUSTRIAL SECURITY, hereinafter known as the Society.

SECOND. The corporate seal of the Society shall be in such form and design as the Board of Directors may select and shall bear the name of the Society and the year and place of its incorporation.

THIRD. Its principal office in the State of Delaware is located at 100 West 10th Street, Wilmington, County of New Castle. The name and address of its resident agent is ^{THE} CORPORATION TRUST COMPANY, 100 West 10th Street, Wilmington, Delaware.

FOURTH. The objects or purposes to be promoted or carried on are:

(a) To encourage, promote, aid in and effect the voluntary interchange, among members of the Society, of data, information, experience, ideas, knowledge, methods and techniques relating to the field of industrial security.

(b) To provide a means for maintaining a representative and centralized body or organization to collect, collate, coordinate and distribute, by any means deemed advisable, data, information, ideas, knowledge, methods and techniques with a view to improving the efficiency and, if deemed advisable, to promote uniformity in industrial security, as such, and develop matters of mutual interest to its members.

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

(d) To print, publish, distribute and circulate books, pamphlets, periodicals, papers and articles in connection with and in furtherance of the activities and purposes of the Society; to compile and maintain lists, registers and records of those persons responsible for promulgating and carrying out the functions of industrial security in American industry and government, and to print, publish and distribute the same, to the extent deemed advisable; and to establish and conduct such committees, bureaus and offices necessary and incidental to the activities of the Society.

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

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

(g) To solicit, collect, raise and obtain money for any of the purposes of the Society, through entrance fees, membership dues and/or periodic assessments and/or by acceptance of gifts, legacies, bequests, endowments or otherwise; and to carry on activities for the purpose of raising funds; and to expend, contribute, and disburse any funds and/or invest and reinvest in any kind of property or securities (whether or not appropriate for the investment of trust funds); and otherwise to handle and deal with or dispose of any funds collected or monies received, and the income therefrom, for any or all of the purposes of the Society.

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

(1) To exercise all powers that are or may hereafter be conferred upon a corporation by the laws of the State of Delaware and to do any and all such other acts and things, including the making and performing of any contracts necessary, desirable or appropriate to carry out or accomplish any of the objects or purposes of the Society, except as herein prohibited, or forbidden by the bylaws of this corporation.

FIFTH. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

Acting through its Board of Directors, its President and other officers, subject to the powers and restrictions of this Certificate of Incorporation and its bylaws, to do all such acts as are necessary to or compatible with the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

The corporation shall not have any capital stock and no profits shall be made or dividends declared to the members of the corporation, or to anyone else, and the conditions of membership shall be as established by the bylaws of the Society.

SIXTH. The names and addresses of the incorporators are as follows:

<u>Names</u>	<u>Addresses</u>
Paul Hansen	2500 South Third Street Louisville, Kentucky
Phil C. Wolz	Kodak Park Works Rochester 4, New York
Richard H. Lowe	600 Knollwood Road Ridgewood, New Jersey

SEVENTH. The corporation shall have perpetual existence.

EIGHTH. The private property of the members shall not be subject to the payment of corporate debts.

NINTH. The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors constituting the whole board shall be provided in the bylaws, but in no case shall the number be less than three. The Board of Directors shall be elected by

the members at the annual meeting of the corporation, to be held on such date as the bylaws may provide, and they shall hold office for such time as the bylaws may from time to time provide and until their successors are respectively elected and qualified. The bylaws shall specify the number of directors necessary to constitute a quorum.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the bylaws of the corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

The directors of the corporation may, if the bylaws so provide, be classified as to term of office.

The corporation may elect such officers as the bylaws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the bylaws may provide.

The corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the Board of Directors shall not exercise any power or authority conferred herein or by statute upon the members.

TENTH. Meetings of members may be held without the State of Delaware, if the bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware and at such place or places as may be from time to time designated by the Board of Directors.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being the incorporators hereinbefore
named, for the purpose of forming a corporation pursuant to Chapter 1
of Title 8 of the Delaware Code, do make this certificate, hereby
declaring and certifying that the facts herein stated are true, and
accordingly have hereunto set our hands and seals this 18th day of
January, A. D. 1955.

Paul Hansen
Phil C. Wolz
Richard H. Lowe



STATE OF NEW YORK)
COUNTY OF NEW YORK) SS

BE IT REMEMBERED that on this 18th day of January, A. D. 1955,
personally came before me, a Notary Public for the State of New York,
Paul Hansen, Phil C. Wolz,
and Richard H. Lowe, all of the parties to the fore-
going Certificate of Incorporation, known to me personally to be such,
and severally acknowledged the said certificate to be the act and deed
of the signers respectively, and that the facts therein stated are truly
set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



Mario Ricci
Notary Public
MARIO RICCI
Notary Public, State of New York
No. 24-3266100
Qualified in Kings County
Certificate filed in the following office:
County Clerk, New York
Commission expires March 30, 1955

