American Society of Appraisers

Administrative Rules/ Board Procedures Manual

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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—Privilege of Use

A. Only designated members, who are in good standing, are permitted to use the name and logo of the Society and state his/her affiliation with the Society, in print or electronically, as follows:
   1. Accredited Member (AM), American Society of Appraisers;
   2. Accredited Senior Appraiser (ASA), American Society of Appraisers;
   3. Fellow (FASA), American Society of Appraisers; and
   4. Life Member, American Society of Appraisers.

B. Any statement of designation must appear after or below the name of the member in type no larger or more prominent than used for the member's name. No designation may be used in or by any association or appended to the name of any corporation, business entity or organization.

C. Use of the designation (including but not limited to print or electronic use) shall be limited to only the factual statement of the designation.

D. Members shall state their discipline(s) and applicable specialty(ies) in which their accreditations or certifications were achieved in any and/or statement(s) presented to or received by clients. (See Page 3, ASA Branding Guide for examples of how to present this information.)

E. Any public notice or advertisement of the member's services may include the name of the member, his/her designation, and the logo of the Society, which shall be used only to identify the status of the member.

Section 2—Logo Use Guidelines

A. Members are permitted to use the logo of the Society in print or electronically, in a manner consistent with the provisions set out in Section 1 above.

B. Members shall not abuse the privilege of the use of the name or logo of the Society or of his/her affiliation with the Society. The logo must clearly identify the individual Member and not a company, business entity or organization.

C. Members shall not imply that the Society is responsible for or the sponsor of any publication, policy or practice of the business or activity of the member.

D. The logo may be used in conjunction with any appraisal course, conference or seminar, organized and/or authorized under the auspices of the Discipline Committees and/or International Headquarters.

Section 3—Misrepresentation Prohibited

A. Any inaccurate, misleading, false or deceptive representation in connection with any public notice, advertisement or description of appraisal services the member offers to the public or to clients or in connection with any use of the name and/or logo of the Society is strictly prohibited and is subject to disciplinary action.

B. It is improper for a member to:
    1. Misrepresent in any way his/her connection or affiliation with the Society or any other organization;
    2. Misrepresent his/her background, education, training or expertise;
    3. Misrepresent services available, or prior or current service to any client;
    4. Misrepresent the identity of any client in any public disclosure (except when required by court order) or for the purpose of advertising, without express written permission of such client;
    5. Represent, guarantee or imply that a particular appraisal, estimate of value or result of an engagement will be tailored or adjusted to any particular use or conclusion; and
    6. Use any professional designation without having successfully completed the requirements for use of such designation, including such testing, certification and recertification requirements as applicable.

C. The logo of the Society shall not be used in connection with any other forum, or event, unless the Board of Governors has given prior formal approval.

Section 4—Non-Designated Member Use (Applicants, Candidates, Students, Allies, and Affiliates)

A. Non-Designated Applicants, Candidates, Students, Allies, and Affiliates shall not use the ASA logo.

B. Non-Designated Applicants, Candidates, Students, Allies, and Affiliates may not refer to any "Professional Membership" association with the ASA, but may use an applicable term on a qualifications sheet under the heading "Association Memberships", as follows:

    Applicant, American Society of Appraisers Candidate, American Society of Appraisers Student, American Society of Appraisers Ally, American Society of Appraisers Affiliate, American Society of Appraisers

Section 5—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.

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.
H. Chapter Meetings
    1. Chapters shall offer a minimum of four (4) chapter meetings per administrative year;
    2. Chapters shall provide a minimum of four (4) touchpoints of education that offer four (4) hours of credit (continuing education [CE] or professional activities [PA] per year.);
    3. Chapters shall strive to offer meetings throughout the fiscal year that touch each discipline directly or indirectly through a multi-discipline offering;

4. Special meetings of a chapter may be called by its president or upon written request to its president by a majority of the chapter members; and
5. The chapter secretary shall send out all notices of special meetings.

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. After payment or provision for all liabilities of the chapter, any remaining chapter funds and assets shall be transferred to the American Society of Appraisers or, if directed by the Board of Governors, to another tax-exempt organization with a substantially similar purpose under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code. Such funds shall be used solely for educational, networking, or other member-serving activities that further the Society's exempt purposes.

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

A. The Society shall be divided into the following geographical regions:

1. Region 1— the northeastern United States, including District of Columbia, 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—Complaints

A. Complaints against members alleging conduct contrary to or in violation of the Society's governing documents or applicable professional standards shall be received, processed, investigated, and heard in accordance with the procedures set forth in Sections 3 through 6 of this Administrative Rule. The Ethics Committee shall administer these procedures, subject to the authority described in Section 7.

