



Amended and Restated Bylaws

AMENDED AND RESTATED BYLAWS

OF

ASIS INTERNATIONAL, INC. (a Delaware Non-Stock Corporation)

ARTICLE I NAME; PURPOSES; OFFICES

1.1 Name. The name of this exempt, non-stock, non-profit corporation is ASIS International, Inc. It is hereinafter referred to in these Bylaws as the “Corporation” or “ASIS”.

1.2 Definition; Purposes. ASIS defines “security” as that profession concerned with the protection of personnel, property, and information. The term “security,” as used hereinafter, shall include other terms or designations for similar or related functions.

The purposes and objectives of ASIS are:

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

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

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

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

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

(f) To conduct and carry on such other related activities as may be necessary,

desirable or incidental to gaining recognition of ASIS and the attainment of its purposes, including recognition of accomplishments in the field of security within business, institutions, industry and government.

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

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

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

1.3 Offices. The Corporation shall maintain a registered office in the State of Delaware, and shall have a registered agent in accordance with the Delaware General Corporation Law. The Corporation may have such other offices, either within or outside of the State of Delaware, as the business of the Corporation may require from time to time.

ARTICLE II **MEMBERS**

2.1 Membership. Membership in ASIS is open to all individuals with a professional interest in the security field, who agree to follow and adhere to the purposes, Bylaws, and Code of Ethics of ASIS. The Board of Directors (sometimes referred to in these Bylaws as the “Board”) may establish various classes or categories of membership, including categories of corporate membership; the criteria for eligibility therein; the process for determining membership eligibility, admission, suspension and expulsion; and rights and privileges of each member class.

2.2 Fees and Dues. The Board of Directors shall establish, and may change from time to time, the amounts of dues or fees required to be paid by Members and any category of membership that the Board may establish from time to time. Dues shall be payable as of the date invoiced, or otherwise as determined by the Board on a case-by-case basis.

2.3 Voting Rights. Only Members in good standing of the Corporation shall be entitled to vote and then only on matters provided for in these Bylaws or on matters submitted by the Board to a vote of the membership. The Board may establish categories or classes of membership, the members of which do not have voting rights as members of the Corporation.

2.4 Resignation. Any Member may resign by filing a written notice of resignation with the Secretary of the Corporation or with such other person as the Board shall designate from time to time. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.5 Assignment/Transfer of Membership. Membership in the Corporation shall not be transferable or assignable.

ARTICLE III **MEETINGS OF MEMBERS**

3.1 Place of Meetings. Meetings of the Members shall be held at such place within or outside of Delaware as may be designated from time to time by the Board.

3.2 Annual Meeting. The annual meeting of Members for the election of directors (if applicable for any given year) and for the transaction of such other business as may properly be brought before the meeting shall be held on a date to be fixed by the Board at the time, place and/or manner to be fixed by the Board and stated in the notice of the meeting.

3.3 Special Meetings. Special/Extraordinary meetings of the Members may be called at any time by the Board, the Chair of the Board, or upon the written request of not less than one-tenth (1/10) of the Members, for any purpose or purposes prescribed in the notice of the meeting and shall be held at such place or manner, on such date and at such time as the Board may fix. Business transacted at any special meeting of the Members shall be confined to the purpose or purposes stated in the notice of meeting.

3.4 Notice of Meetings. Unless waived, notice of the time, place or manner, and in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be given to each Member not less than five (5) business days nor more than sixty (60) days before such meeting.

3.5 Quorum. At all meetings of the Members, the presence, in person or by proxy, of at least one hundred (100) Members shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the Members present shall determine any matter, unless a different vote is required by statute, by the Certificate of Incorporation, or by these Bylaws.

3.6 Proxies. A Member entitled to vote pursuant to these Bylaws may vote by proxy executed in writing. If the validity of any proxy is questioned, it must be submitted to the secretary of the Members' meeting for examination or to a proxy officer or committee appointed by the person presiding at the meeting. The secretary of the meeting, or if appointed, the proxy

officer or committee, shall determine the validity or invalidity of any proxy submitted; and reference by the secretary in the minutes of the meeting to the regularity of a proxy shall be received as prima facie evidence of the facts stated for the purpose of establishing the presence of a quorum at such meeting and for all other purposes.

3.7 Presiding Officer. The Chairman of the Board shall preside at the Annual Business Meeting of the membership. At any other meeting of the membership, the President or, in his/her absence, the President-Elect or, in the absence of such officers, the Chairman of the Board, or, in his/her absence any person selected by majority of the Board shall preside as Chairperson and the Secretary or, in his/her absence, any other person selected by a majority of the membership present or represented shall act as secretary.

