



**American Society of Appraisers**

**Administrative Rules/  
Board Procedures Manual**

[v03282023]

## **American Society of Appraisers (“Society”) Administrative Rules/Board Procedures Manual**

This Administrative Rules/Board Procedures Manual (AR/BPM) supplements the Constitution, Bylaws and the Governance Policy Manual of the Society and shall serve as an explanation and implementation of procedures for the board of governors.

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## **Administrative Rule I—Use of Society Name, Logo and Designation**

### **Section 1—Violations**

- A. Any member who abuses the privilege of use of the name, logo and/or affiliation shall be subject to the appropriate disciplinary action(s) of the board of governors.
- B. Any member or affiliate who violates these Administrative Rules shall be subject to the appropriate disciplinary action of the board of governors.

## **Administrative Rule II—Membership and Organization**

### **Section 1—Geographic Presence and Procedures**

- A. The Society shall function internationally.
- B. The board of governors will establish and maintain principles of appraisal practice and a code of ethics for the guidance of its members.
- C. The board of governors will award one or more professional designations to qualified members.
- D. The board of governors will cooperate with other appraisal societies and related professions.

### **Section 2—Chapters**

Members shall form geographical, discipline or virtual chapters pursuant to:

- A. A minimum group of twenty-five (25) members, ten (10) of whom shall be designated members may apply to board of governors for permission to form a chapter. Special permission to form a chapter with fewer members or with fewer designated members may be granted by the CEO, subject to approval by the board of governors.
- B. The board of governors shall approve or reject the petition for a new chapter, the qualifications of the petitioning members and the jurisdiction of such chapter.
- C. The board of governors shall authorize the issuance of a charter to each chapter so approved, reserving the right to dissolve the charter for cause.
- D. The charter shall be in a form approved by the board of governors.
- E. The voting membership of each chapter shall consist of members and candidates.
- F. A chapter must maintain a membership size of 25 members, unless granted special permission to operate below the threshold by the CEO.
- G. The role of chapters shall be consistent with the current Mission Statement and Bylaws and the AR/BPM of the Society and shall provide a vehicle for the members and candidates to comply with the highest level of ethical and professional standards and to include:
  - 1. Local continuing education;
  - 2. Identifying future leaders;
  - 3. Mentoring;
  - 4. Open communication between members and leadership; and
  - 5. Networking.

### **Section 3—Chapter Governing Body**

- A. The first chapter governing body shall be comprised of the elected chapter officers.
- B. The chapter shall have at least two (2) officers serving during the administrative year. The officers shall include, but are not limited to: president, secretary, treasurer and immediate past president. The secretary and treasurer positions may be combined and held by one person. Chapter officer positions may be expanded to include a vice president, or a tier of vice presidents. In the event that multiple vice presidents are

deemed necessary and installed as chapter officers of the board, such officers will hold titles of chapter first vice president, chapter second vice president, etc., designating their respective seniority in the leadership structure of the board.

- C. Candidates for the position of chapter officer shall have maintained membership in the Society for a period of not less than two (2) years.
- D. Chapter officers shall be elected annually and a report of the slate of officers shall be reported to the International Headquarters prior to July 1 of each year.
- E. Additional officers of the chapter may be elected as additional voting members of the chapter governing body to serve during that administration only.
- F. The past president shall become an automatic member of the governing body after the second election of chapter officers.

#### **Section 4—Chapter Officers**

- A. The duties of the chapter officers are provided below:
  - 1. The president shall preside at all meetings of his/her chapter and of its governing body and shall perform all the duties usual to the office, including the appointment of committees.
  - 2. The Vice President shall perform the duties delegated to him/her by the president.
    - a. In the event of the unavailability or disability of the president, the chapter governing body shall appoint the Vice President to perform the duties of the president during the term of the vacancy
    - b. If the chapter has more than one Vice President, the chapter governing body shall appoint the chapter Senior Vice President to perform the duties of the chapter president during the term of the vacancy
    - c. If the chapter Senior Vice President is unable to serve, the chapter governing body shall by majority vote, appoint one of the chapter officers to perform the duties of the chapter President
  - 3. The treasurer shall maintain appropriate and proper financial records and shall respond to requests from the International Headquarters for submission of annual financial statements that include a balance sheet in a format similar to the Internal Revenue Service Form 990, an income statement in a format similar to an abbreviated budget format established by ASA's chief financial officer and other information required for state and federal tax reporting within thirty (30) days of notification by the International Headquarters.
  - 4. The secretary shall maintain minutes and attendee lists of the meetings of the chapter governing body and shall provide meeting minutes and attendance reports that include attendee names and e-mail addresses to the International Headquarters after each event and or meeting.
  - 5. All chapter officers are responsible to maintain the chapter's legal status in the place of organization and to abide by all state and federal laws, rules and regulations that are applicable to the chapter. All chapter officers are responsible to maintain the chapter's state and federal tax-exempt status and to file all required reports and tax returns as such reports and tax returns are due.

### **Section 5—Dissolution of a Chapter**

- A. A chapter, by written petition to the board of governors signed by not less than ninety (90) percent of the chapter membership, may request permission to dissolve the chapter.
- B. The board of governors shall in its sole discretion grant or reject such petition, and notify the chapter promptly of its action.
- C. Any chapter petitioning to dissolve shall, with its petition, surrender its charter, and all properties of the Society and all evidence of Society membership pertaining to the said chapter and its members.
- D. Once the board of governors has granted the petition to dissolve, the members of said chapter shall be permitted to move their chapter membership to another chapter of their choice.
- E. Any monies residing in chapter bank accounts at the time of dissolution shall be divided equally among and returned to the members of the dissolved chapter.