Section 3—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. No complaint shall be officially acknowledged or accorded process unless it is in writing and signed by the complainant.
C. In the event that the complaint deals with a matter or matters that are considered old (two (2) years or more have passed since the disposition of the matter by litigation or three (3) years or more have passed since the issuance date of the subject appraisal report, whichever is later) the complaint shall not be accepted and the complainant notified unless required by law.
D. Upon receipt by the CEO, the complaint shall be promptly referred to the Chair of the Ethics Committee.

Section 4—Notice of Complaint

A. Prior to sending a notice of complaint to the member charged, the Ethics Committee shall determine, based on the facts alleged in the complaint, whether or not:
    1. The complaint should be dismissed without further action;
    2. Additional information should be obtained from the complainant; or
    3. The complaint should be processed without sending a notice of complaint.
B. A complaint shall be processed without sending a notice of complaint if, in the opinion of the Ethics Committee:
    1. The complaint is a technical violation of the any of the rules including the Governance Policy Manual, Constitution, Bylaws, Administrative Rules/Board Procedures Manual, ASA's Educational material, Principles of Appraisal Practice and Code of Ethics, USPAP, IVS or supplemental professional standards; *and*
    2. The alleged violation is minor in nature; *and*
    3. The recommended action by the Ethics Committee will be effective in correcting the complaint (e.g. correcting the use of the ASA logo).

C. If the Ethics Committee concludes that the complaint should be dismissed, then it shall dismiss the complaint and notify the CEO, complainant and member charged.

D. If the Ethics Committee concludes that additional information is necessary, it shall:
   1. Request the complainant to provide the additional information within ninety (90) days of receipt of the complaint;
   2. Extend for a reasonable time the sending of notice of complaint until receipt of the additional information; and
   3. Within ninety (90) days after receipt of such additional information, dismiss the complaint, process the complaint without sending a notice of complaint, or send a notice of complaint.

E. If the Ethics Committee concludes that the complaint should be processed without sending a notice of complaint, the Ethics Committee shall:
   1. Notify the President and CEO, complainant, and member charged;
   2. Require the member charged to acknowledge the processing of the complaint; and
   3. If appropriate, require the member charged to comply with any corrective action determined by the Ethics Committee.

F. If the Ethics Committee concludes that dismissal, additional information, or processing without sending a notice of complaint is not appropriate, the Ethics Committee shall send the notice of complaint to the CEO, member charged, and complainant.

G. The Ethics Committee shall provide the Member charged with a "Notice of Complaint" of the specific violations alleged, including the specific provision of the Constitution, Bylaws, AR/BPM, ASA's Educational materials, Governance Policy Manual, Principles of Appraisal Practice and Code of Ethics, USPAP; IVS, and/or supplemental professional standards alleged to have been violated, and the identity of the complainant(s).

Section 5—Notice of Investigation

A. Prior to sending a notice of investigation, the Ethics Committee shall determine, based on the facts alleged in the complaint and any response of the member charged, whether or not:
   1. The complaint should be dismissed without further action;
   2. Additional information should be obtained from the complainant or member charged; or
   3. The complaint should be processed without sending a Notice of Investigation.

B. The Ethics Committee may process the complaint without a notice of investigation if:
   1. The complaint can be so processed and
   2. Such recommended action will be effective to correct the alleged complaint.

C. If the Ethics Committee determines the complaint may be processed without sending a Notice of Investigation, such complaint shall be processed by any combination of the following actions:
   1. Sending a letter of caution to the member charged;
   2. Requiring the member charged to take specified courses;
   3. Requiring the member charged to take other specified action acceptable to the

Ethics Committee and the member charged; and

4. In all cases, advising the complainant that such action has been taken, but without specification.

D. If the Ethics Committee concludes that dismissal or such processing is not appropriate, it shall send a notice of investigation to the CEO, complainant, and member charged.

E. The member charged shall have forty-five (45) days from the date of the notice of complaint, to submit explanation in response to the circumstances of the complaint.

F. The Ethics Committee shall, at its next meeting following receipt of the explanation from the member charged, or failure by the member charged to respond in a timely manner, determine whether there is a reasonable basis for the complaint. If there is such a basis, the Ethics Committee shall have ninety (90) days to provide the member charged with the "notice of investigation" with a copy to the CEO.

G. In the event of an investigation, and the determination by the Ethics Committee is that a violation has taken place, the Chair of the Ethics Committee shall inquire of the member charged whether they desires a hearing before the Board of Inquiry under the procedure established in the Administrative Rules/Board Procedures Manual or agrees to submit the complaint to the Ethics Committee without hearing. The member charged shall have thirty (30) days from the date of notice of violation to elect a hearing. Failure to respond within thirty (30) days shall be deemed a waiver of a hearing by the member charged.

H. The Ethics Committee shall complete its investigation and make a complete report in writing, including its recommendations, to the CEO within sixty (60) days of the deliberations of the Ethics Committee.