3.8 Adjournments. Any meeting of the Members, whether or not a quorum is present, may be adjourned by a majority of the Members present at the meeting. If a meeting is so adjourned, notice shall be given in accordance with this Article for any reconvened meeting. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

3.9 Telephone and Similar Meetings. Members may participate in and hold a meeting by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10 Member Action Without a Meeting. Any action which may be taken at any annual or special meeting of Members may be taken without a meeting and without prior notice, if a consent or consents in writing or by electronic transmission, setting forth the actions so taken, is signed by the Members having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. All such consents (including by electronic transmission) shall be filed with the Secretary of the Corporation and shall be maintained in the corporate records; provided, however, that it shall not be necessary for any Member that has delivered a consent electronically also to deliver a paper form to the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

4.1 General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board shall adopt such other policies, rules and regulations for the operation of the Corporation as it shall determine are in the best interests of Corporation. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws and as permitted under law.

4.2 Number. The number of Directors shall be not less than nine (9) and not more

than twenty-one (21) Directors, the exact number of Directors from time to time to be fixed by resolution of the Board.

4.3 Term and Manner of Selection; Eligibility. (a) The Board shall be divided into three (3) classes, with each class to constitute one-third (1/3) of the total number of Directors. Each year one class of Directors shall be elected by the voting Members for a term of three (3) years, under rules to be prescribed by the Board. No Director may be elected to the Board to serve more than two (2) consecutive full terms. On a case-by-case basis, a Director who has served two (2) consecutive full terms may, with a 2/3 vote of the Board, be asked to (and in such case, would be eligible to) fill a Director vacancy as described in 4.6, below. As set forth in Article V, the Board term of each principal elected officer is automatically extended for so long as such principal elected officer holds such principal elected office.

(b) Eligibility for Board candidacy and nomination and election procedures shall be set forth in the policies and procedures of the Corporation. Any amendments to such policies and procedures regarding eligibility for Board candidacy and nomination and election procedures will be notified in advance to the Members of the Corporation and will be subject to a 2/3 vote of the Board.

(c) Each such Director shall hold office until the expiration of his/her term and until his/her successor shall have been elected and qualified, or until his/her death, resignation, or removal prior thereto.

(d) Notwithstanding anything in these Bylaws or in the Corporation's policies and procedures to the contrary, each Director in office whose term would expire at the conclusion of 2018 shall have his or her term extended automatically by one year for and through 2019. No Board elections will be held in 2018. The normal Board election cycle will resume in 2019, for Board terms commencing January 1, 2020.

4.4 Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

4.5 Removal. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the voting Members.

4.6 Vacancies. Vacancies among the Directors occurring during a Director's term may be filled by the remaining Directors. In the event of a vacancy on the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

4.7 Meetings. (a) The Board of Directors shall provide by resolution the time and place, whether within or without the State of Delaware for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the Chair or

President, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the State of Delaware, as the place for holding any special meeting.

4.8 Notice. Notice of any meeting of the Board of Directors shall be given at least one (1) day previous thereto by written notice delivered personally, or by electronic methods or mail delivered to each Director at his physical or electronic address as shown in the records of the Corporation. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.9 Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.10 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other.

4.11 Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

4.12 Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE V **OFFICERS**

5.1 Officers. (a) The principal elected officers of ASIS shall be a President, a Chairman of the Board, a President-Elect, a Treasurer, and a Secretary. The office of Secretary will be elected annually by the Board of Directors from among the Directors. Each holder of principal elected office shall succeed in the following year to the next principal elected office as set forth in Section 5.2 below; provided that such succession is otherwise consistent with the

Bylaws and is not precluded by the member's death, resignation, retirement, disqualification, or inability or unwillingness to serve; and provided further that an officer may be removed from office by receiving a "no confidence vote" by three (3) of the remaining principal elected officers and final approval by two-thirds (2/3) of the Board of Directors. The term of each principal elected officer on the Board is automatically extended for so long as such principal elected officer holds such principal elected office.

(b) Each principal elected officer shall take office on the first of January following their election or automatic succession to office. In addition to the principal elected officers herein before specified, the Board may elect or appoint such Senior Regional Vice Presidents or Regional Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers or agents, who must be members of ASIS, each with such powers and duties not inconsistent with these Bylaws, as the Board may from time to time deem proper.

5.2 Election. Principal elected officers of the Board of Directors of ASIS shall hold office for one (1) year and until the election and qualification of his/her successor, or until his/her death, resignation or removal prior thereto. No principal elected officer may be reelected to a successive term in the same office. The incumbent President shall automatically succeed to the office of Chairman of the Board, the incumbent President-Elect shall automatically succeed to the office of President, the incumbent Treasurer shall succeed to the office of President-Elect, the incumbent Secretary shall succeed to the office of Treasurer and hold such office consistent with the Bylaws.

5.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

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

office of the President-Elect, while continuing to serve as Treasurer, and shall serve the unexpired term. If the Treasurer is unable or unwilling to assume the office of President-Elect for any reason, then the office of President-Elect may be filled by the Board.