### **Section 6—Chapter Bylaws**

- A. A chapter shall have its own Bylaws that shall conform with the Society's Bylaws.
- B. Chapter bylaws may be amended, altered, restated, or otherwise revised by the affirmative vote of two-thirds (2/3) of the entire chapter board before submission to the board of governors for consideration.
- C. Chapter bylaws and changes thereto shall be approved by a two-thirds (2/3) affirmative vote of the entire board of governors and a copy shall be filed with the International Headquarters.

### **Section 7—Specific Chapters**

- A. Discipline-specific virtual chapters shall obtain the endorsement of the appropriate discipline committee prior to seeking approval of the board of governors.
- B. Existing geographic chapters desiring to convert to a virtual chapter shall seek approval of the board of governors through the appropriate region governor.
- C. Upon conversion from a geographic to a virtual chapter, all current voluntary chapter assessments are deemed null and void.
- D. Virtual chapters may apply for assessment approval by the board of governors in the same manner as geographic chapters.
- E. A virtual chapter shall be formed according to the following provisions:
  - 1. The region governors currently serving on the board of governors shall serve as initial officers. After the initial fiscal year, virtual chapter members may run for officer positions and can be elected by that chapter's membership. One or more region governors currently serving on the board of governors shall continue to participate in one or more officer positions and to provide ongoing oversight until the region governors determine the virtual chapter is viable and can function independently.



2. The virtual chapter shall hold live meetings (webinars) at least four (4) times per administrative year. The meetings (webinars) shall include an educational component and an ASA update.
3. The meetings (webinars) shall be archived and made available to those chapter members that were unable to attend “on demand”.
4. If a chapter is closed for noncompliance, the members of that chapter will be moved to the closest geographical chapter. If the closest geographical chapter is not within a reasonable driving distance (over 120 miles) for a member, that member may decide to join the International Virtual Chapter and shall not be required to maintain membership within their geographic chapter.
5. All current members of active geographical chapters shall have the option of belonging to the International Virtual Chapter in addition to their membership in a geographical chapter.

### **Section 8—International Chapters**

- A. International chapters are open to all members.
- B. International chapters may be chartered by country, region or continent as determined by the board of governors.

### **Section 9—Regions (\*Note this section, showing four (4) Regions will be effective July 1, 2024.)**

- A. The Society shall be divided into the following geographical regions:
  1. Region 1— the northeastern United States, including Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, Virginia, West Virginia, Ohio, and Michigan; and eastern Canada, including Ontario, Quebec, Newfoundland and Labrador, Prince Edward Island, Nova Scotia, and New Brunswick;
  2. Region 2— the midwestern and southern United States, including Illinois, Indiana, North Carolina, South Carolina, Georgia, Florida, Tennessee, Alabama, Mississippi, Arkansas, Louisiana, Oklahoma, and Texas;
  3. Region 3— the central and western United States, including Wisconsin, Minnesota, Iowa, Missouri, North Dakota, South Dakota, Nebraska, Kansas, Montana, Wyoming, Colorado, New Mexico, Idaho, Utah, Arizona, Nevada, Washington, Oregon, California, Alaska, and Hawaii; and western Canada, including Nunavut, Manitoba, the Northwest Territories, Saskatchewan, Alberta, Yukon, and British Columbia; and
  4. Region 4— all countries and territories other than the United States and Canada.
- B. A region governor shall represent each geographic region of the Society.
- C. The board of governors may redefine the geographical regions as it may deem desirable or necessary.

## **Administrative Rule III—Delegations of Authority**

### **Section 1—Preamble**

- A. The board of governors shall have all authority over all aspects of the Society and its chapters, including the delegation, and/or withdrawal of such authority to specific individuals or entities as provided for in the Governance Policy Manual.
- B. The Governance Policy Manual addresses the delegation of authority from the board of governors to the international officers, chief executive officer (CEO), and standing committees.
- C. Unless specifically provided for in the Bylaws, there is no authority to re-delegate the authorities as delegated by the Governance Policy Manual.
- D. Any re-delegations of authority shall be reported to the board of governors promptly.
- E. No re-delegation is needed if one has been authorized in writing to act in the capacity of another authorized person.
- F. An individual who is authorized to act in the capacity of another is vested with all of the delegated authority of the position.

## **Administrative Rule IV—Professional Standards and Ethics**

### **Section 1—Professional Appraisal Practice Standards**

- A. Unless noted elsewhere in this AR/BPM:
  - 1. Members practicing in the United States, individually and collectively, shall observe the Uniform Standards of Professional Appraisal Practice (USPAP) as promulgated by The Appraisal Foundation.
  - 2. Members practicing outside the United States shall observe either USPAP, International Valuation Standards (IVS) as promulgated by the International Valuation Standards Council (IVSC), or a comparable set of country-specific standards (e.g., the Canadian Uniform Standards of Professional Appraisal Practice (CUSPAP) as promulgated by Appraisal Institute of Canada).

