NOTICE TO MEMBERS
Member Vote September 11-25, 2026 on
Amendments to the ASC Governing Documents

Over many months, the ASC Executive Board has been thoroughly and thoughtfully reviewing the society's policies and governing documents. In spring 2026, we identified a number of items in the Constitution that needed to be updated for a variety of reasons including legal compliance, consistency, clarity, and alignment with best practices in nonprofit governance. In June, the ASC membership voted on and passed a set of Constitutional revisions that reflected these items.

The Board has now completed its review and brings to the membership a more comprehensive set of revisions that fully modernize the governance of the Society, again addressing legal compliance, consistency, clarity, and alignment with best practices in nonprofit governance. Although specific amendments to the Constitution, Bylaws, and policy documents have been made periodically over time, we were not able to find documentation of a previous comprehensive review across governance documents. The Board is committed to routine review of these documents in the future to ensure they remain up-to-date, and this proposed revision will allow the Society to start from a fully modern base.

It is the responsibility of the ASC membership to vote on amendments to the Constitution and the Articles of Incorporation, and so we present you with the Board's proposals for consideration. These amendment proposals will be included in a special member ballot that will be sent to voting (non-student) members and open from September 11-September 25, 2026.

Key elements of the proposals are described below, with corresponding rationales. All of the items come to the membership as unanimous recommendations from the ASC Executive Board. Current and proposed documents are linked from the narrative.

Also included on the ballot will be proposed provisions for implementing recent and proposed amendments to the governing documents. These proposals also come to the membership as unanimous recommendations from the Executive Board.

We look forward to broad voter participation.

Proposed Amendments to Governing Documents

Measure 1: Amend the Articles of Incorporation and submit to the State of California a Certificate of Amendment to the Articles of Incorporation of ASC as presented.
Rationale: This is the founding legal document that officially creates a nonprofit organization as a distinct corporate entity at the state level. ASC is incorporated in the State of California, with Articles filed in 1958 and not updated since then. There are many elements of the current Articles that are outdated, and the proposed amendments will modernize the document.

Key proposed changes:
- Specify that the principal office of the Society shall be as determined by the Board rather than saying that it is in Los Angeles, which is not true.

- Add several clauses to reflect appropriate, standard, contemporary legal language for 501(c)(3) corporations.
- Add clauses to align with IRS expectations, including moving the dissolution clause from the current Bylaws to the Articles.
- Add a standard clause to limit director and officer liability.

Measure 2: Amend, restate and replace the current ASC Constitution and Bylaws with the presented new consolidated Bylaws document.

Rationale: Having Articles of Incorporation and Bylaws, and not an additional Constitution, is current best practice in governance for nonprofit organizations. By consolidating the Constitution and Bylaws into one Bylaws document governing the affairs of the organization, ASC can avoid inconsistencies and the need to interpret two governing documents that address overlapping topics. The proposed consolidated document is comprehensive and in accordance with modern governance principles. As with the current Constitution, only the membership has authority to make changes to the proposed consolidated Bylaws.

Key proposed changes:

- **Include in the consolidated Bylaws only questions of authority and structure that are fundamental to the governance of the Society.**

Why? Governing documents, as the name suggests, should be concise and focused only on questions of authority and structure that are fundamental to the governance of the Society. They include the items that should purposely be hard to change because changes would alter the organization's basic governance. Questions of "how" should not be in governing documents, but governing documents can point to board policy for more extended detail on a subject. Among the topics moved to policy are publications, divisions, and awards.

To convey the difference between the nature of the items retained in the proposed consolidated Bylaws and those proposed to move to policy, we offer an illustrative example. Sections of the new document include membership, meetings of members, Board of Directors, committees, officers, indemnification, and amendments– all core to organizational governance. By contrast, the following clause is proposed to move from governing documents to policy:

> Current members of the Executive Board shall be ineligible to receive any awards of the Society, including selection as a Fellow, during their term in office. However, if a current Board member is nominated for either the Michael J. Hindelang Outstanding Book Award or Joan Petersilia Outstanding Article Award, their nomination shall be considered during the first year following their service on the Board.

- **Change the name of the "Executive Board" to the "Board of Directors" and change the name of "Counselors" to "Directors-At-Large."**

Why? Using conventional language to describe governance structures and positions is important for operational clarity and organizational credibility. Board of Directors is conventional language for a nonprofit organization's governing body. The only time the word executive is typically used with respect to board members is in the designation of an executive committee. Similarly, Directors-At-Large is more conventional terminology for board members without portfolio. The term counselor is typically used for a more informal advisory role, emphasizing a function rather than an official title.

- **Designate a subset of the Board as Officers, including the President, President-Elect, Immediate Past President, Vice President, Vice President-Elect, Treasurer, Secretary, and Executive Director.**

Why? Currently, all members of the Board are Officers, which is highly unusual. Typically, there is a distinction between Directors, all of the members of the Board, and Officers who have specific responsibilities. Officers are generally a subset of the Board. Only three officers are required in California– President, Treasurer, and Secretary– though more can be assigned and it is standard practice to include all Directors who are not Directors-At-Large.

- **Add the Treasurer to the Executive Committee.**

Why? The financial perspective is crucial to many of the decisions on this committee's agenda. It is also helpful to have an uneven number of voting members on the committee.

