

SOCIETY BYLAWS

(July, 2010 Revised)

ARTICLE I -- GOVERNMENT

The name of this organization shall be the AMERICAN SOCIETY OF PROFESSIONAL ESTIMATORS consisting of the membership as defined in Article III of these Bylaws, herein after referred to as the Society, and is a non-profit educational Society organized under the laws of the state of California.

ARTICLE II -- OBJECT

The object of this Society shall be:

To further the recognition of construction estimating as a professional field of endeavor;

To promote education and contribute to the betterment of the construction industry;

To observe and promote ethical standards of conduct;

To establish and publish standard construction estimating practices;

To administer a certification program by which professionalism in construction estimating and adherence to these standards is recognized.

ARTICLE III -- MEMBERS

The Society shall consist of individual memberships and shall be open to persons regardless of national origin, race, creed, sex, or age.

SECTION 1 CLASSIFICATION

The Society shall establish the following membership classifications and members shall have all the rights and privileges of the Society except as otherwise specified in these bylaws.

- A. **Estimator** - shall have at least five (5) years experience as an Estimator in one or more of the construction estimating disciplines. An Estimator member shall have the designation E.
- B. **Constructor** - shall be an active construction professional experienced in one or more of the construction disciplines with at least five (5) years experience. A Constructor member shall have the designation C.
- C. **Associate Member** - shall be a member with less than five (5) years experience as an Estimator or active construction professional in one or more of the construction estimating disciplines. An Associate Member shall have the designation ASM. When the required five (5) years experience has accumulated the Associate Member shall be eligible for the classification of either Estimator or Constructor.
- D. **Affiliate Member** - shall be employed in a construction related field and shall have all the rights and privileges of the Society except they shall not hold national office or vote except at the Chapter level or as a Registered Chapter Delegate. An Affiliate Member shall have the designation AF.
- E. **Student** - shall be a full-time student actively pursuing a curriculum leading to a degree or certificate in a construction related field. A student member shall not hold office or vote in the Society but may in a Student Chapter if there is one, and pay dues as provided for in Article III. Section 6.A.1. A student member shall have the designation S.

SECTION 2 CLASSIFICATIONS ASSIGNED BY THE NATIONAL BOARD OF TRUSTEES

- A. **Fellow Member** - shall be elected to Fellowship by the Fellowship Committee with the approval of the Board of Trustees. A Fellow Member shall be a Certified Professional Estimator and shall have been a member of the Society for a period of at least ten (10) years at the time of nomination. The Fellow Member shall be recognized for making an exceptional contribution to the Society and the art of estimating. Fellow Members shall not be required to pay dues and shall have the designation FCPE.
- B. **Member Emeritus**. Shall have been a member of the Society for at least ten (10) years and working less than full time in the construction industry and shall have reached the age of sixty (60) years. The Member Emeritus classification shall be recommended by the member's Chapter or the Board of Trustees, and be approved by the Board of Trustees. A Member Emeritus shall have the designation of ME. A Member Emeritus shall have the same rights and privileges of the Society as per their Society assigned classification under Article III, Section 1, Classification.
- C. **Honorary Member** - shall be from outside the defined membership classifications and shall have performed distinguished service in activities related to the profession of construction estimating. An Honorary Member shall be recommended by a Chapter or the Board of Trustees, and be approved by the Board of Trustees. The Honorary Member shall not be required to pay dues and shall not be eligible to hold office or vote. An Honorary Member shall have the designation HM.

SECTION 3 CLASSIFICATION ASSIGNED BY THE CERTIFICATION TECHNICAL COMMITTEE

A Certified Professional Estimator shall be qualified to practice in one or more of the construction disciplines and has met the certification requirements of the Society. A Certified Professional Estimator shall have the designation CPE.

SECTION 4 APPLICATION FOR MEMBERSHIP

Application for membership shall be submitted to the Society Business Office and the effective date of the membership shall be the date of receipt in the Society Business Office. Classification of membership shall be entered by the Society Business Office where the member is geographically located, or as assigned by the Board of Trustees, and the classification designation is correct with Article III. Section 1.