### **Section 2—Processing Complaints**

- A. Any complaint against a member (“member charged”) alleging conduct contrary to or in violation of ASA's Constitution, Bylaws, Code of Ethics, Principles of Appraisal Practice, Governance Policy Manual, AR/BPM, ASA’s Educational materials, USPAP, IVS or supplemental professional standards shall be sent by the complainant to the CEO.
- B. In the event that the member charged elects to appear at a hearing of the Board of Inquiry:
  - 1. The international president shall within 30 days of such election cause a Board of Inquiry to be appointed consisting of three members with a membership level of Accredited Senior Appraiser (ASA), Fellow (FASA) or Life Member
  - 2. The Board of Inquiry shall consist of one member appointed by the international president plus two members and two alternate members selected by the board of governors; and
  - 3. Members of the board of governors and the member charged are not eligible for appointment to the Board of Inquiry.
- C. The Board of Inquiry shall, within thirty (30) days after the hearing is completed, notify the president of its findings and recommendations.
- D. The international president shall deliver a copy of the findings and recommendations of the Board of Inquiry to the board of governors prior to their next scheduled meeting for such action as it shall deem appropriate.
- E. The board of governors, in a closed session, shall review the findings and recommendations of either the Ethics Committee, or the Board of Inquiry, and shall determine if the record on the complaint supports a finding of conduct contrary to, or in violation of, the ASA's Constitution, Bylaws, Code of Ethics, Principles of Appraisal Practice, Governance Policy Manual, AR/BPM, ASA’s Educational materials, USPAP, IVS or supplemental professional standards. If two-thirds of the entire board of governors so finds, then the board of governors may impose one or more of the following sanctions against the member charged:
  - 1. A letter from the board of governors to the member charged setting forth its suggestions for remedying the violation and/or for future professional conduct.

2. A letter from the board of governors stating the censure by the Society for the conduct of the member charged.
    - a. In the event of a member disciplined by the board of governors in the form of censure, notice of such disciplinary action shall be made only in the members only section of the ASA website for a period of three (3) months, with identification of the member so disciplined to be made by name, city, state and appraisal discipline or specialty.
  3. Suspension of the membership of the member charged for a period of up to one year.
    - a. Suspension is a temporary abrogation of the benefits and privileges inherent in membership.
    - b. A suspended member is obligated to pay Society dues and assessments.
    - c. The suspended member shall not hold office or vote in Society affairs, but may attend meetings, seminars, and other public functions of the Society.
    - d. The suspended member shall indicate during the period of suspension, when referring to his/her affiliation with the Society, that his/her membership is in a state of suspension in connection with an ethics matter.
    - e. A suspended member disciplined by action of the board of governors shall be identified by name, city, state and discipline or specialty with notice to be published in the public section of the ASA website for the period of the suspension. Upon expiration of the suspension term, notice of reinstatement of such member (to be identified in the same manner as when suspended) shall be posted in the public section of the ASA website for a period of one (1) month.
  4. Expulsion of the member charged from the Society.
    - a. In the event of expulsion, the board of governors shall notify the international secretary/treasurer to request the expelled member to conform to the provisions of this AR/BPM.
    - b. The expelled member shall not attend any meetings, conferences or seminars that have been organized under the auspices of the Society and its chapters.
    - c. The expelled member shall surrender the Society's membership pin and shall not use the name or logo of the Society in any media or publication.
    - d. An expelled member disciplined by action of the board of governors in the form of expulsion shall be identified by name, city, state and discipline or specialty with notice to be published in the public section of the ASA website for a period of twelve (12) months.
- F. The board of governors shall notify the member charged of its decision on the complaint and its imposition of sanction, if any, no later than thirty (30) days from its deliberations on the matter.

- G. Any member charged shall be excluded from the investigative, deliberative, overview, review and decision-making process for any complaint in which such member is a party.
- H. No complaint shall be dismissed for failure to adhere to the time limitations set forth in this Administrative Rule unless more than one year has passed from the date that the Chair of the Ethics Committee received the complaint from the president to the date that the Ethics Committee or Board of Inquiry, as applicable, notified the president of its findings and recommendations, except that the president may grant an extension of time due to extenuating circumstances.

## **Administrative Rule V—Finances, Fees and Dues**

- A. The international secretary/treasurer shall work closely with the CEO and the CFO to ensure implementation of the business plan within the budget.

The international secretary/treasurer shall be responsible to oversee the proper recording, safekeeping, and accounting of all receipts and disbursements of the Society's money and its receivable and payable accounts. The international secretary/treasurer shall be responsible to oversee that all records and vouchers are maintained and available for inspection and/or verification.

- B. All monies shall be remitted to the International Headquarters or to the chapter treasurer, discipline committee treasurer, or other committee treasurer authorized by the board of governors to receive monies, as may be appropriate.
- C. The Audit Committee, as delegated by the board of governors, shall have an audit performed annually by an independent certified public accountant of all financial records of the Society, and a copy of such audit report shall be sent to all appropriate individuals and entities identified in this AR/BPM.
- D. The board of governors shall approve membership fees and dues by a two-thirds (2/3) affirmative vote of the entire board of governors.
- E. The schedule of annual dues, fees, and assessments shall be reviewed on an annual basis and shall remain in effect until changed by action of the board of governors.

## **Administrative Rule VI—Government**

### **Section 1—Compensation**

- A. Compensation may be paid for employees' and/or officers services as the board of governors shall deem desirable and in the best interests of the Society.
- B. Any member or other person who is requested to undertake an assignment by the Society may be reimbursed for any reasonable and permitted expenses, disbursements, or costs incurred by him or her.
- C. The provisions of this administrative rule shall not be construed to exclude the right of any member, governor, officer, or employee of the Society to indemnification granted by the general corporation law of the state of Delaware and as provided by and in the Certificate of Incorporation and the Constitution and Bylaws.

