

AMERICAN SELF PROTECTION ASSOCIATION, INC.
CONSTITUTION AND BY-LAWS

Approved February 16, 2008 – Annual BOD Meeting

ARTICLE I. NAME AND JURISDICTION

The name of this organization is the American Self-Protection Association. The abbreviation of the name shall be A.S.P. Association, or A.S.P.A. Its jurisdiction shall comprise the United States, its territories and possessions its bases in foreign countries, and all matters pertaining to ranking in foreign lands. Administrative and financial matters in foreign countries shall be the sole responsibility of the duly appointed by A.S.P.A. local representatives.

In foreign lands the term Art of Self-Protection may be used, if expedient. The abbreviation A.S.P. Association or A.S.P.A. shall remain the same.

ARTICLE II. PURPOSE AND POWERS

This organization is a non-profit corporation under the laws of the State of Ohio the purpose for which it is formed, and its powers are as follows:

- Section (1) To act as the exclusive representative of A.S.P., the art and sport of self-protection.
- Section (2) To organize and co-ordinate, expand and develop, direct, regulate and supervise all aspects of A.S.P. practice, teaching, and dissemination.
- Section (3) To set, supervise, maintain, and improve standards; to provide technical advice and assistance; to grant and/or interpret rules and regulations pertaining to A.S.P.
- Section (4) To represent, defend, and promote the interests of its members in matters pertaining, to A.S.P.
- Section (5) To inform, safeguard, and promote the general welfare of the public in matters pertaining to A.S.P. and methods of self-defense.
- Section (6) To associate together all A.S.P. practitioners and groups thereof, and to maintain records on them, and on matters pertaining to A.S.P.
- Section (7) To create, change, and dissolve regional jurisdictional areas and to furnish assistance to its members in the organization, administration, and supervision of A.S.P. on a national, regional, and/or local basis.
- Section (8) To arrange, control, and manage contests, championships, tournaments, demonstrations, and instruction; to select teams and officials and to select individuals to represent A.S.P.A. in the U.S.A. and abroad.
- Section (9) To acquire, hold, mortgage, and dispose of property, real and personal, rights, licenses, or interests in property of any kind or nature whatsoever, including trademark rights. To enter into contracts and agreements.
- Section (10) To co-operate, deal, and interchange ideas with other sports governing bodies, and with all organizations and individuals interested in A.S.P.
- Section (11) To train A.S.P. instructors and to disseminate A.S.P. at home and abroad, including the Armed Forces, the Police, and Educational Institutions.
- Section (12) To conduct research in the fields of self-protection and fighting arts; to supervise and organize their practice as recommended by the Board of Directors.
- Section (13) To promote and certify ranks in A.S.P. and all arts and sports related to it, as recommended by the Board of Directors.

ARTICLE III. LIMITATIONS

The following limitations are placed on the powers of the organization and upon its liabilities or obligations arising from anything done by it.

- Section (1) The organization shall have no power to enter into agreements, contracts, or arrangements that bind any of its members personally or which diminish its authority.
- Section (2) No member of the organization shall be bound personally by any obligation or liability incurred by the organization, or resulting from any of its actions.
- Section (3) The organization shall have no power to discriminate against any person or group because of race, sex, religion, or nationality.
- Section (4) The organization shall not be liable for any actions taken by its members in non-conformity with its constitution and by-laws: they shall be personally liable.
- Section (5) Its jurisdiction in foreign lands shall be exclusively limited to technical matters and recognition of ranks.

ARTICLE IV. OFFICERS AND MEMBERSHIP

The number and functions of the officers, the different grades of members, the qualifications for membership, the method of becoming a member, the rights and privileges of its members, their liability for dues and assessments, and the termination of membership shall be set forth in the by-laws. All members shall be bound by the constitution and by-laws and be subject to the authority of this organization with respect to A.S.P. matters.

ARTICLE V. BOARD OF DIRECTORS

The affairs, business, and powers of the organization, subject to the limitations set forth herein, shall be handled by a Board of Directors comprising, besides its chairman, individual members selected in the manner prescribed by the by-laws. They shall serve without remuneration. The perpetual chairman of the Board of Directors is Dr. Evan S. Baltazzi, originator of A.S.P.