SECTION 5 TRANSFER OF MEMBERSHIP

Membership may be transferred from one Chapter to another, from member-at-large to a Chapter, from Chapter to member-at-large, or by approval of the Board of Trustees as provided for in Article IX. Section 2.B. 9. Notification shall be sent to the Society Business Office, and to the Governor if transferring to a different region. A member may belong to one or more Chapters but shall be listed in only one for national representation.

SECTION 6 DUES

- A. **Changes in Annual Dues** - changes shall require a two-thirds (2/3) vote of the members present and voting at the annual convention and shall become effective the next fiscal year.
- B. **Special Classification dues shall be as follows:**
 - 1) Student dues shall be five per cent (5%) of the annual dues of the Estimator classification.
 - 2) Member Emeritus dues shall be ten percent (10%) of the annual dues of the Estimator classification.
- C. **Special Assessments** - a special assessment may be levied based on the following requirements:
 - 1) The assessment shall not exceed fifty percent (50%) of the annual dues in force at the time.
 - 2) The assessment shall be effective on August 1 for a period of one year.

- 3) The assessment shall have the approval of two-thirds (2/3) of the total membership of the Board of Trustees.
- 4) The membership shall be notified of the special assessment within fifteen (15) days of approval.

D. Payment of Annual Dues

Payment for Society and Chapter dues shall be sent to the Society Business Office, payable in United States funds. Due dates for annual dues are as follows:

- 1) Members who joined the Society prior to June 1, 2008, the due date is August 1.
- 2) Members joining the Society after June 1, 2008, the due date is the anniversary month of their membership.

- E. Nonpayment of Dues** - a member whose annual dues are not paid within thirty (30) days of the due date shall be dropped from membership.

ARTICLE IV - CHAPTERS

SECTION 1 CHAPTER ESTABLISHMENT

The Board of Trustees may charter Chapters consisting of individual members as classified herein after approval of its Petition for Charter.

SECTION 2 CHAPTER MEMBERSHIP

The minimum membership to charter a Chapter shall be twenty (20) members.

SECTION 3 PETITION FOR CHARTER

Upon approval of the Petition for Charter and before presentation, the Chapter shall subscribe to the provisions in these bylaws. A new Chapter shall adopt the Standard Chapter Bylaws provided by the Society, submit their own bylaws, or modifications to the Standard Chapter Bylaws. New bylaws or modified Standard Chapter Bylaws, and future amendments, shall be approved by the national bylaws committee. A copy of new Chapter bylaws or modified Standard Chapter Bylaws and future amendments shall be on file in the Society Business Office.

SECTION 4 CHAPTER CHARTER REVOCATION

The charter of a Chapter may be revoked by the Board of Trustees, after written notice delivered by carrier with return receipt required, for the following reasons:

- A. Financial obligations to the Society are not paid within sixty (60) days after written notice of delinquency;
- B. A Chapter's actions are inconsistent with these bylaws, or the welfare or purposes of the Society;
- C. A Chapter's membership has fallen below twelve (12) members, and the Chapter has either failed to submit a plan to increase its membership to its Regional Governor, or has failed to achieve within a period of six months, the growth in membership set forth in a plan approved by the Regional Governor.

SECTION 5 APPEAL

A Chapter may appeal their charter revocation at a hearing before the Board of Trustees at its next regular meeting by presenting new or previously undisclosed facts that should be considered before the revocation becomes final.

ARTICLE V - REGIONS

SECTION 1 REGIONS

The Society shall be divided into Regions for the purpose of promoting Society programs and goals. Regions may be created when recommended by the Board of Trustees and a two-thirds (2/3) vote of the registered delegates at an annual convention. Boundaries may be changed by a two-thirds (2/3) vote of the Board of Trustees.

SECTION 2 REGIONAL MEETINGS

Each Region shall hold one (1) or more regional meetings per fiscal year for the purpose of conducting official Society business pertaining to the Region. Chapter members and members-at-large of the Region shall be eligible to vote.