### **Section 2—Indemnification**

- A. Members who are or have been governors or officers in the Society, or personal representatives of the same, to include chairs and members of duly constituted committees, shall be indemnified by the Society against all out of pocket costs and expenses reasonably incurred or imposed upon them in connection with or resulting from any action, suit, or proceeding to which they may be party by reason of their Society positions.
- B. For the purpose of this document, “costs and expenses” shall include, but are not limited to, attorney’s fees, damages, and reasonable amounts paid in settlement.

## **Administrative Rule VII—Elected Officers and Governors**

### **Section 1—Nominee Qualifications**

- A. A nominee for international officer or governor shall be a designated member with an Accredited Senior Appraiser (ASA) level of membership, or reciprocal equivalent thereof, or higher.
- B. International officers, board of governors, and officers and members of all international, standing, special and other committees and task forces shall sign a conflict of interest statement before accepting nomination and/or appointment to any office and before assuming an office;
- C. Other nominee qualifications for international officer and governors are provided in the Society's Bylaws; and
- D. Each international officer, region governor or discipline governor shall be elected at least thirty (30) days prior to the beginning of the fiscal year in which his/her term starts.



## **Administrative Rule VIII—board of governors**

### **Section 1—Composition of the board of governors**

- A. The board of governors shall be composed of the international officers, region and discipline governors, and the CEO, as ex-officio.
  - 1. International officers may hold no other elected office in the Society during their term in office.
  - 2. Governors may hold no other elected office in the Society during their term in office but may serve the Society as an elected member of a discipline committee.
- B. The CEO will be a nonvoting member of the board of governors.
- C. The board of governors may modify the membership or size of the board of governors on the basis of an affirmative vote of two-thirds (2/3) vote of the entire board of governors.

### **Section 2—Discipline Governor**

- A. Election of Discipline Governor; Term of Office:
  - 1. The nomination and election of a Discipline Governor shall be conducted in accordance with the Bylaws, Administrative Rules/Board Procedures Manual and Operations Procedures Manual of the Society.
  - 2. Only a current Member, current officer, or past chair of a discipline committee who is an Accredited Senior Appraiser (ASA), Fellow (FASA), or reciprocal equivalent<sup>1</sup> in good standing, or a former officer or director of an entity that has merged into, and with, the Society shall be eligible for election as Discipline Governor.
  - 3. The Discipline Governor shall hold office for a term of 4 years in a manner prescribed in the Bylaws and Administrative Rules/Board Procedures Manual of the Society. The term of office of a Discipline Governor shall coincide with the appropriate administrative year of the Society.
- B. Vacancy of a Discipline Governor:
  - 1. A vacancy of a Discipline Governor, however caused, shall be filled for the unexpired term of office by appointment by the discipline committee chair, subject to an affirmative majority vote of the discipline committee and the Board of Governors. The appointed individual shall be eligible to serve as Discipline Governor based on the qualifications set forth in the Bylaws and Administrative Rules/Board Procedures Manual Rules of the Society. The discipline committee chair may not appoint themselves to the vacant position.
- C. Duties of the Discipline Governor:
  - 1. As a member of the Board of Governors of the Society, the Discipline Governor shall, first and foremost, represent the best interests of the Society.
  - 2. The Discipline Governor shall act as liaison between the Board of Governors and the discipline committee as well as attend the meetings of the discipline committee and the Board of Governors.
  - 3. The Discipline Governor shall not be a currently serving officer of the discipline committee, nor hold any other elected office within the Society other than member-at-large or emeritus member of the discipline committee.
  - 4. The Discipline Governor may or may not serve as chair of a discipline subcommittee. However, care should be exercised by the Discipline Governor to avoid being placed in a position that could cause the appearance, actual or

perceived, of a conflict of interest where the Discipline Governor could violate section (C)(1) above.

### **Section 3—Region Governor**

#### **A. Election of Region Governor; Term of Office:**

1. The nomination and election of a Region Governor shall be conducted in accordance with the Bylaws, Administrative Rules/Board Procedures Manual and Operations Procedures Manual of the Society.
2. Candidates for the positions of Region Governor shall have maintained membership in an active chapter within that region for a period of not less than two (2) years and served in a board or officer position for a chapter. The candidate must be an Accredited Senior Appraiser (ASA), Fellow (FASA), or reciprocal equivalent<sup>1</sup> in good standing.
3. The Region Governor shall hold office for a term of four (4) years in a manner prescribed in the Bylaws and Administrative Rules/Board Procedures Manual of the Society. The term of office of a Region Governor shall coincide with the appropriate administrative year of the Society.
4. Within five (5) business days after February 15<sup>th</sup> the region chapter presidents or officers in place of the president convene to confirm the slate of nominees.

#### **B. Vacancy of a Region Governor:**

1. A vacancy of a Regional Governor, however caused, shall be filled for the unexpired term of office by appointment by the officers of the region, subject to an affirmative vote of the officers of the region and the Board of Governors. The appointed individual shall be eligible to serve as Regional Governor based on the qualifications set forth in the Bylaws and Administrative Rules/Board Procedures Manual of the Society.

