

ATP By-laws

Meetings

BY-LAWS OF THE ASSOCIATION OF TEST PUBLISHERS

Information

Amended September 2002

Divisions

ARTICLE I NAME, ORGANIZATION AND LOCATION

Member Directory

SECTION 1.01 - Name

Member Issues

The name of this non-profit corporation is The Association of Test Publishers (hereinafter the "Association" or "ATP").

Guidelines

SECTION 1.02 - Organization

Public Home Page

The Association is a not for profit corporation organized and operated under the general laws of Illinois, whose membership shall consist primarily of publishers and/or providers of psychological and/or educational tests, assessments and/or consulting services, as defined in Section 2.01.

Member Home Page

SECTION 1.03 - Location

The Association's principal offices initially shall be located in the District of Columbia, but may be changed from time to time and the corporation may maintain other offices at such locations within and without the District of Columbia, as the Board of Directors shall deem appropriate.

ARTICLE II PURPOSES AND DEFINITIONS

SECTION 2.01 - Definitions

The term "test publisher" is defined as any individual, company, or organization that develops, validates, markets, sells, scores, interprets and/or provides tests and/or assessment tools with psychometric properties, or services related to assessment for selection, screening, certification, licensing, educational or clinical uses. All test publishers must have at least one professional, qualified in testing or assessment on staff or under contract, who holds at least a doctorate in psychology or measurement or substantially equivalent experience and/or expertise deemed satisfactory in the judgment of the Board of Directors. In this way, every test publisher is expected to comply with all recognized professional standards, including those that may be established by the Association or its committees.

SECTION 2.02 - Purposes

The purposes of the Association shall be:

- (a) To promote and preserve the general welfare of industrial/organizational, educational, certification, licensure, clinical and other forms of testing and their value to society.
- (b) To unite test publishers and related professional organizations together into a permanent organization to foster and maintain collegial relations among them, and to enable them to work with other professional and business organizations which may have a interest in testing and its uses.
- (c) To encourage a high level of professionalism and business ethics, to seek through cooperative efforts the elimination of unfair and unbusinesslike methods of operation, and to improve both the image and practice of psychological testing in general, including through the creation and maintenance of industry standards and guidelines.
- (d) To encourage federal and state regulation and legislation that is advantageous to the members and test users, and which advance the position of the industry and the science

that supports it.

(e) To increase the viability of test publishers by providing needed education, training, and exchanges of ideas on operations and industry trends in a manner consistent with all legal and professional requirements.

ARTICLE III MEMBERSHIP

SECTION 3.01 - Classes of Membership

There shall be two classes of membership: Regular and Associate.

SECTION 3.02 - Regular Membership

(a) Any individual, partnership or corporation that is a test publisher or related professional organization may apply for regular membership in the Association by filing an application, together with a check for dues, with the Association's Secretary.

(b) Any regular member must be willing and able to abide by all of the Association's By-Laws and applicable Codes of Conduct, as expressly stated on the application form.

(c) An application for regular membership shall be deemed valid unless rejected by the Association Secretary, in which case the check shall be refunded and a letter of explanation mailed to the applicant. When the Secretary ascertains that an application is valid, he or she shall submit it to the Board of Directors for its review and final acceptance.

(d) Following its acceptance for membership, each such regular member shall appoint and certify to the Secretary of the Association a person to be its representative, which representative shall participate in any regular or special meeting of the Association and shall have one (1) vote in the affairs of the Association. In the event that the certified representative of a regular member becomes disabled or is unable to participate, the regular member shall be entitled to appoint and certify a replacement person to be its representative.

SECTION 3.03 - Associate Membership

(a) Any individual, company or organization that is not a test publisher or related professional organization and that sells to or buys from the test publishing industry, (e.g., computer manufacturers, suppliers of products and services used by the test publishing industry. Lawyers, certified public accountants, trade associations, etc.) may apply for associate membership in the Association by filing an application, together with a check for dues, with the Association's Secretary.

(b) Any associate member must be willing and able to abide by all of the relevant By-Laws, as expressly stated on the application form.

(c) An application for associate membership shall be deemed valid unless rejected by the Association's Secretary, in which case the check shall be refunded and a letter of explanation mailed to the applicant. If the Secretary is uncertain about whether an application is appropriate, he or she may request that the Board of Directors review and accept it.

(d) Any such Associate member in good standing shall be entitled to participate fully in all activities of the Association and shall be in all respects possessed of all rights and prerogatives normally associated with membership in a trade association, with the sole exception of voting, which is reserved to regular members. Although no such Associate member shall have a vote in any proceeding of this Association as such, nothing in these By-Laws shall affect the rights of such members to vote in any committee of this Association to the extent conferred in other sections of these By-Laws.

(e) The Board of Directors shall have the authority to clarify any questions concerning

associate membership definitions or qualifications.