SECTION 3 REGIONAL GOVERNOR

- A. Each Region shall elect a Governor from the membership of the Region as prescribed by these bylaws.
- B. Each Governor shall be a member of and represent their respective Region on the Board of Trustees.
- C. Duties of a Governor shall be to:
 - 1) act as liaison between the Chapters in the Region and the Society;
 - 2) act as liaison between the members-at-large and the Society;
 - 3) preside at all Regional meetings;
 - 4) take such other action to further the goals of the Society within the Region.
- D. Governors shall serve a term of two (2) years or until their successors are elected. Approximately one-half of the Governors shall be elected in the even-numbered years and the remaining Governors in the odd-numbered years. Terms shall begin August 1 following their election. No Governor shall serve more than two consecutive terms.
- E. A vacancy in the office of Governor shall be filled by a majority vote of the Regional members; an interim appointment, not to exceed sixty (60) days, may be made by the President.

SECTION 4 MEMBER-AT-LARGE

A member-at-large is a member who is not a member of a Chapter because of geographical location of more than fifty (50) miles from a Chapter; or, as otherwise assigned with the option and approval of the Board of Trustees.

ARTICLE VI - OFFICERS

SECTION 1 ELECTED OFFICERS

The elected officers of the Society shall be President, First Vice President, Second Vice President, Third Vice President and Regional Governors.

SECTION 2 DUTIES OF OFFICERS

The elected officers shall perform the duties provided in this Section and such other duties as are prescribed for the office in these bylaws or in the adopted parliamentary authority.

- A. The President shall:
 - 1) call and preside at meetings of the Board of Trustees and annual convention;
 - 2) appoint the Director of Administration, or an agent, to record minutes of meetings of the Board of Trustees and annual convention;

- 3) appoint the Treasurer who shall be a member of the Society and the Secretary who shall be a member of the Society or the staff;
- 4) appoint committee chairmen except for finance and nominating committees;
- 5) utilize such professional services, within budget limitations, as the President deems appropriate for the proper functioning of the Society and achievement of its goals;
- 6) appoint the Chief Teller and two (2) assistant tellers;
- 7) serve on the finance committee;
- 8) may vote only when the vote would affect the results;
- 9) appoint an officer or an agent to record minutes in an executive session;
- 10) be responsible for sealing and signing across the seal the executive session minutes prior to transferring to a locked file in the Society Business Office;
- 11) be an ex-officio member of all committees except the nominating committee;
- 12) perform such other duties as requested by the Board of Trustees.

B. The First Vice President shall:

- 1) become acquainted with the duties of the President;
- 2) serve on the finance committee;
- 3) assume the duties of the President when that officer is unable or unwilling to act.

C. The Second and Third Vice Presidents shall:

- 1) act as aides to the President, and, in order of precedence, assume the duties of the next highest office when a vacancy occurs;
- 2) serve on the finance committee;
- 3) chair or oversee a committee assigned by the President.

SECTION 3 TERM OF OFFICE

- A. The term of office for the President and Vice Presidents shall be one (1) year beginning August 1 following their election or until their successors are elected.
- B. The President and Vice Presidents shall not serve in the same office for more than two (2) consecutive terms.
- C. Governors shall serve terms outlined in Article V. Section 3. D.
- D. No member shall hold Society and Chapter office at the same time, except serving on a Chapter's Board of Directors.

SECTION 4 VACANCIES

- A. A vacancy in the office of President shall be filled by the First Vice President. Remaining Vice Presidents shall ascend to the next highest position in order of precedence.
- B. The President shall appoint, with a majority vote of the remaining officers, an interim Vice President(s) to fill the remaining unexpired term(s). Governor vacancies shall be filled in accordance with Article V. Section 3. E.
- C. Members of the Board of Trustees serving one-half term or more shall be considered having served a full term.

ARTICLE VII - APPOINTED OFFICERS

The appointed positions shall be those of Treasurer and Secretary.

SECTION 1 DUTIES OF APPOINTED OFFICERS

- A. The Treasurer shall:
- 1) serve as chairman of the finance committee;
 - 2) together with the finance committee prepare and present a budget to the Board of Trustees for adoption;
 - 3) supervise the Society's accounting and financial records, and present financial statements as required or requested;
 - 4) submit accounting and financial records for certified audit within sixty (60) days after the close of the fiscal year;
 - 5) oversee the receipt and disbursement of funds of the Society in accordance with the adopted budget;
 - 6) conduct other duties as directed by the Board of Trustees;
 - 7) be bondable.
- B. The Secretary shall:
- 1) record the minutes of meetings of the Board of Trustees and the annual convention when appointed by the President;
 - 2) send notices of meetings and Chapter revocations as directed by the Board of Trustees;
 - 3) utilize electronic means for recording, transmitting and storing of minutes and notices;
 - 4) maintain a legal copy of all minutes off-site from the Society's Business Office;
 - 5) conduct other duties as directed by the Board of Trustees and that generally apply to the office of Secretary.