#### **C. Duties of the Region Governor:**

1. As a member of the Board of Governors of the Society, the Region Governor shall, first and foremost, represent the best interests of the Society.
2. The Region Governor shall act as liaison between the Board of Governors and region they represent as well as attend the meetings of the chapters, as feasible, and the Board of Governors.
3. The Region Governor shall not be a currently serving officer of a chapter other than past president, nor hold any other elected office within the Society.

### **Section 4—Liability**

- A. Members of the board of governors, when acting in their official capacities, if acting in good faith and in a manner reasonably believed to be or not opposed to the best interests of the Society, shall not be held personally responsible to third persons for any liability resulting from such official acts.
- B. Any liability caused by the willful misconduct of any member of the board of governors shall not be assumed by the Society.

### **Section 5—Meeting Notice**

- A. The board of governors shall meet upon the call of the international president and at such times as may be necessitated or prescribed in the Bylaws or this AR/BPM.

### **Section 6—Quorum**

- A. A majority of the entire board of governors participating in a meeting shall constitute a quorum for the purposes of the meeting.

### **Section 7—Voting**

- A. The board of governors must be in attendance in order to vote on any matter presented to the board of governors for a vote.

### **Section 8—Chief Executive Officer (CEO)**

- A. The CEO shall:
  - 1. Be the CEO of the Society reporting to the board of governors through the international president;
  - 2. Be responsible for the day-to-day business operations of the Society, including but not limited to, reviewing and approving all contracts, agreements and such similar types of documents; and
  - 3. Perform such duties customary to the position as directed by the board of governors and the international president.

### **Section 9—Retention of Professionals**

- A. The board of governors and/or the Audit Committee may retain legal counsel, auditors and such other professional providers as it deems necessary.

### **Section 10—Hearings on Complaints**

- A. The board of governors is empowered to initiate, receive, consider, hold hearings, resolve, and pass judgment upon complaints pertaining to any elected or appointed officer of the Society and/or any of its chapters or members for negligence, incompetence, nonperformance, misuse of funds, or any other matter deemed by the board of governors to be to the detriment of the Society.
- B. The authority of the board of governors shall extend to the removal from office of any member complained against when it considers this to be appropriate and necessary and to the expulsion, suspension, or other suitable discipline of any member.

### **Section 11—Continuous Session**

- A. For routine business, the board of governors shall be in continuous session via appropriate means of communication.
- B. At any time, the president may call for an in-person meeting of the board of governors to consider specified items of business.
- C. Any member of the board of governors may call a special in-person meeting, or special call-in meeting, or circulate a mail ballot, to consider and transact specified items of business provided he/she secures the prior written approval of two-thirds (2/3) of the entire board of governors.

**Section 12—Impeachment**

- A. Every act of the board of governors that has the expressed or implied sanction of the membership shall be deemed to be an act of the Society and cannot be impeached by any member or group of members.

**Section 13—Appointment of Committees**

- A. The board of governors may appoint and direct such committees as it deems necessary or desirable to ensure the proper functioning of the Society, except as may be provided otherwise in the Bylaws.

**Section 14—Establishment of Administrative Rules/Board Procedures Manual**

- A. The board of governors shall cause to be established and administered a body of administrative rules and procedures, referred to as the Administrative Rules/Board Procedures Manual (AR/BPM), based on the interpretations of the provisions of the Constitution, Bylaws and the Governance Policy Manual.

## **Administrative Rule IX—Elections**

### **Section 1—Nominating and Awards Committee**

- A. The board of governors shall appoint members to the Nominating and Awards Committee as provided in the Governance Policy Manual (3.10.4.c). Upon the appointment of the members, the International Headquarters shall inform the Society of the composition of this committee.
- B. The international president shall serve as an ex-officio member of all the Society's standing committees and task forces, except the Nominating and Awards Committee.
- C. The procedures for the nomination of candidates for the position of international secretary/treasurer shall be as follows:
  1. On or before November 1 of each year, the chair of the Nominating and Awards Committee shall request that members submit the names of candidates for consideration as nominees for this position.
  2. Recommendations for nominees shall be received at the International Headquarters no later than November 30; and
  3. Subject to the majority approval of the board of governors of the slate of nominees recommended by the Nominating and Awards Committee, the election process shall proceed pursuant to the Governance Policy Manual.
- D. The Nominating and Awards Committee shall be guided in its deliberations and recommendations for candidates for international secretary/treasurer by the following guidelines:
  1. The minimum qualifications for candidates nominated for international officers are as follows:
    - a. The individual shall be either an Accredited Senior Appraiser (ASA), Fellow (FASA) or reciprocal equivalent thereof<sup>1</sup>, and
    - b. The individual will have completed a full term as either governor or chair of a standing committee, or as an officer or director of an entity that has merged into the Society, as of the date of such individual taking the relevant international office.
  2. Nominations shall be made in writing and the nominator shall submit documentation that demonstrates the qualifications of the candidate as well as verification that the nominee has agreed to the nomination;
  3. Nominations shall only be made by an Accredited Member (AM), Accredited Senior Appraiser (ASA), Fellow (FASA) or reciprocal equivalent thereof<sup>1</sup>;
  4. No member of the Nominating and Awards Committee shall be included as a nominee; and
  5. For each election, there shall be no less than two candidates.
- E. The procedures for the nomination of individuals for honorary membership shall be as follows:

1. On or before November 1 of each year, the chair of the Nominating and Awards Committee shall request that members submit the names of individuals for consideration as nominees for this position;
  2. Recommendations for nominees shall be received at the International Headquarters no later than November 30;
  3. Nominations shall be in writing and the nominator shall submit documentation that demonstrates the nominee has met the requirements for honorary membership; and
  4. Subject to the majority approval of the board of governors of the slate of nominees recommended by the Nominating and Awards Committee, the election process shall proceed pursuant to this AR/BPM.
- F. The Nominating and Awards Committee shall be guided in its deliberations and recommendations for candidates for the Lifetime Achievement Award by the following guidelines:
1. Be an Accredited Senior Appraiser (ASA), Fellow (FASA) or reciprocal equivalent thereof<sup>1</sup> in good standing;
  2. Has demonstrated, in the judgment of the board of governors, exemplary, steadfast and consistent dedication, involvement, commitment and loyalty to the Society and the profession that warrant this single honor;
  3. Has held the grade of Accredited Senior Appraiser (ASA) and/or Fellow (FASA), or reciprocal equivalent thereof<sup>1</sup> for a period of at least twenty-five (25) years and be at least seventy (70) years of age;
  4. Nominations shall be in writing and the nominator shall submit documentation that demonstrates the nominee has met the requirements for the Lifetime Achievement Award; and
  5. No member of the Nominating and Awards Committee shall be included as a nominee.
- G. The Nominating and Awards Committee shall require only a majority vote of its members to select a slate of candidates or to recommend an award.
- H. The written report of the Nominating and Awards Committee to the board of governors at the midterm meeting shall:
1. Describe its deliberations;
  2. Include the names of all persons considered<sup>1</sup> by this committee;
  3. Provide a copy of the nominating letter for each person considered;
  4. Present the vote tabulation of this committee;
  5. Set forth the slate of nominees; and
  6. Include a statement of the qualifications of each nominee.
- I. The proposed slate of candidates for international secretary/treasurer and nominees for

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<sup>1</sup> The term "reciprocal equivalent thereof" refers to 1) any non-ASA designation that is issued to an individual, 2) by an organization that has merged into the American Society of Appraisers, 3) deemed to be equivalent to an existing ASA designation and 4) recognized as an equivalent designation in the merger agreement documents.

honorary membership and Lifetime Achievement Award is subject to the affirmative majority vote of the entire board of governors.

- J. If the midterm meeting of the board of governors is not held, or is not held in the month of January, then the Nominating and Awards Committee shall submit its written report at the January teleconference call of the board of governors
  
- K. In the event the Nominating and Awards Committee fails to submit its report to the board of governors at the midterm meeting, the board of governors may:
  - 1. Extend the timeframe for its submission;
  - 2. Name another member of this committee as chair with an extension of time for report submission; and/or
  - 3. Discharge all members of this committee and sit as a quasi-committee to the whole to determine a slate of nominees for the ensuing year.

## **Administrative Rule X—Annual Meeting**

### **Section 1—Annual Members Meeting**

- A. An annual members meeting shall be convened during the International Conference or on such other day and place, as the board of governors shall designate.
- B. All members shall be invited to attend the annual members meeting and shall be encouraged to express their opinions and solicit responses from the international officers, board of governors, and CEO.
- C. All attendees shall be allowed to participate in the discussion.
- D. The international president shall preside over the meeting and all members of the Executive Committee and the CEO shall be required to attend unless excused by the president. The board of governors may attend at their discretion unless requested to do so by the president.
- E. The international secretary/treasurer shall ascertain that notes will be taken for this meeting and shall ensure these notes are available to the membership within two months after the meeting.
- F. Presentations by the board of governors, the International Headquarters, Executive Committee and various committees and task forces may be delivered during this meeting.



## **Administrative Rule XI—Standing and Other Committees**

Standing committees are named in Bylaw VII, Section 1. Standing committees may be established or eliminated by amending the Constitution and Bylaws. The international president shall serve as ex-officio member of all the Society’s Board standing committees and task forces with the exception of the Nominating and Awards Committee. Committees not named in the Bylaws, as well as specific duties or procedures associated with a standing committee are as follows:

### **Section 1—Board of Examiners**

A. The Board of Examiners shall:

1. Be comprised of members in the level of Accredited Senior Appraiser (ASA) or higher, including:
  - a. Six (6) vice chairs, one representing each discipline; and
  - b. Members, consisting of examiners and advisers.
2. Establish rules, regulations and procedures in the processing of applications for credentialing;
3. Act as an investigative and evaluative advisory body for the board of governors in matters of credentialing and advancement; and
4. Perform other duties as assigned by the board of governors or Chair.

### **Section 2—Constitution and Bylaws Committee**

A. The committee is comprised of members as found in the Governance Policy Manual, Section 3.10. The committee shall:

1. Monitor and recommend modifications to all other governance instruments, including but not limited to the Chapter Bylaws, Organizational Structures and Rules of Procedure (RoP) of the discipline committees, and the RoP of the College of Fellows to the board of governors; and
2. Perform other duties as assigned by the board of governors.

B. Monitor and recommend modifications to the Constitution and Bylaws to the board of governors.

### **Section 3—Discipline Committees**

A. The membership of a discipline shall comprise all Candidates, Accredited Member (AMs), Accredited Senior Appraiser (ASAs), Fellow (FASAs) or reciprocal equivalent thereof<sup>1</sup>, of the Society who seek or hold a designation in that discipline.