Section 3.04 - Admission to Membership

Following the receipt and acceptance of an application for regular or associate membership, the Secretary of the Association shall submit such application to the Board of Directors for its review. Upon a majority vote of the Board of Directors, the applicant shall be duly admitted to membership.

Section 3.05 - Dues

(a) The annual dues of both regular and associate members shall be determined by the Board of Directors.

(b) Member dues shall be invoiced once each year. New member dues will be prorated accordingly.

(c) Any member or associate whose dues have not been paid within sixty (60) days after the applicable invoice date shall receive a reminder notice, and after dues remain unpaid for ninety (90) days, the member or associate shall be notified in writing that their membership has been suspended for nonpayment. Membership may be reactivated once the current dues have been paid. No member or associate may register for or attend any function of the Association at the member rate until all dues have been paid.

Section 3.06 - Suspension, Expulsion and Resignation

(a) A member or associate may be suspended or expelled by a three-quarters (3/4) vote of the full Board of Directors at a duly constituted meeting for violation of By-Laws or any other conduct prejudicial to the interests of the Association. A notice of this meeting, accompanied by a statement of the charges, shall be sent by certified mail, return receipt requested, to the member at the last known address at least twenty (20) days before the Board of Directors meeting at which the charges are to be presented. The member shall have the right to appear in person, and may be represented by legal counsel, to present any defense to such charges before action by the Board. The Board shall have the right to determine the length of any suspension and the terms of any expulsion.

(b) Any member or associate may resign from the Association by giving written notice of such intention to the Secretary of the Association, at least thirty (30) days before the end of the current year. Resignations shall be effective at the close of the current year and upon fulfillment of all obligations.

Section 3.07 - Limitations on Membership

(a) No member shall use the Association's name or its seal for any commercial use or claim that the Association has certified, endorsed or approved any of its tests or other products or services.

(b) No member shall represent or claim to represent the Association without prior approval of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 - Powers

(a) The governing authority of the Association shall be vested in the Board of Directors, which shall have supervision, control, direction and responsibility for the affairs of the Association. The Board shall determine Association policy, subject only to the limitations of these By-Laws, and shall adopt such rules and regulations for its conduct as it deems advisable, and shall collect and disburse Association funds.

(b) The Board of Directors, in the execution of its powers granted herein, may appoint such agents as it shall consider necessary, and delegate responsibility for carrying out its

functions to such agents, but the Board shall always remain accountable to the regular members from whom its powers derive.

Section 4.02 - Board of Directors

(a) The Board of Directors shall generally consist of eight (8) members who shall serve without pay and who will be chosen from the regular membership at large, except that there shall be at least one (1) member from each of the areas of psychological testing represented by the organization, unless there are no nominations from any one of such areas. Notwithstanding anything herein to the contrary, the Board of Directors may include up to ten (10) members if the conditions set forth in 4.03 (d) and 4.03 (e) are met.

(b) The chairs of the committees covering the testing areas represented by the Association shall be Ex-officio members of the Board of Directors, without the right to vote, and who shall not be counted for purposes of a quorum.

(c) The term of office for each member of the Board of Directors shall be two (2) years, and any Director cannot serve more than three consecutive terms. Notwithstanding this provision, the each existing member of the Board of the Association of Personnel Test Publishers shall serve an initial term of three (3) years as a Director of ATP, in order to provide continuity to the new organization.

Section 4.03 - Election of Board

(a) Only individuals who are employed by a regular member, or who are members by virtue of being self-employed or in a partnership, are eligible to be elected as a Director. No more than one individual from each regular member may serve as a Director at one time.

(b) A slate of candidates for the Board of Directors shall be selected by the Nominating Committee. Notice of the slate of candidates shall be given at least seven (7) days before the annual meeting. Additional nominations may be made by any regular member in good standing, provided that such names are submitted to the Secretary at least seven (7) days before the annual meeting.

(c) The members of the Board of Directors shall be elected by the regular members of the Association prior to the end of the fiscal year and shall assume office on the first day of the new fiscal year. Each regular member shall vote for up to eight (8) Directors.

(d) The Chairman of the Board shall be selected by and from the members of the Board of Directors and shall serve for a one year term. A Chairman-Elect shall also be selected, who shall succeed to the chairmanship upon the conclusion of the current Chairman's term. Upon the succession of the Chairman-Elect, a new Chairman-Elect shall be chosen by the Board of Directors. In the event that the outgoing Chairman does not retain his/her board seat, the outgoing Chairman shall serve as Director for a one (1) year term.

(e) Notwithstanding anything to the contrary in Article IV, if the Chairman-Elect does not retain his/her board seat, he/she shall still serve as Chairman of the Board for a one (1) year term and retain the right to vote.