I. Upon receipt, the CEO shall deliver a copy of the Ethics Committee's report, including its findings and recommendations to the President to be presented at the next scheduled Board of Governors meeting for such action as it shall be deemed appropriate under these provisions.

Section 6—Hearing before Board of Inquiry

A. In the event that the member charged elects to appear at a hearing of the Board of Inquiry, the CEO notifies the President and the President and Board of Governors appoints 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.

B. The Ethics Committee shall be responsible for the investigation and presentation to the Board of Inquiry all matters pertinent to the alleged violation(s). The presentation shall be made at the Board of Inquiry hearing in person by the Chair of the Ethics Committee or by his/her designated alternate.

C. The Board of Inquiry may call witnesses to testify at the hearing, as it may deem appropriate. The member charged is entitled to be present at the hearings with or without counsel and shall be given an opportunity to be heard and to present such evidence or testimony as he/she may deem appropriate.

D. The regular site of a Board of Inquiry hearing is Headquarters unless it is decided to having the hearing virtually. If mutually agreed, alternative sites may be selected. The Chair of the Board of Inquiry shall notify in writing all parties involved as to the time and location of the hearing. Any costs incurred by the member charged for the hearing, including but not limited to legal counsel and witnesses, will be borne by the member charged. The hearing shall take place within sixty (60) days of the appointment of the Chair of the Board of Inquiry, although the Chair may, at their discretion, grant an extension of up to sixty (60) days beyond that time for good cause.

E. The Board of Inquiry shall, within thirty (30) days after the hearing is completed, notify the President of its findings and recommendations.

F. 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.

G. Rules of Procedure

    1. At any hearing of the Board of Inquiry called pursuant to the Operations Procedures Manual, the following procedures and rules shall apply.

        a. Rules of evidence

            1. The Board of Inquiry shall consider any evidence that it believes may be relevant and credible to the matter at hand.

            2. Rulings on objections to proffered evidence shall be made by a majority of the Board of Inquiry.

    2. Examination of witnesses.

        a. The direct examination of any witness shall be conducted by one or more of the following:

            1. Board of Inquiry;

            2. Chair or a member of the Ethics Committee;

            3. Board of Inquiry member designated by the chair of the Board of Inquiry;

            4. Counsel to the Board of Inquiry;

            5. Counsel for the member charged (or the member charged if unrepresented by counsel); and/or

            6. Counsel for the witness.

        b. Cross-examination of any witness shall be permitted and shall be conducted by one or more of the following:

            1. Board of Inquiry;

            2. Chair or a member of the Ethics Committee;

            3. Board of Inquiry member designated by the chair;

4. Counsel to the Board of Inquiry; and/or
5. Counsel for the member charged (or the member charged if unrepresented by counsel).

c. All witnesses shall be sworn; and
d. All witnesses may be sequestered at the discretion of the Board of Inquiry.

3. Order of proceeding.
    a. The Chair of the Board of Inquiry shall be the presiding officer;
    b. The Chair of the Board of Inquiry shall summarize the complaint, including the specific provisions of the Governance Policy Manual, Constitution, Bylaws, Administrative Rules/Board Procedures Manual, ASA's Educational materials, Principles of Appraisal Practice and Code of Ethics, USPAP, IVS and/or supplemental professional standards allegedly violated by the member charged;
    c. The Chair of the Board of Inquiry shall state the reason for the hearing and shall allow the chair or a member of the Ethics Committee and the member charged or their counsel to make opening statements;
    d. The Chair or member of the Ethics Committee shall state the nature of the complaint, provide all detailed and relevant information of which the chair is knowledgeable, call witnesses and offer documents to support the charges;
    e. There shall be a report of any investigation caused to be made by the Ethics Committee;
    f. The Board of Inquiry shall consider any other testimony and evidence supporting or refuting the complaint;
    g. The member charged shall be permitted to provide such defense as may be relevant;
    h. The chair or member of the Ethics Committee and the member charged or their counsel shall be allowed to make a closing statement; and
    i. The record shall be declared closed by the chair of the Board of Inquiry unless they determine to keep the record open for additional investigation.
4. A verbatim record of the proceedings of the hearing shall be kept.
5. The hearing shall be closed to the public, and all matters relating to the complaint shall be confidential until the Board of Inquiry makes a finding.
6. No person who participates in the hearing shall make any disclosure of the testimony, evidence, or argument made to the Board of Inquiry.

H. Review of Findings

1. 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.

2. 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.
3. 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.
4. 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.

I. Expulsion of the member charged from the Society.
    1. 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.
    2. The expelled member shall not attend any meetings, conferences or seminars that have been organized under the auspices of the Society and its chapters.
    3. 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.
    4. 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.

J. 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.

K. 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.

L. 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.

Section 7—Authority of Ethics Committee

A. In fulfilling its obligations, the Ethics committee may direct a member to fulfill a course or other such reasonable obligations to avoid formal disciplinary action.