B. The Discipline Committees are as follows:

1. Appraisal Review and Management Committee;
2. Business Valuation Committee;
3. Gems and Jewelry Committee;
4. Machinery and Technical Specialties Committee;
5. Personal Property Committee; and

6. Real Property-NAIFA Committee.
- C. The Discipline Committees shall:
1. Foster, develop, and define sound appraisal practices, standards, and techniques on which valuation should be based;
  2. Provide education, training, and other support in accordance with the needs of the discipline constituents;
  3. Consider, investigate and recommend discipline mergers, consolidations, and other relevant affiliations to the board of governors for their approval;
  4. Monitor legal and political processes as it affects the discipline
  5. Collaborate with the Board of Examiners of the Society in the reviewing, restructuring, and updating the technical examinations of the discipline and corresponding designations and specialties; and
  6. Perform other duties as assigned by the board of governors or the chair of the discipline committee.
- D. Each discipline committee may establish its own Rules of Procedure (RoP) subject to the approval of the board of governors. The RoP of all discipline committees shall be in compliance with the Articles of Incorporation, Constitution, Bylaws and the AR/BPM of the Society.
- E. The disciplines of Business Valuation, Gems & Jewelry, Machinery & Technical Specialties, Personal Property and Real Property are each provided with one seat on the board of governors, to be selected by procedures set out in the Bylaws, AR/BPM and discipline committee RoP. The discipline governors shall be nominated by the relevant discipline committee or by a petition signed by any group of fifty (50) or more Accredited Members (AMs), Accredited Senior Appraisers (ASAs) or Fellow (FASAs) of the discipline. There shall be at least two candidates submitted to the discipline members as nominees for the election of each discipline governor.
- F. Merger and consolidation discussions are to originate and be conducted at the discipline committee level by the discipline committee(s) that would receive the new members. The discipline committee(s) shall consider and recommend mergers, consolidations and other affiliations to their members for approval and, subsequent to that approval, to the board of governors for their concurrence, and the concurrence of the membership of the Society.

#### **Section 4—Special Committees**

- A. Special committees may be established or eliminated by resolution of the board of governors. The following committees have been established as special committees as of the most recent revision of this document:
1. Governmental Relations Committee;
  2. Audit Committee;
  3. Tellers and Credentials Committee;
  4. Elections Committee;
  5. Compensation Task Force.

**Section 5—Government Relations Committee**

- A. The committee will perform duties as assigned by the board of governors or the chair
- B. The Chair of the committee will be appointed annually by the international president

**Section 6—Audit Committee**

- A. The Audit Committee is referenced in the Governance Policy Manual under Section 3.11.1

**Section 7—Tellers and Credentials Committee**

- A. The international president shall appoint a Tellers and Credentials Committee not less than thirty (30) days before the close of the polls for International Elections.
- B. Be comprised of one committee member appointed annually by the international president as chair and up to two additional committee members appointed annually by the chair, as the chair deems necessary/appropriate;
- C. Ensure that all membership voting is conducted in accordance with the appropriate Constitution and Bylaws; and
- D. Publish the results of all international elections.

**Section 8—Elections Committee**

- A. The Elections Committee shall inform the board of governors of any election complaints it considers to be relevant and appropriate and may also recommend possible penalties and remedies for such alleged violations.

**Section 9—Compensation Task Force**

- A. The Compensation Task Force is referenced in the Governance Policy Manual under Section 3.11.5

**Section 10—Other Committees**

- A. Other committees may be established or eliminated by resolution of the board of governors or by the international president.

**Section 11—Committee Reports and Vacancies**

- A. All standing committees, special committees and other committee reports and/or recommendations shall be submitted to the board of governors for its consideration as appropriate;
- B. Appointments to fill temporary vacancies on standing committees, special committees and other committees shall be made by the international president; and
- C. If a vacancy is permanent in nature, the vacancy shall be filled pursuant to the normal appointment process as described in the Bylaws and the AR/BPM.

**Section 12—Appointment of Subcommittee Chair**

- A. When deemed necessary, a chair of a standing committee, special committee, or other committee, with the approval of the international president, may appoint a

subcommittee and chair; and

- B. The subcommittee and chair shall be permitted to serve during the remaining portion of the international president's term in office.

### **Section 13—Trustee to The Appraisal Foundation**

- A. The position of trustee to The Appraisal Foundation shall be selected by the board of governors according to the following procedures:
  - 1. On or before April 1 of the year of the completion of the term of the current trustee, the Nominating and Awards Committee shall request that members submit recommendations for candidates for this position;
  - 2. The Nominating and Awards Committee shall compile and recommend a list of not more than three (3) nominees for the position of trustee and submit its recommendations to the board of governors before July 1 of the year of the completion of the current trustee's term; and
  - 3. The board of governors shall select by a majority vote, and the international president shall appoint from the submitted list of nominees, the trustee for a three-year term (or such other term as determined by The Appraisal Foundation), commencing upon completion of the current term of the trustee.
- B. When selecting a list of nominees for the position of trustee, the Nominating and Awards Committee shall adhere to the following guidelines:
  - 1. Nominees shall be in a membership level of Accredited Senior Appraiser (ASA)s or Fellow (FASA)s and shall have served the Society as an international officer, or Governor;
  - 2. No member of the Nominating and Awards Committee may be considered for nomination; and
  - 3. No currently serving international officer or governor may be considered for nomination.
- C. If for any reason the trustee is unable to complete the term of office, a successor shall be appointed by the international president for the remainder of his/her term, subject to the approval of the board of governors.