SECTION 2 TERMS OF TREASURER AND SECRETARY

The appointment of the Treasurer and Secretary shall be for one (1) year beginning August 1 and continue until their successors are appointed.

ARTICLE VIII - NOMINATION AND ELECTION

SECTION 1 NOMINATIONS

Members may nominate a candidate or candidates for the office of President, First Vice President, Second Vice President, Third Vice President and Regional Governors in the Society. Nominations shall be on the prescribed form available from the Society Business Office, and submitted to the Society Business Office no later than February 1.

SECTION 2 QUALIFICATIONS

A member nominated shall indicate a willingness to serve in the office for which nominated. A nominee for President shall have served on the Board of Trustees, and other nominees shall have served as a Chapter officer or Society committee chairman.

SECTION 3 NOMINATING COMMITTEE

- A. The nominating committee shall consist of one member from each Region appointed by the Regional Governor prior to February 1.
- B. Nominees' qualifications shall be confirmed by the Society Business Office by March 1.

- C. If no qualified nominee has been received for an office, the nominating committee shall select up to three qualified nominees for an office providing the nominees indicate a willingness to serve if elected.
- D. The nominating committee shall follow the policy and procedure manual approved by the Board of Trustees.

SECTION 4 SECRET BALLOT

- A. Secret ballots shall be sent by mail, or electronically as specified in the adopted parliamentary authority, by the Society Business Office to all members entitled to vote no later than March 15. Ballots shall be returned to the Chief Teller no later than April 15. Ballots for Regional Governors shall be sent to members in each specific Region and the secret ballot shall include space for write-in candidates.
- B. Nominees from the membership and those selected by the nominating committee shall be listed alphabetically on the ballot with incumbents noted. Chapter affiliation shall be listed together with statements on service, qualifications and positions.
- C. The secret ballot shall include space for write-in candidates.

SECTION 5 TELLERS COMMITTEE

- A. The tellers committee shall be members composed of a Chief Teller and two (2) assistant tellers appointed by the President with approval of the Board of Trustees.
- B. The Chief Teller shall be furnished a current list of eligible voters by the Society Business Office.
- C. The Chief Teller shall hold unopened ballots until a meeting of the tellers committee.
- D. The tellers committee shall follow the procedures established for the committee and, where silent, those in the adopted parliamentary authority.
- E. The quorum for the tellers committee is a majority of the members.

SECTION 6 ELECTION

- A. Officers and Governors shall be elected by a majority vote, except, if there are three or more candidates for any office, the election shall be by plurality vote.
- B. If there is a tie in the election for an officer, the elected officer shall be determined by a majority vote by secret ballot of the delegates registered and eligible to vote at the annual convention.
- C. If there is a tie in the election for Governor, the office of Governor shall be determined by a majority vote by secret ballot of the delegates from a Governor's respective Region that are registered and eligible to vote at the annual convention.

SECTION 7 NOTIFICATION OF ELECTION

Election results shall be distributed by the Society Business Office no later than May 1.

ARTICLE IX - BOARD OF TRUSTEES

SECTION 1 COMPOSITION

The Board of Trustees shall be composed of the President, Vice Presidents and Regional Governors. The Immediate Past President shall be an ex-officio voting member, and the Treasurer shall be a member without vote.

SECTION 2 POWER AND AUTHORITY

The Board of Trustees shall have full power and authority over the affairs of the Society except as otherwise provided in these bylaws.