Section 4.04 - Removal

A Director may be removed from the Board of Directors by a three-quarters (3/4) vote of the remaining Directors at a duly held meeting for cause only after charges have been presented to the Board of Directors and the Director in question has been given an opportunity to defend against the charges before the Board of Directors.

Section 4.05 - Resignations and Vacancies

(a) Any Director may resign at any time by giving written notice to the Association's Secretary and such resignation shall take effect at the time specified.

(b) Upon the resignation of a Director, or if there is a vacancy for any other reason,

including death or removal, the Chair of the Board of Directors may appoint another eligible member to fill out the remaining term, or until a special election can be held at the next available meeting.

Section 4.06 - Board of Directors' Meetings

(a) The Board of Directors shall meet at least two times each year, including the Annual Meeting. The Chair shall designate the time and place these meetings, and as well as other special meetings that may be called from time to time, at the request of three (3) Directors. If necessary for the efficient operation of the Board of Directors, special meetings may be held through conference telephone calls, so long as notice is given to each Director at least five (5) days in advance. Similarly, the Board may hold elections or vote by means of mail ballots, so long as notice is given to each Director at least five (5) days in advance.

(b) Each Director shall have one (1) vote at any meeting of the Board of Directors. No proxy voting shall be permitted.

(c) A majority of the Directors shall constitute a quorum for the transaction of business. On all matters, except for the establishment of dues, suspensions and expulsions of members, and amendments to these By-Laws, a majority of Directors present and voting is required for affirmative action. On matters of dues, suspensions and expulsions of members, and proposed amendments to the By-Laws, an affirmative vote of three-quarters (3/4) of all Directors shall be required, a quorum notwithstanding.

(d) Written notice of the date, time and place for meetings of the Board of Directors shall be sent by mail or facsimile to each Director at least ten (10) days in advance of each such meeting.

ARTICLE V ASSOCIATION OFFICERS

Section 5.01 - Officers

The officers of the Association shall be the President, Vice-President, Secretary, Treasurer and General Counsel.

Section 5.02 - President

The President of the Association shall be the Chair of the Board, who shall be elected in the manner called for in Section 4.03(d). He or she shall preside over all meetings of the Board of Directors and shall be the chief executive officer of the Association, including for purposes of any required filings that must be made during the course of the year. Actions taken by the President in the day-to-day operations of the Association shall be subject to ratification by the Board of Directors at its next meeting.

Section 5.03 - Vice-President

The Vice-President of the Association shall be the Chair-Elect. He or she shall assume the duties of President in the absence of the Chair of the Board and shall also coordinate the membership and educational activities of the Association. Should the office of the Chair of the Board of Directors become vacant for any reason, the Chair-Elect/Vice President shall become Chair/President of the Association for the unexpired portion of the term, and in addition, he or she shall be able to serve his or her full term under succession.

Section 5.04 - Secretary

The Secretary of the Association shall be appointed by the Board of Directors for a term of one year. He or she shall attend all meetings of the Association and the Board of Directors. He or she shall perform such other duties as may be prescribed by the Board of Directors.

Section 5.05 - Treasurer

The Treasurer of the Association shall be appointed by the Board of Directors for a term of one year. He

or she shall have custody of all Association funds and securities and shall keep full and accurate accounts of all receipts and disbursements and shall make deposits of all Association funds in the Association's name at such depositories as approved by the the Board of Directors. He or she also shall develop the annual proposed budget for Association, and with the Chair, present it to the Board for its approval.

Section 5.06 - General Counsel

The General Counsel of the Association shall be appointed by the Board of Directors for a term of one year. He or she shall attend all meetings of the Association and the Board of Directors. He or she shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VI MEETINGS OF THE ASSOCIATION

Section 6.01 - Annual Meeting

There shall be an Annual Meeting of the Association at which the regular members of the Association elect the Board of Directors, as prescribed under Section 4.03(c).

Section 6.02 - Special Meeting

Special meetings of the Association shall be called by the Chair at the request of twenty-five percent (25%) of regular members.

Section 6.03 - Annual Conference

Co-extensive with the Annual Meeting or any called special meeting of the Association, the Association may provide once each year for a conference that will allow publishers and other invited speakers to present: (1) educational information that is both theoretical and methodological; (2) scientific research articles relevant to psychological testing; and (3) legal and ethical issues affecting psychological testing.

Section 6.04 - Notices

Written notice of all Association meetings shall be mailed by the Secretary, or his designee, to every member and associate at least thirty (30) days in advance, showing the date, time, and place for each such meeting. Where appropriate and available, an agenda or list of subjects for each meeting or conference shall also be provided.

ARTICLE VII STRUCTURE AND AUTHORITY OF COMMITTEES

Section 7.01 - Practice Area Committees

(a) Each area of testing represented by the Association shall be represented by a practice area committee.