## **Administrative Rule XII—College of Fellows**

### **Section 1—Function**

The function, purpose and objective of the College of Fellows shall be:

- A. To provide counsel on subjects related to valuation principles and practice, through the following procedure:
  - 1. Receiving requests from members of the College of Fellows, member of the board of governors, or chairs of standing committees;
  - 2. Providing an acknowledgement of such requests with a timeline for response, and providing relevant advice as appropriate; and
  - 3. Studying the request and articulating a response with a majority of a quorum at a meeting of the College of Fellows
- B. To recommend honoring outstanding members of the Society with advancement to the College of Fellows through nomination to the board of governors.

### **Section 2—Membership**

- A. The membership of the College of Fellows shall be comprised of all Fellows of the Society.
- B. A Fellow (FASA) shall have life tenure in the College of Fellows provided they remain a member of the Society in good standing.

### **Section 3—Qualifications and Procedures for Awarding a Membership Grade of Fellow (FASA)**

- A. A nominee for the membership level of Fellow (FASA) shall:
  - 1. Have demonstrated exceptional proficiency in valuation practice, exemplified by:
    - a. the development or refinement of valuation techniques; or
    - b. research, publication, or instruction in valuation theory and practice.
  - 2. Be an Accredited Senior Appraiser (ASA) for a minimum of five (5) years, demonstrating active participation in the profession as evidenced by:
    - a. holding chapter, discipline, regional or international office;
    - b. serving on committees and related projects of the Society;
    - c. presenting papers and programs at appraisal conferences and meetings;
    - d. authoring articles and texts on addressing valuation theory or practice; or
    - e. Instructing valuation courses, seminars, or symposia.
- B. Nominations for the membership level of Fellow (FASA) shall be executed on forms designated by the College of Fellows and may be submitted by any Accredited Senior Appraiser (ASA) or Fellow (FASA), or by the governing body of any chapter or discipline committee of the Society. A Society member may not nominate themselves, a family member, or a member of their own firm. International officers may not be nominated during their terms of office.

- C. Nominations shall be submitted to the Chancellor of the College of Fellows for presentation to the members of the College of Fellows.
- D. If a nomination for membership in the College of Fellows has been presented for vote and that vote results in less than the necessary votes required for favorable acceptance, that member cannot be again considered for nomination to the College of Fellows for a period of three (3) years. After three (3) successive rejections that member shall not be nominated again.
- E. The following procedures shall be conducted when the award of a membership level of Fellow (FASA) is under consideration:
  - 1. The College of Fellows shall make such examination and investigation of the nominee's qualifications as it considers necessary and appropriate to determine whether, in its opinion, the nominee is duly qualified and should be recommended for the award;
  - 2. The membership of the College of Fellows shall be polled and, if a majority of a quorum (defined as 50 percent or more of the entirety of the membership of the College of Fellow) agrees that the nominee is qualified and should be recommended for the award, this fact shall be certified by the Chancellor of the College of Fellows, and said certification and recommendation shall be forwarded for consideration to the board of governors; and
  - 3. The certified nomination shall provide sufficient written information regarding the nominee in order for the board of governors to make an informed decision regarding the elevation to the College of Fellows.
- F. The award of Fellow (FASA) to a nominee shall be approved with an affirmative majority vote of the entire board of governors.
- G. A membership grade of Fellow (FASA) may be awarded only to nominees who have been recommended to the board of governors by the College of Fellows.

## **Administrative Rule XIII—Amendments**

### **Section 1—Administrative Rules Amendments**

- A. These Administrative Rules shall be amended by an affirmative majority vote of the entire board of governors.

### **Section 2—Notification of Amendments**

- A. The text of a proposed amendment to the AR/BPM or Governance Policy Manual shall be delivered by the International Headquarters to each member of the board of governors at least ten (10) days prior to the date that the amendment will be voted on.
- B. Any resolution to amend the Constitution, Bylaws, AR/BPM, or Organizational Structure and Rules of Procedure shall be delivered to the International Headquarters at least forty (40) days prior to the date that the board of governors will vote on such resolution. The International Headquarters shall deliver a copy of such resolution to the international president and chair of the Constitution and Bylaws Committee.
- C. The Constitution and Bylaws Committee shall have no greater than twenty (20) days to deliberate on any such proposed resolution. Upon request by the Chair of the Constitution and Bylaws Committee, the international president may grant an extension of no greater than thirty (30) days if further deliberations are necessary. The board of governors shall approve any extensions of time beyond the thirty (30) days extension granted by the international president.
- D. The Constitution and Bylaws Committee shall submit its recommendations regarding any properly submitted resolution to the International Headquarters at least ten (10) days prior to the date that the board of governors will vote on such resolution.
- E. The International Headquarters shall deliver a copy of a properly submitted resolution, as well as any reports by the international president, legal counsel and the Constitution and Bylaws Committee, to each member of the board of governors at least ten (10) days prior to the date that the board of governors will vote on such resolution.

### **Section 3—Legal Review**

- A. Every proposed resolution to amend the Constitution, Bylaws, AR/BPM and Organizational Structure and Rules of Procedure, however originated, shall be submitted to legal counsel at least forty (40) days prior to the date that such resolution will be voted on by the board of governors for a ruling as to the legality of said proposed resolution.