SECTION 3 DUTIES

- A. The elected officers shall perform the duties provided in Section 3 and such other duties as prescribed for the office in these bylaws or in the adopted parliamentary authority.
- B. The Board of Trustees shall:
 - 1) approve appointments of the President;
 - 2) adopt the annual budget;
 - 3) appropriate funds necessary to meet the expenses of the Society;
 - 4) designate depository institutions for deposit of funds;
 - 5) authorize waiver or payment of bonds required of a member holding Society funds or property;
 - 6) report to the delegates at the annual convention business transacted during the year;
 - 7) investigate grievances and complaints of irregularities submitted, and serve as a body to which Chapters and/or members may appeal;
 - 8) appoint an officer or agent to record minutes of an executive session;
 - 9) may approve a member's transfer when requested from Chapter to member-at-large, or from a member-at-large to a Chapter;
 - 10) change boundaries of Regions as outlined in Article V. Section 1;
 - 11) Recommend to the Annual Convention changes in the number of regions;
 - 12) take other actions as is necessary for the proper functioning of the Society that are consistent with these bylaws.

SECTION 4 MEETINGS

- A. **Regular** - the date and location of regular meetings of the Board of Trustees shall be scheduled by the Board of Trustees.
- B. **Executive Session** - executive session of the Board of Trustees may be called by the President or another Trustee to conduct certain business where only members of the Board of Trustees are present and others specifically invited.
- C. **Special** - special meetings may be called by the President or by a majority of the Board of Trustees.
- D. **Observers** - except for meetings held in executive session, members of the Society may attend meetings of the Board of Trustees as observers,
- E. **Quorum** - a majority of the voting members of the Board of Trustees shall constitute a quorum.
- F. **Other Meetings** - in addition to in-person meetings, the Board of Trustees may hold meetings as set forth in Article XIV.

ARTICLE X -- ANNUAL CONVENTION OF DELEGATES

SECTION 1 DATE AND LOCATION

The Annual Convention of Delegates of the Society shall be held during one of the last two months of the fiscal year, the date and location selected by the Board of Trustees. Notice of the date, time and place shall be sent to the membership no less than sixty (60) days prior to the start of the convention.

SECTION 2 VOTING

- A. Registered Chapter delegates, members of the Board of Trustees, except the Treasurer, and members-at-large in attendance shall be eligible to vote at the annual convention. No member may vote in more than one capacity.
- B. A Registered Delegate shall be a member in good standing of the Society and the Chapter in which the Chapter's votes are carried.
- C. The voting power of each Chapter shall be determined by the membership of the Chapter as of June 1. Chapter delegates are entitled to vote the total number of votes assigned to the Chapter.
- D. Chapters chartered after June 1 prior to the annual convention shall be afforded voting privileges based on the Chapter membership at the time of chartering.

SECTION 3 WAIVER OF NOTICE

Attendance at the annual convention shall waive the requirement of a notice.

SECTION 4 QUORUM

A quorum for the annual convention shall be a majority of those registered and eligible to vote.

SECTION 5 POSTPONEMENT OF A CONVENTION

In the event of an emergency, the Board of Trustees by a two thirds (2/3) vote may postpone or cancel an annual convention. Members shall be notified of the postponement or cancellation in a manner determined by the Board of Trustees to be fair and reasonable under the circumstances.

ARTICLE XI -- TECHNICAL COMMITTEES

SECTION 1 The technical committees of the Society shall be Certification, Standards and Education.

- A. **Composition** - technical committees shall consist of one (1) member from each Region appointed by the Regional Governor.
- B. **Terms** - members shall serve a term of two (2) years beginning in the second year of the Governor's term. Members may serve no more than three (3) consecutive terms unless extended by the Board of Trustees.
- C. **Chairmen** - chairmen shall be elected from among its members by each committee with the approval of the Board of Trustees.
- D. **Policy and Procedure Manual** - each committee shall operate under the policy and procedure manual approved by the Board of Trustees.

SECTION 2 DUTIES OF TECHNICAL COMMITTEES

- A. **Certification Committee** - the Certification Committee shall be responsible for:
 - 1) the development and administration of the Certification Program of the Society;

- 2) assign the classification of Certified Professional Estimator under the qualifications outlined in Article III. Section 3;
 - 3) may assign the classification of Certified Professional Estimator to a non-member if qualified to practice as an Estimator in one or more of the construction disciplines, and meets the certification requirements of the Society. A non-member CPE shall not pay membership dues, hold office or vote, but shall pay fees required for the certification of a non-member.
- B. **Standards Committee** - the Standards Committee shall be responsible for the development and administration of the Society's *Standard Estimating Practice* publication.
- C. **Education Committee** - the Education Committee shall be responsible for the continued development and administration of educational aspects for the Society.