B. All members are required to respond to the Ethics Committee's inquiries or mandates within the required timeframe as included in correspondence to the member.

C. In the event the member does not respond on a timely basis, the Ethics Committee may:

    1. Recommend to the President that the member be censured, suspended or possibly expelled.

D. Not responding to the Ethics Committee or adhering to the reasonable directives of the Ethics Committee shall be an infraction of the Administrative Rules/Board Procedures Manual and may result in an additional ethical complaint against the member, separate and apart from the original complaint that was filed against the member.

Section 8—General Administration

A. The Ethics Committee shall keep the CEO informed as to the status of ongoing ethics matters, and the CEO who will update the President and Board of Governors advised at the mid-year and annual meetings of the Board of Governors of all actions taken pursuant to this Administrative Rules/Board Procedures Manual.

B. The Ethics Committee shall act by majority vote on all actions, but the Chair of the Ethics Committee, acting alone, can process complaints (in accordance with this Administrative Rules/Board Procedures Manual) related to the following issues:

    1. Advertising;
    2. Misuse of the designations or logo of the Society; and
    3. Other minor infractions as defined by the Ethics Committee.

C. The HQ liaison to the Ethics Committee shall send initial letters to address common logo and membership status infractions. If the matter cannot be quickly resolved, a formal ethics complaint will be forwarded to the Ethics Committee to be processed in accordance with the Administrative Rules/Board Procedures Manual.

D. To the extent possible, the Ethics Committee shall process all ethics complaints promptly.

E. Reasons for Ethics Committee delays beyond the time limits specified by the Administrative Rules/Board Procedures Manual include, but are not limited to, the following:

1. Cases on hold pending settlement of litigation;
2. Publication of corrections of misleading or unethical advertising; and/or
3. Taking of prescribed appraisal education courses.

F. An ethics investigation is suspended if a member resigns or is terminated during the course of the investigation until such time that it is resolved or terminated by the Ethics Committee.

G. Any member who wishes to reinstate membership in the Society and who is the subject of a suspended investigation shall submit to the resolution of the ethics complaint before full reinstatement is granted.

Administrative Rule V—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 VI—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 VII—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 and Administrative Rules/Board 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[1] 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 themself 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 or appointed office within the Society other than member 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 and Administrative Rules/Board 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[1] 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 15th 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 InternationalPresident 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—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 9—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 10—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 11—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 12—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 13—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 other governing documents.

Administrative Rule VIII—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[1], 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[1];
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[1] 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[1] 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

[1] 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.

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 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 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 IX—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 X—College of Fellows

Section 1—Function

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

A. To provide counsel[2] or white papers[3] through the following procedure:
   1. Receiving requests from members of the College of Fellows, a member of the Board of Governors, or chairs of standing committees; and
   2. Providing an acknowledgement of such requests with a timeline for response, and providing relevant advice as appropriate.

B. To initiate projects in coordination with or conjunction with discipline or other committees.

C. To forward nominations honoring outstanding members of the Society with advancement to the College of Fellows through recommendation 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 have demonstrated exceptional contribution to the Society and the profession.
   1. Contribution to the ASA shall be evidenced by making significant contributions while:
      a. being an Accredited Senior Appraiser (ASA) or similar position of an organization merged with the Society for a minimum of five (5) years;
      b. holding discipline, regional or international office;
      c. serving on, and making significant contributions to, standing or special committees and related projects of the Society;

[2] Defined as advice the Board of Governors or a standing committee of the Society have requested of the College.

[3] Defined as papers addressing fundamental principles on which sound appraisal practice shall be based.

d. presenting papers and programs at, or been a primary organizer of, discipline or international conferences;
e. instructing ASA valuation courses, seminars, or symposia.

2. Contribution to the profession shall be evidenced by:
   a. authoring courses, articles and texts addressing valuation theory or practice for ASA or other professional publication; or
   b. serving on government-related organizations or contributing to state lobbying advocacy or appraiser's PAC efforts.

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 similar position of an organization merged with the Society) 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. Nominations shall be kept confidential, including from the nominee.
E. If a nomination for membership in the College of Fellows has been presented for vote to the College and that vote, or a following vote of the Board of Governors, 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 nominee shall not be considered again.
F. The procedures to be conducted when the membership level of Fellow (FASA) is under consideration by the College of Fellows are stated in the College of Fellows Articles of Organizational Structure and Rules of Procedure.
G. Following the vote by the College, the Chancellor of the College shall provide any certified nomination to the International President including documentation regarding the nominee in order for the Board of Governors to make an informed decision regarding the elevation to the College of Fellows.
H. The award of Fellow (FASA) to a nominee certified by the College of Fellows shall be approved with an affirmative majority vote of the entire Board of Governors.

Administrative Rule XI—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.