CLINTON MILLER
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

HULLIHEN WILLIAMS MOORE
COMMISSIONER

COMMONWEALTH OF VIRGINIA



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION Office of the Clerk

April 29, 2002

TRACI GOODMAN
HOLD FOR PICKUP

*

RE: ASIS INTERNATIONAL, INC.
(formerly AMERICAN SOCIETY FOR INDUSTRIAL SECURITY)
ID: F044418 - 4
DCN: 02-04-29-0176

The Commission acknowledges receipt of the following from ASIS INTERNATIONAL, INC., a foreign corporation authorized to transact business in Virginia, of a duly authenticated copy of an amendment to its articles of incorporation:

changing its corporate name

on April 29, 2002, together with the fee of \$25.00 covering the filing of this amendment with this office.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

AMENACPT
CIS0436

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the application for an amended certificate of authority to transact business in Virginia filed in this office by ASIS INTERNATIONAL, INC., a DELAWARE corporation.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
May 6, 2002*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF AMENDMENT –
NONSTOCK CORPORATION

ARTICLES OF AMENDMENT OF
AMERICAN SOCIETY FOR INDUSTRIAL SECURITY

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of amendment and sets forth:

ONE

The name of the corporation is American Society For Industrial Security.

TWO

The text of the Amendment adopted is:

"First. The name of the corporation is ASIS INTERNATIONAL, INC."

THREE

The foregoing amendment was adopted on March 14, 2002.

FOUR

The governing body of the corporation, at a meeting held on January 17, 2002, adopted a resolution in which it set forth the proposed amendment herein certified, and in which it declared the advisability of the same. Thereafter, at least a majority of the members of the governing body of the corporation voted in favor of the proposed amendment theretofore declared to be advisable and herein certified.

The undersigned President declares that the facts herein stated are true as of April 19, 2002.

ASIS International, Inc.

By: 
Steven C. Millwee, President

Delaware

PAGE 1

The First State

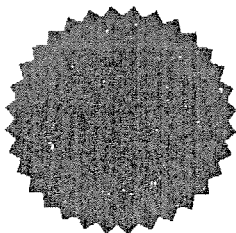
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AMERICAN SOCIETY FOR INDUSTRIAL SECURITY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ASIS INTERNATIONAL, INC.", THE NINETEENTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASIS INTERNATIONAL, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1955.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0483916 8320

AUTHENTICATION: 1737711

020258700

DATE: 04-23-02



Keep in Current File

U. S. TREASURY DEPARTMENT
INTERNAL REVENUE SERVICE
WASHINGTON 25, D. C.

Fin-2.11
w (R)
IN REPLY REFER TO
T:R:EO-3
OC

American Society For Industrial Security
Room 317, Investment Building
15th and K Streets N. W.
Washington, D. C.

JUN 16 1958

C Ref - Law - O
Hry - O
Adm - O

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from Federal income tax as an organization described in section 501(c)(6) of the Internal Revenue Code of 1954.

Accordingly, you are not required to file income tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to the District Director of Internal Revenue for your district in order that their effect upon your exempt status may be determined.

You are required, however, to file an information return, Form 990, annually, with the District Director of Internal Revenue for your district so long as this exemption remains in effect. This form may be obtained from your District Director and is required to be filed on or before the fifteenth day of the fifth month following the close of your annual accounting period.

Failure to file the required information return or to otherwise comply with the provisions of section 6033 of the Code and regulations applicable thereto may result in the termination of your exempt status.

The District Director of Internal Revenue for your district is being advised of this action.

In arriving at the conclusion reached in this ruling consideration has been given to your status under section 501(c)(3) and we have determined that you are more properly classifiable as a business league or professional society to which section 501(c)(6) is applicable.

Very truly yours,

J. F. Worley
Chief, Exempt Organizations Branch

IRS - D. C.

file jh

Grant Thornton 

Accountants and Business Advisors

May 20, 2003

Ms. Stacy Fisher
2916548
Internal Revenue Service
Entity Section Ogden
Ogden Service Center/Entity
P.O. Box 9941 m/s 6273
Ogden, UT 84409

Re: ASIS International, Inc. **EIN:** 53-0234507

Ref: Change of Corporate Name

Dear Ms. Fischer:

Please be advised that the not-for-profit entity previously known as American Society for Industrial Security has changed its name to ASIS International, Inc.

Please update your records as necessary.

We have attached a copy of the Articles of Amendment to the Articles of Incorporation together with the Certificate of Amendment issued by the state of Delaware.

If you need additional information please contact the undersigned at (703) 637-2680 or via email ggoller@gt.com.

Sincerely,


GRANT THORNTON LLP

D. Greg Goller, CPA
Partner & Industry Leader
Not-for-Profit Solutions Group

cc: James Evans

DGG/DRC/pjb

Enclosures

Suite 300
2070 Chain Bridge Road
Vienna, VA 22182-2536
T 703.847.7500
F 703.848.9580
W www.grantthornton.com

Grant Thornton LLP
JS Member of Grant Thornton International