ARTICLE VI. BOARD OF PROMOTIONS

Any fully accredited Black Belt Instructor who is currently a member of A.S.P.A. in good standing with the Technical Director can promote a student up to and including Brown Belt III. For Graduate rank levels (i.e., Black Belt I and higher), the Board of Promotions is to preside over promotional exams when the Technical Director is unable to be present and defers to the Board of Promotions. The A.S.P.A. Board of Promotions, at minimum, consists of the highest two ranking individuals above Black Belt III that are current members of A.S.P.A. in good standing with the technical director and the Board of Directors. To participate on the Board of Promotions an instructor must be fully accredited in accordance with the by-laws of the association. The Board of Promotions can only promote individuals in good standing with A.S.P.A. up to two ranks below the lowest ranking member of the Board.

The Board of Promotions shall also handle technical matters referred to it at the discretion of the Technical Director or in his absence, by the Board of Directors, as specified by the by-laws. Any member of the Board of Promotions may decline participation for any given promotional exam and defer to the next highest ranking individual in A.S.P.A. so long as the individual meets all the requirements above for participation on the Board of Promotions. Any member of the Board of Promotions may request reasonable travel expense reimbursement from any instructor for his or her involvement in any promotional exam. The perpetual Technical Director is Dr. Evan S. Baltazzi, Originator of A.S.P. and founder of A.S.P.A. Inc. and all rank related items such as diplomas and membership cards issued by the organization must be signed and approved by him or in his absence, by a person appointed by him or unanimously by the Board of Directors. All black belt certificates shall be signed by the examiners present the day of examination.

ARTICLE VII. AMENDMENTS

This constitution may be amended from time to time by the Board of Directors by two thirds (2/3) majority vote. No amendments relative to the functions of Dr. Evan S. Baltazzi as perpetual technical director, chairman of the Board of Directors, and chairman of the board of promotions shall be entertained and/or passed.

ARTICLE VIII. DISSOLUTION

- Section (1). This organization may be dissolved upon approval by the Board of Directors and a two thirds (2/3) vote of the A.S.P.A. members in good standing, provided that notice of a vote on dissolution will be furnished to the members at least sixty (60) days before the vote is taken. Members may vote on all matters of the association in person, by mail, or by proxy.
- Section (2). Upon dissolution, the Board of Directors shall utilize the assets of the organization to pay all expenses and obligations of the organization, including those arising from the dissolution and distribution; the balance, if any, shall, insofar as possible, be distributed forthwith to a successor or similar organization having substantially the same purpose, or, at the sole discretion of the Board of Directors, shall be distributed among all its members in good standing at the time of the dissolution.

ARTICLE IX. MISCELLANEOUS

- Section (1). This organization shall be deemed to have its principal office and place of business at the location specified in the by-laws.
- Section (2). No member or group of members shall be deemed to be acting in any matter for or on behalf of the organization, or as the organization, unless specifically authorized by the chairman of the Board of Directors after consultation with its members, by the by-laws, and in technical matters, by the technical director.

ARTICLE X. BY-LAWS

The Board of Directors is empowered to adopt such by-laws and amendments thereto for the proper government of the affairs of A.S.P.A. as do not conflict with this constitution.

BY-LAWS

These by-laws consist of the following articles:

- I. Location
- II. Membership and Officers
- III. Nomination and Election of Officers
- IV. Duties of Officers
- V. Board of Directors
- VI. Financial Affairs
- VII. Dues and Fees
- VIII. Forfeiture of Membership and Reinstatement
- IX. Meetings of the Association
- X. Quorum
- XI. Committees
- XII. Charters to Local and Foreign Chapters - Directors-at Large
- XIII. Board of Promotions
- XIV. Order of Business
- XV. Amendments

BY-LAWS ARTICLE I. LOCATION

The organization shall be deemed to be located at the address of the chairman of the Board of Directors.

BY-LAWS ARTICLE II. MEMBERSHIP AND OFFICERS

Section (1) The following types of memberships are established:

A. Group Membership

I. Principal Association.

II. Affiliated Associations. These shall comprise local and foreign chapters and shall be formed by geographical area, as the membership of the association grows. These areas shall be defined by the chairman of the Board of Directors.