ARTICLE XII -- COMMITTEES

SECTION 1 STANDING COMMITTEES

The Standing Committees of the Society shall be Awards, Bylaws, Finance, Industry Awareness, Investigative, Strategic Planning, Membership, Nominating and Chapter Development. Except for the Investigative Committee, the chairmen shall be appointed by the President with the approval of the Board of Trustees. Committees shall operate under the policy and procedure manual approved by the Board of Trustees.

SECTION 2 COMPOSITION OF STANDING COMMITTEES

- A. The Finance committee shall be composed of the Treasurer as chairman, the President, First Vice President, Second Vice President and Third Vice President.
- B. The Nominating committee shall be composed of one member from each Region appointed by the Regional Governor.
- C. The Bylaws committee shall be composed of one member from each Region appointed by the Regional Governor.
- D. Other committees, except the investigative committee (Article , shall have no less than two (2) additional members appointed by the committee chairman.

SECTION 3 QUORUM

The quorum for standing committees to take action shall be a majority of the members.

SECTION 4 DUTIES OF STANDING COMMITTEES

- A. **Awards** - the awards committee shall develop and solicit nominations for awards given by the Society, and recommend recipients to the Board of Trustees for approval.
- B. **Bylaws** - the bylaws committee shall:
 - 1) receive and present proposed amendments to the Society bylaws as provided for in Article XIX. Section 2;
 - 2) review and approve new bylaws or modified Standard Chapter Bylaws as submitted by Chapters;
 - 3) be responsible for verifying that all new or modified Chapter bylaws are on file in the Society Business Office.
- C. **Finance** - the finance committee shall:
 - 1) prepare the annual budget and present to the Board of Trustees for adoption;

- 2) review and monitor the budget on a regular basis.
- D. **Industry Awareness** - the industry awareness committee shall:
 - 1) research information and publicize those activities which may impact the construction estimator;
 - 2) issue position papers on items of interest to the Society.
- E. **Investigative Committee** - the investigative committee shall carry out the duties outlined in Article XIII. Section 3.
- F. **Strategic Planning** - the strategic planning committee shall be responsible for exploring and considering plans for future growth and member services of the Society.
- G. **Membership** - the membership committee shall be responsible for initiating means of expanding and serving the Society's membership.
- H. **Nominating** - the nominating committee shall be responsible for submitting nominees for Society officers in accordance with Article VIII. Section 3.
- I. **Chapter Development** - the chapter development committee shall be responsible for the development and organization of new Chapters, nurturing the further development of existing Chapters and assist in rebuilding faltering Chapters.

SECTION 5 SPECIAL COMMITTEES

The President may authorize, with the approval of the Board of Trustees, the creation of special committees as deemed appropriate for conducting the affairs of the Society.

ARTICLE XIII -- PROFESSIONAL DISCIPLINE

SECTION 1 CENSURE, SUSPENSION OR EXPULSION

A member may be censured based on the following reasons:

- A. Disregard for the purpose of the Society;
- B. Violation of the Code of Ethics of the Society;
- C. Violation of the Bylaws of the Society;
- D. Conduct prejudicial to the welfare or purposes of the Society.

SECTION 2 COMPLAINT

A signed hard copy of a complaint about a member shall be sent to the Board of Trustees. After review, the Board of Trustees may pursue a resolution of the complaint or forward the complaint to the investigative committee.

SECTION 3 INVESTIGATIVE COMMITTEE

- A. **Composition** - an investigative committee shall be composed of one (1) Certified Professional Estimators from each Region. Committee members shall not be members of the Board of Trustees.
- B. **Appointment** - regional governors shall recommend a member from each Region to serve on the investigative committee. The President shall accept or reject the recommendations and tender appointments to the Board of Trustees for approval. The first year, the Board of Trustees shall

decide the initial length of term to be served by committee members (one, two, three, four or five). Thereafter, one new committee member, recommended by the Governor of the Region where the vacancy exists, shall be appointed by the incoming President and approved by the Board of Trustees. The committee shall elect a chairman from among its members.