- **Add vacancy provisions for Board positions that do not currently have them, and revise some of the existing vacancy provisions.**

Why? It is important to be clear on how all Board vacancies will be addressed so there is no ambiguity when a vacancy emerges. The consolidated Bylaws proposal specifies that vacancies in the positions of Secretary, Treasurer, and Vice President-Elect shall be filled by the Board from among the current Directors-At-Large. There is currently no provision for Secretary and Treasurer, and Vice President-Elect is currently filled by the Board without any parameters. This new approach allows each position to be filled by someone the membership has already elected to another top position, thereby to some degree reflecting the will of the membership at a time when an election isn't feasible. Similarly, the proposed provision for a vacancy in the position of Immediate Past President, for which there is currently no specification, is that the position may be filled by appointment of the Board from the pool of past presidents of the Society.

The current approach for filling Director-At-Large vacancies, which is that the President shall appoint the next runner-up from the same election, is highly unconventional and potentially problematic. A person who lost an election does not necessarily have a mandate from the membership. Further, it seems unlikely that many runners-up will want to be brought to the board under these circumstances, especially since the election could have been years ago. Instead, it is proposed that a vacancy among the Directors-At-Large may be filled by appointment of the Board.

- **Decouple governance terms from Annual Meeting timing.**

Why? At present, "newly elected persons take office at the close of the Annual Meeting following their election," but there is no compelling rationale for aligning governance terms with the conference. In fact, this unnecessary connection could prove to be deeply problematic. What if, for example, the Annual Meeting took place in May one year for some reason? Would there be a president who served an 18-month term and another who served a 6-month term? Even absent such an extensive departure from the norm, the meeting routinely varies a bit in terms of timing, yielding terms of different lengths each year. Further, other critical dimensions of the association's governance, such as the fiscal year, operate according to the calendar rather than being tied to an event.

- **Add a section that addresses requirements for member meetings, as required by law.**

Why? This is a fundamentally important topic for Bylaws, and at present relevant specifications are not included. Topics added include place of meetings, special meetings, notice of meetings, quorum, and action by ballot. Specifications align with California statute.

- **Adopt an indemnification clause.**

Why? Indemnification is something for officers and directors, and sometimes employees or other volunteers, that gives them financial protection in the event that they are named in a lawsuit by virtue of their role in the organization. This is typically put in the governing documents to give directors and officers peace of mind and to encourage members to feel comfortable moving into leadership positions.

Proposed Provisions for Implementing Recent and Proposed Amendments to the Governing Documents

Most of the changes reflected in these revised documents can be instantly enacted upon approval, but others require a period of transition. For example, the Treasurer can become a member of the Executive Committee immediately upon ratification of the proposed consolidated Bylaws. But changing timing for leadership terms has several associated components that need to be considered in order to make a smooth transition. In order to allow the Society to make changes quickly, but without significant disruption, the Board recommends the following provision for membership consideration:

Measure 3: Provided that the consolidated Bylaws are approved by the membership, implementation will begin immediately for all specifications that do not require any transition activity. Other items will transition according to a transition plan approved by the Board, with all transition activity to be completed no later than the end of 2028.

Given that the membership elects members of the Board, the Board has drafted three specific proposed transition plans related to board seats for member vote.

First, during the 2026 election, the ASC membership approved the introduction of an elected Secretary position on the Board. In addition, the membership voted that the Treasurer position shall move from Board appointment to election by the membership. Both of these positions are specified in the consolidated Bylaws proposal to serve three-year terms. Megan Denver currently serves as an appointed Interim Secretary. Her current interim appointment runs through November 21, 2026. Min Xie currently serves as appointed Treasurer with a term that runs through November 17, 2028.

The following proposals allow appropriate time for the Nominations Committee to take necessary steps in transitioning these positions from appointed to elected. They allow the three-year terms of Secretary and Treasurer to be staggered, which is healthy for continuity of expertise on the Board.

In addition, they allow for continuity in these positions over the coming year while the Society onboards a new Executive Director. The Board proposes the following for member vote:

Measure 4: Extend Interim Secretary Megan Denver's appointment through the end of the term of President Brunson, and immediately charge the Nominations Committee with identifying two nominees for the position of Secretary to be included on the ballot in the 2027 election for the 2028 Board.

Measure 5: Allow Treasurer Min Xie to complete her current appointed term and ask the 2027 Nominations Committee to identify two nominees for the position of Treasurer to be included on the ballot in the 2028 election for the 2029 Board.

The consolidated Bylaws proposal decouples governance terms from the timing of the Annual Meeting and instead specifies that the commencement dates for Board positions shall be set forth in ASC policy. If the membership approves the consolidated Bylaws proposal, the Board proposes to move to a standing January 1 date for all leadership transitions and will develop a transition proposal for committees and other leadership positions following the ballot vote. With respect to transitioning the Board to calendar year appointments, the current Board unanimously agreed that the burden of a slightly longer (approximately 6 weeks) term should be borne by those who initiated a change. Hence, the Board proposes the following approach for membership consideration:

Measure 6: Provided that the consolidated Bylaws are approved by the membership, extend the term of the current board until December 31, 2026. Any current board members whose terms are set to expire in 2027 or 2028 will have their terms expire on December 31 of that year. The terms of board members elected in the 2026 election will begin January 1, 2027, and this group will be part of the 2027 Board of Directors. All future elections will be for calendar year offices with terms beginning January 1 and ending December 31.