B. Individual Membership.

Section (1) Regular Membership is open to all who have achieved the rank of Novice Red Belt and have paid their dues, in accordance with section (3) of Article III of the constitution. Voting rights are given to all regular members in good standing over the age of 21.

Special memberships as follows:

- I. Life members de facto. All charter members. Voting rights.
- II. Honorary members. For outstanding services rendered to the association. Elected by unanimous decision of the Board of Directors. No voting rights and no dues required.
- III. Life members. Regular members having paid for life membership. Voting rights.
- IV. Associate members. Friends of the association wishing to support it financially. No voting rights.

Section (2) Essential qualifications for membership are active interest and participation in A.S.P.A. affairs.

BY-LAWS ARTICLE III. NOMINATION AND ELECTION OF OFFICERS, DIRECTORS, AND DIRECTORS AT LARGE

- Section (1) The officers of the association shall be: President, Secretary, Treasurer, three Directors, and such other officers as the Board of Directors may from time to time determine.
- Section (2) The tenure of the elected officers shall be for five years. They may serve terms in succession as long as they are elected.
- Section (3) Any member in good standing may be nominated from the floor during a plenary meeting. His/her acceptance of the nomination is essential and must be secured prior to the vote. Directors-at-large shall be elected similarly by local and foreign chapters and shall represent such chapters during meetings.
- Section (4) The ballots shall be counted by two tellers appointed by the president. A simple majority is required for election. In case of a tie two more ballots are to be taken to break it. If the tie cannot be broken, the current president shall select the winner.
- Section (5) The executive committee of the Board of Directors shall be comprised of the president, secretary, and treasurer and shall be, by unanimous vote, empowered to terminate the membership of anyone upon good cause shown, such as improper behavior, dereliction of duty, or activities adverse to the interests of A.S.P.A. A member under scrutiny shall be invited to present his/her case in person or in writing, and show good cause why he/she should be allowed to retain his/her membership and/or office. Loss of membership entails forfeiture of rank.

BY-LAWS ARTICLE IV. DUTIES OF THE OFFICERS

- Section (1) The president shall preside at all meetings of the association. He shall call plenary meetings of the association or of the Board of Directors, when he deems it necessary, or upon written request of at least three directors for a meeting of the Board of Directors, and at least twenty-five members of the association for a plenary meeting.
- Section (2) In the absence of the president, a member of the Board of Directors, selected by the board by simple majority, shall preside.
- Section (3) The secretary shall keep a complete roll of members and shall notify members of their election. He/she shall keep a record of the proceedings of the meetings of the association, of the Board of Directors and of all other matters so ordered by the same. He/she shall conduct the correspondence of the association as ordered by the president or the chairman of the Board of Directors and shall issue all notifications as ordered by the same.
- Section (4) The treasurer shall be in charge of the domestic funds of the association, of collection of dues and of disbursements. He/she shall keep accounts which shall be open to the inspection of any member of the Board of Directors. Either he/she, or the president, shall receive and keep copies of all accounts of the association's foreign chapters.

BY-LAWS ARTICLE V. BOARD OF DIRECTORS

- Section (1) The Board of Directors shall be composed of three officers, the immediate past president, three directors and no more than twelve directors-at-large. It shall be the legal representative of the association regarding financial affairs, property, and in all other matters prescribed by law.
- Section (2) Committees may be established by the president with the consent of the Board of Directors. The president shall be a member ex-officio of all committees.
- Section (3) The executive committee of the Board of Directors shall comprise the officers, the immediate past president and the chairman of the Board of Directors and shall conduct the association's business between meetings of the Board of Directors.

BY-LAWS ARTICLE VI. FINANCIAL AFFAIRS

- Section (1) The fiscal year of the association shall be the calendar year.
- Section (2) The treasurer shall report on the financial status of the association as requested by the executive committee of the Board of Directors.
- Section (3) All chapters shall submit a quarterly report on their financial status to the president of the association, with a copy to the treasurer. Failure to provide this shall entail the loss of chapter status.