(b) Membership in each practice area committee shall be open to every regular member in good standing who wishes to participate in the work of the committee in that area. Each regular member shall be entitled to one (1) vote on matters before each committee in which it participates; provided, however, that no regular member may have its representatives holding more than one (1) committee chairship at the same time. In addition, associates in good standing whose interests are served by one or more practice area may participate in these committees, but may not vote. Committees shall have the discretion to limit all or a part of their meetings to only voting members.

(c) Each committee shall be governed by an Executive Committee comprised of three officers, elected on an annual basis from among its members: a Chair; a Vice- Chair and a Secretary. The Chair of each practice committee shall serve as a non-voting Ex-officio Director of the Association, unless the Chair is already a Director of the Association, in

which case the Vice-Chair of the practice committee shall be the Ex-officio member of the Board of Directors.

(d) Each committee shall be entitled to hold meetings either separately or in conjunction with meetings of the Association. Each committee shall have the authority to conduct its affairs in any manner that the Executive Committee deems appropriate, as long as its actions are consistent with these By-Laws and the other policies adopted by the Board of Directors of the Association.

(e) Recommendations from each committee regarding expenditure of Association funds for purposes of advancing the mission of the Association may be submitted to the Board of Directors for its approval. Each Committee also shall have the power to make assessments or levy funds from its members in order to fund the projects and activities approved by the majority of the members; provided that such assessments are voluntary.

Section 7.02 - Nominating Committee

(a) The Nominating Committee, including its Chair, shall be appointed by the Chair of the Board of Directors, and shall consist of six (6) members, including two (2) from each practice committee, all of whom must be actively engaged in test publishing, two (2) members of whom have served on the previous year's Nominating Committee, and one (1) of whom is a past Chair of the Board.

(b) Each member of the Nominating Committee shall have one (1) vote.

(c) The Nominating Committee shall comply with the provisions of Section 4.03(b), and shall be responsible for communicating the results of its deliberations to the Chair of the Board, who shall ensure that the Secretary prepares proper ballots for the election of the next Board.

Section 7.03 - Other Committees

In addition to the Committees described above, the Board of Directors shall annually appoint such other standing, special, or other committees as may be required by these By-Laws or as it may find are necessary to conduct the business of the Association.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.01 - Indemnification

The Association shall indemnify any Officer and Director against all expenses and liabilities, including counsel fees reasonably incurred in connection with any proceeding to which such person is a party, or in which such person may be involved by reason of such status, except in instances where the Officer or Director is found to have engaged in willful misfeasance or malfeasance in the performance of his or her duties of the office. This provision shall be deemed to cover former Officers and Directors to the extent that the claims against them arose during their terms in office, they were operating within the scope of their duties, and they are not found to have engaged in willful misfeasance or malfeasance in the performance of those duties. The Association also may indemnify, at the discretion of the Board of Directors, any individual acting on behalf of the Association, in accordance with the laws of the State of Illinois.

Section 8.02 - Insurance

The Association may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of any person who is or was either a director, officer, employee, or agent of the Association, or serving in such capacity for another entity at the request of the Association, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of such status, whether or not the Association would have the power to indemnify an individual under Section 8.01.

ARTICLE IX AMENDMENTS

(a) These By-Laws shall be amended, repealed, or altered, in whole or in part, only upon a affirmative vote of three-quarters (3/4) of the regular members, at a duly called meeting of the Association, and only after the Board of Directors has recommended such amendment repeal or alteration by an affirmative vote of three-quarters (3/4) of the Directors, at a duly called meeting of the Board of Directors.

(b) Any such proposed amendment shall be mailed first to each Director at least thirty (30) days before a scheduled meeting of the Board of Directors, and shall then be mailed to every regular member of the Association at least sixty (60) days before a scheduled meeting of the Association.

ARTICLE X DISSOLUTION

(a) A vote to dissolve the Association shall require unanimous approval of all regular members in attendance at a scheduled meeting of the Association, and proper notice must have been given to each regular member of the proposed action. If the Association votes to dissolve itself, the final action of the Board of Directors shall be to ensure the filing of all necessary papers with the State of Illinois.

(b) The Association shall use its funds only to accomplish the purposes specified in these By-Laws, and no part of such funds shall inure or be distributed to the members of the Association upon dissolution.

(c) Upon the dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations which shall be selected by the Board of Directors.

ARTICLE XI GENERAL PROVISIONS

Section 11.01 - Seal

The official seal of the Association shall set forth the name of the Association and shall contain the word: " seal" and "Incorporated".

Section 11.02 - Fiscal Year

The fiscal year for the Association shall run from January 1 to December 31.

Section 11.03 - Rules

At all official meetings, conferences or deliberations of the Association, "Robert's Rules of Order - Revised" shall control all parliamentary procedures.

Section 11.04 - Interpretation

In case of a conflict between provisions of these By-Laws, the more specific provision shall prevail over the more general one.

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