- C. **Term** - members of the committee shall serve staggered five (5) year terms and no member may serve more than two (2) consecutive terms.
- D. **Vacancy** - vacancies due to resignation, relocation outside the Region, ineligibility or incapacity shall be filled by a recommendation from the President for the unexpired term and approved by the Board of Trustees. Should an investigation be in progress at the time of an unexpired term of a member, the committee may elect to retain the services of that member as an advisor until the final resolution of the investigation.
- E. **Recusal** - in the event of recusals for a specific complaint that affects the quorum, the President, with the approval of the Board of Trustees, shall temporarily supplement the committee who shall serve for that complaint only. When the complaint has been finalized the regular member shall resume the seat originally held on the committee.
- F. **Processing Complaints** - the committee shall process complaints as outlined in *Special Rules for Disposition of Complaints* approved by the Board of Trustees and, where silent, the adopted parliamentary authority.
- G. **Accountability** - the committee shall report to the Board of Trustees only.

SECTION 4 DECISION

Upon receipt of the investigative committee report, and by a two-thirds (2/3) vote of the total membership of the Board of Trustees, a member shall be notified of the decision of the Board of Trustees by hard copy with delivery verification required.

SECTION 5 RECONSIDERATION

A member censured, suspended or expelled from the Society may, within thirty (30) days, request reconsideration by the Board of Trustees. After receipt of the Board of Trustees' decision on reconsideration, the member may, within thirty (30) days, request a hearing before the Board of Trustees at its next regular meeting.

ARTICLE XIV -- WRITTEN COMMUNICATION AND ELECTRONIC MEETINGS

SECTION 1 WRITTEN COMMUNICATION

Written communication shall include any of the following:

- A. United States Postal Service and express delivery service
- B. Electronic communication
- C. Facsimile transmission
- D. Telegram
- E. Telephone conference
- F. Other methods of communication that can be verified.

SECTION 2 ELECTRONIC MEETINGS

The Board of Trustees, special and standing committees are authorized to meet by electronic means so long as all members may simultaneously hear each other and participate during the meeting. Minutes shall record the action taken during electronic meetings and, after approval, placed in the permanent file of minutes in the Society Business Office and off-site.

ARTICLE XV -- ADMINISTRATIVE OPERATIONS

SECTION 1 EXECUTIVE DIRECTOR

- A. The promotional and management affairs of the Society shall be under the supervision of the Executive Director, an employee of the Society.
- B. The Executive Director shall be employed by the President with the approval of the Board of Trustees. Employment shall continue until termination either by the Executive Director or the Board of Trustees.
- C. Termination of the Executive Director shall be by a majority vote with notice or a two-thirds (2/3) vote without notice of the total members of the Board of Trustees.

SECTION 2 DUTIES OF THE EXECUTIVE DIRECTOR

The duties of the Executive Director shall be to:

- A. Provide leadership and direction to the activities of the Society;
- B. Provide effective fiscal management of the Executive Director's activities;
- C. Promote the Society;
- D. In conjunction with the Education board, work to develop, implement and maintain a Society-wide education program;
- E. Develop, implement and maintain programs that will provide sources of funds for the Society;
- F. Develop, implement and maintain a Society-wide leadership training program;
- G. Coordinate/interface daily operations with the Society Business Office through the Director of Administration;
- H. Coordinate/interface with the Board of Trustees through the President;
- I. Present an annual report at the annual convention.
- J. Conduct written communication and meetings as outlined in Article XIV;
- K. Be bondable.
- L. Perform other duties as directed by the President or Board of Trustees.

SECTION 3 DIRECTOR OF ADMINISTRATION

- A. The business affairs of the Society Business Office shall be under the supervision of the Director of Administration, an employee of the Society.

- B. The Director of Administration shall be employed by the President with the approval of the Board of Trustees.
- C. Employment of the Director of Administration shall continue until termination either by the Director of Administration or Board of Trustees.
- D. Termination of the Director of Administration shall be by a majority vote with notice or two-thirds (2/3) vote without notice of the total members of the Board of Trustees.