BY-LAWS ARTICLE VII. DUES AND FEES

- Section (1) Annual dues are to be established periodically by the Board of Directors in consideration of prevailing local conditions, in line with the non-profit status of A.S.P.A..
- Section (2) Promotional fees shall be established periodically by the Technical Director or in his absence by the Board of Directors in consideration of prevailing local conditions. All fees for promotional exams go to the Originator of A.S.P. his heirs and/or assigns. The promotional fees include issuance of a certificate within 90 days of the date of promotion. Belts are to be obtained by students. Special discounts will be decided by the Technical Director or in his absence by the Board of Directors on the merits of each individual case.

BY-LAWS ARTICLE VIII. FORFEITURE OF MEMBERSHIP AND REINSTATEMENT

- Section (1) Any member shall be dropped from the roll for failure to pay dues one year after they become due, or any other sum due to the association.
- Section (2) Any member shall be dropped from the roll for behavior adverse to the interests of the association. In such case, he/she will be duly notified and given the opportunity to defend him/herself at a hearing with the executive committee. If he/she cannot be present in person, he/she may present his/her case in writing.
- Section (3) Reinstatement shall be upon such terms and conditions as the Board of Directors may impose.

BY-LAWS ARTICLE IX. MEETINGS OF THE ASSOCIATION

- Section (1) Due to geographical limitations, plenary or Board of Directors meetings shall be called at the discretion of the executive committee.
- Section (2) Each member in good standing shall be notified of each meeting by phone or letter at his/her last known address, either by the secretary, or by the instructors in charge of affiliated groups and chapters, provided said persons in charge have been notified themselves as stated above.
- Section (3) Domestic and foreign chapter meetings shall be held as provided by their governing bodies.

BY-LAWS ARTICLE X. QUORUM

- Section (1) Ten voting members shall constitute a quorum
- Section (2) Three members of the Board of Directors shall constitute a quorum.

BY-LAWS ARTICLE XI. COMMITTEES

- Section (1) Committees shall be appointed by the president at his discretion, with the consent of the executive committee, for conducting the association business in such areas as deemed expedient.

BY-LAWS ARTICLE XII. CHARTERS TO LOCAL CHAPTERS. DIRECTORS-AT-LARGE

- Section (1) The Board of Directors is empowered to grant local chapters, now existing or hereafter established, a charter in the form approved by the executive committee, and is also empowered to revoke it for failure to the provisions of the constitution and by-laws of the comply with association.
- Section (2) Local chapters shall elect directors-at-large to represent them at the Board of Directors' meetings. Their maximum number shall-not exceed twelve (12). When local chapters are in excess of twelve, those with the least number of members in good standing shall pool to elect directors-at-large as decided upon by the Board of Directors.

BY-LAWS ARTICLE XIII. BOARD OF PROMOTIONS

- Section (1) The board of promotions shall attend to all matters pertaining to ranking, promotions, and programs pertaining to each rank. All diplomas must be approved and signed by the technical director and in his absence by three members of the Board of Directors.
- Section (2) The originator of A.S.P., Dr. Evan S. Baltazzi shall be chairman of the boards of directors and promotions for life.
- Section (3) The members of the board of promotions shall be appointed by the technical director.
- Section (4) No person shall receive instruction and promotions in A.S.P. prior to filling out an application/code of ethics, duly witnessed and/or notarized. Instructors not complying with this rule shall be expelled from the association and shall forfeit their rank.
- Section (5) Behavior incompatible with the tenets of the code of ethics shall entail expulsion from the association and forfeiture of rank.

BY-LAWS ARTICLE XIV. ORDER OF BUSINESS

Section (1) At all meetings of the Board of Directors and of the association the order of business shall be as follows:

- a. Approval of minutes of previous meeting;
- b. Report of the treasurer;
- c. Correspondence;
- d. Recommendations of the Board of Directors;
- e. Report of committees;
- f. Special business;
- g. Unfinished business;
- h. New business.

Section (2) Robert's rules of parliamentary procedure shall govern all meetings.

BY-LAWS ARTICLE XV. AMENDMENTS

Section (1) These by-laws may be amended from time to time by the executive committee in response to changing conditions.