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

5.6 Chairman. The Chairman of the Board shall preside at the Annual Business Meeting of the membership, and at all meetings of the Board of Directors and of the Board Management Committee (BMC). In addition, the Chairman shall do and perform such other duties as prescribed by these Bylaws and as may be assigned to him/her by the Board. He/she shall counsel and advise the President.

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

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

5.9 Treasurer. The Treasurer is the principal elected financial Officer and shall provide oversight for the financial affairs of ASIS; and serves as Chair of the Budget, Finance, and Audit Committee. This responsibility in collaboration with the staff Chief Financial Officer and the Chief Executive Officer shall include the preparation, interpretation and dissemination of periodic financial reports to the Board, and shall also perform such other duties as the President or Chairman may determine. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board.

5.10 Chief Executive Officer. A salaried person hired under contract by the Board shall be in charge of the administration and management of ASIS. This person shall have the title Chief Executive Officer or such other title as the Board shall deem appropriate. The Chief Executive Officer shall report to the President but be accountable to the Board of Directors and do and perform such duties and exercise such powers as the Board of Directors acting either on its own or through coordination with the President or Board Management Committee (BMC), or other appointed representation of the Board, may confer upon him/her. The Chief Executive Officer is considered a nonvoting member of the Board of Directors.

ARTICLE VI **COMMITTEES**

6.1 **Authority.** The Board of Directors by resolution adopted by a majority of the Directors in office may designate one or more committees of the Board to consist of one (1) or more of the Directors of the Corporation. Each such committee shall have such duties and responsibilities as are granted to it by these Bylaws or as provided for by resolution of the Board of Directors except as restricted by law. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her by law. The Board of Directors may also establish and define the responsibilities of advisory committees, working groups, and task forces, from time to time as it shall deem appropriate to conduct the activities of the Corporation. Any committee, working group, or task force not made up entirely of members of the Board of Directors shall not exercise any authority of the Board of Directors in the management of the Corporation.

6.2 **Term.** All committee members of ASIS and all chairpersons of such committees, except the Board Management Committee (BMC), shall hold office at the direction of the BMC, and for the term(s) approved by the Board unless otherwise provided by Board resolution.

6.3 **Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6.4 **Standing Committees.** There shall be the following standing committees of ASIS:

(a) A Board Management Committee (BMC), which shall consist of the President, Chairman of the Board, President-Elect, Treasurer, and Secretary. The BMC shall: 1) act on behalf of the full Board between meetings and for urgent situations, 2) formulate meaningful Board meeting agendas, 3) facilitate the efficient and effective operation of the Board; and 4) serve as the representative of the full Board to the CEO to ensure and facilitate that operational decisions are aligned with the Board's intent.

(b) A Board Director Nominating Committee, which shall be formed annually to select nominees for the Board of Directors. The nominating committee shall consist of the President-Elect as Chairperson, two (2) Board members not eligible for election, two (2) Past Presidents, and two (2) other volunteer leadership members in appointed positions selected by the President.

(c) A Board Officer Nominating Committee for the election of the Officers of the Board of Directors shall be formed annually. It will consist of the President-Elect, as Chairperson; the President; the Chairman of the Board; and two (2) other Board members selected by the President.

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

(e) An Executive Development Committee, which shall consist of representatives of the BMC plus one at-large Director selected by the Chairman. This Committee will be charged on behalf of the Board to: 1) establish and monitor Board approved goals and metrics for the CEO, 2) oversee the renewal of the CEO's contract when necessary for Board approval and 3) provide the Board with three annual updates, one at the beginning of the CEO's review year, one mid-way through the review year and a final update at the end of the calendar year.

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

ARTICLE VII

REGIONS AND CHAPTERS

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

ARTICLE VIII

CONTRACTS, CHECKS, AND DEPOSITS

The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument, or deposit any funds, each in the name of and on behalf of the Corporation.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X

FISCAL YEAR

The Board shall set a fiscal year as it sees fit to ensure the successful operation of the Corporation.

ARTICLE XI
INDEMNIFICATION

Every director, officer, volunteer, or employee of ASIS (hereinafter referred to as the “indemnitees”) shall be indemnified by ASIS against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnitee in connection with any legal proceeding to which such indemnitee may be made a party, or in which such indemnitee may become involved, by reason of such indemnitee’s being or having been a director, officer, volunteer, or employee of ASIS, other than in connection with an action by or in the right of the Corporation, or any settlement thereof, whether or not such indemnitee is a director, officer, volunteer or employee at the time such expenses are incurred, except in such cases wherein the indemnitee is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office and except as otherwise limited by the Delaware General Corporation Law. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of ASIS. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnitee may be entitled.


ARTICLE XII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed or new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Directors then in office.

ARTICLE XIII
SEVERABILITY

Should any of the provisions of these Bylaws be, for any reason, declared invalid by a court of competent jurisdiction, such invalidity shall not affect any of the other provisions of these Bylaws.

Adopted as of 5 March 2018

Certified by Secretary: 
Print Name: Godfried Hendriks, CPP