SECTION 4 DUTIES OF THE DIRECTOR OF ADMINISTRATION

The duties of the Director of Administration shall:

- A. Serve as the Society’s Corporate Secretary;
- B. Provide information for and assist in the distribution of Society publications;
- C. Maintain records of the affairs of the Society including a current roster of the membership;
- D. Submit progress reports to the President upon request;
- E. Account for all funds expended in the performance of assigned duties and operations of the Society Business Office;
- F. Present an annual report at the annual convention;
- G. Be bondable;
- H. Coordinate/interface with the daily operations of the Executive Director;
- I. Coordinate/interface with the Board of Trustees through the President;
- J. Distribute to Chapter presidents and, on the website to members, the action report of the Board of Trustees’ meetings within six (6) weeks of the meetings;
- K. Conduct written communication as outlined in Article XIV;
- L. To serve as an agent, when appointed by the President, to record and prepare minutes of meetings;
- M. Perform such other duties as assigned by the President or Board of Trustees.

ARTICLE XVI -- FISCAL YEAR

The fiscal year of the Society shall be August 1 through July 31.

ARTICLE XVII -- INDEMNIFICATION

Should any person be sued, either alone or with others, because he or she was a Trustee, Officer, Governor, Treasurer, Secretary, Board or Committee Member or Employee of the Society, in any proceeding arising out of any alleged wrongful affirmative act or out of any wrongful act against the Society or by the Society, indemnity for his or her reasonable expenses, including attorney’s fees incurred in the defense of the

proceedings, may be reimbursed by the Society if the party sued is successful in defending in whole or in part or the proceeding against such party is settled and the Society finds that the defendant's conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be limited to the expenses, including attorney's fees, incurred in defense of the proceedings and other such amounts as the Society determines and finds to be reasonable and equitable or the amount of the insurance coverage carried by the Society to cover such potential liability, whichever is lower.

ARTICLE XVIII -- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Society may adopt, and any statutes applicable to this Society that do not authorize the provisions of these bylaws to take precedence. The parliamentary authority of the Society shall be adopted by each Chapter and Region.

ARTICLE XIX -- AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

SECTION 1 ARTICLES OF INCORPORATION

- A. **Correlation with Articles of Incorporation** - Article I and Article II of these bylaws shall be identical to the corresponding articles of the Articles of Incorporation.
- B. **Convention Action** - the Articles of Incorporation may be amended at any annual convention subject to approval by the State of California and the Internal Revenue Service.
- C. **Amendment Notice** - notice to the membership, through Chapters, of amendment(s) to the Articles of Incorporation shall be distributed on or before May 15 prior to the annual convention where it will be considered.
- D. **Vote Required** - the adoption of amendment(s) or a revision shall require a two-thirds (2/3) vote of delegates registered and eligible to vote.

SECTION 2 BYLAWS

- A. Amendments may be submitted by the Board of Trustees, technical and standing committees, Regions, Chapters and members.
- B. Proposed amendments shall be submitted to the bylaws committee prior to December 15.
- C. The bylaws committee shall review the proposed amendments and submit for review to the Board of Trustees prior to March 1.
- D. Proposed amendments shall be distributed to each Chapter for members' review no later than May 15 prior to that year's annual convention.
- E. Proposed amendments require a two-thirds (2/3) vote for adoption of delegates registered and eligible to vote at the annual convention.
- F. Adopted amendments shall be effective immediately unless a proviso is adopted for a specific date.

STANDING RULES
of the
AMERICAN SOCIETY OF PROFESSIONAL ESTIMATORS

1. Convention rules of procedure shall be developed by the President, reviewed by the Board of Trustees, and adopted by the delegates present and eligible to vote at the annual convention.
2. The copyrighted official Society emblem, a modern “E,” and Society name, or derivative thereof, may be only used by Society members. Total visual presentation shall not detract from the professional stature of the Society.
3. Reimbursement of expenses shall be in accordance with the policy and procedure manual developed by the finance committee and approved by the Board of Trustees.
4. The official publication of the Society shall be *Estimating Today* which shall be distributed to each member and may be distributed to professional organizations for public relations efforts.
5. The membership directory shall be distributed through the Society Business Office and contain the names of members as of the first day of the fiscal year. The directory shall be posted on the “members only” section of the website no later than ninety (90) days after the start of the fiscal year. The directory or parts thereof, are the sole property of the Society and shall not be available to anyone outside the Society except by permission of the Board of Trustees.
6. Standing rules may be adopted or amended by a majority vote of delegates registered and eligible to vote at the annual convention.

END