



**American Society of Appraisers**

**Discipline Committee  
Organizational Structure &  
Rules of Procedure**

[v102423]

## Table of Contents

<b>ARTICLE I—THE CHARTER</b> .....	<b>3</b>
SECTION 1: DESIGNATED DUTIES .....	3
<b>ARTICLE II—COMMITTEE MEMBERS &amp; OFFICERS</b> .....	<b>3</b>
SECTION 1: COMMITTEE GOVERNANCE.....	3
SECTION 2: ELIGIBILITY OF MEMBERS-AT-LARGE AND OFFICERS.....	4
SECTION 3: VOTING ELIGIBILITY .....	4
SECTION 4: OFFICERS OF THE COMMITTEE.....	4
SECTION 5: ELECTION OF OFFICERS; TERMS OF OFFICE .....	4
SECTION 6: ELECTION OF MEMBERS AT-LARGE; TERMS OF OFFICE .....	5
SECTION 7: ELECTION OF EMERITUS MEMBERS; TERMS OF OFFICE .....	5
SECTION 8: VACANCIES AND REMOVALS .....	6
SECTION 9: RESIGNATIONS.....	6
SECTION 10: DUTIES OF THE COMMITTEE .....	6
SECTION 11: COMMITTEE MEETING RULES AND PROCEDURES .....	6
SECTION 12: DUTIES OF DISCIPLINE COMMITTEE CHAIR .....	7
SECTION 13: DUTIES OF VICE CHAIR .....	7
SECTION 14: DUTIES OF THE SECRETARY/TREASURER.....	7
SECTION 15: DUTIES OF THE IMMEDIATE PAST CHAIR .....	8
SECTION 16: OFFICER REPORTS .....	8
SECTION 17: DUTIES OF COMMITTEE MEMBER .....	8
<b>ARTICLE III—BUDGET</b> .....	<b>8</b>
SECTION 1: EXPENSE REIMBURSEMENT .....	8
<b>ARTICLE IV—MEETINGS</b> .....	<b>9</b>
SECTION 1: REGULAR MEETINGS .....	9
SECTION 2: MEETING NOTICE .....	9
SECTION 3: ORDER OF BUSINESS.....	9
SECTION 4: MEETINGS QUORUM-VOTING.....	9
<b>ARTICLE V—SUBCOMMITTEES</b> .....	<b>10</b>
SECTION 1: STANDING SUBCOMMITTEES .....	10
SECTION 2: REGULAR AND SPECIAL SUBCOMMITTEES.....	11
SECTION 3: BOARD OF EXAMINERS.....	11
<b>ARTICLE VI—AMENDMENTS TO THE ORGANIZATIONAL STRUCTURE &amp; RULES OF PROCEDURE</b> .....	<b>12</b>

The Board of Governors of the American Society of Appraisers (the “Society”) established these Organizational Structure & Rules of Procedure for all discipline committees (the “committee”) of the Society on June 27, 2017 and have been updated November 30, 2021. This document is intended to supersede the separate Rules of Procedure documents that were previously approved for each discipline. The intention of this document is to have a single uniform set of rules that will be consistent for each discipline. Certain provisions in this document are expected to become obsolete as certain milestones are achieved as set forth herein.

## **ARTICLE I—THE CHARTER**

### **Section 1: Designated Duties**

- A. The committee is a standing committee of the Society and is commissioned by the Administrative Rules/Board Procedures Manual of the Society to perform the following designated duties:
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 reviewing, restructuring, and updating the technical examinations of the discipline and the corresponding designations and specialties; and
  6. Perform other duties as assigned by the CEO, Board of Governors or chair of the discipline committee.

## **ARTICLE II—COMMITTEE MEMBERS & OFFICERS**

### **Section 1: Committee Governance**

- A. The committee shall be composed of not less than four (4) or more than fourteen (14) members-at-large. The committee shall also include four (4) officers, (chair, vice chair, secretary/treasurer, immediate past chair). If the Discipline Governors are not members-at-large, the committee shall include the Discipline Governors as ex-officio (non-voting) members of the committee.
- B. In addition to officers and members at-large, the Committee may also include not more than two (2) emeritus members, who shall sit as ex-officio (non-voting) members of the Committee.
1. At the time this document was executed, the Business Valuation Committee had two long-time emeritus members. Jay Fishman, was a voting member of the Business Valuation Committee, with a life-time term. Until he no longer wishes to serve on the Business Valuation Committee, his right to vote will continue. This subsection is only applicable to the individuals listed in this subsection 1(B)1.
  2. At the time that this document was executed, the Machinery & Technical Specialties Committee had several Emeritus members, Robert Svoboda, Michael Clarkson, Melvin Fineberg, Norman Laskay, Merritt Agabian, Kal Barrow, Alan Iannacito, Leslie Miles and Victor (Neil) Thompson, who collectively had a single

vote on matters before the committee, with life-time terms. Until these members no longer wish to serve on the Machinery & Technical Specialties Committee, their right to vote collectively will continue. This subsection is only applicable to the individuals listed in this subsection 1(B)2. The Committee shall be subject to the provisions of this document, the Bylaws and Administrative Rules/Board Procedures Manual of the Society, and the authority of the Board of Governors.

## **Section 2: Eligibility of Members-At-Large and Officers**

- A. In order to be an officer, member at-large, or emeritus member of the committee, the individual must:
1. Be a designated member in the discipline,
  2. Be a member in good standing of the Society, and
  3. Have met the continuing education standards of both the Society and the Committee.

## **Section 3: Voting Eligibility**

- A. Discipline committee members in good standing may vote on all discipline Committee matters that require a vote by the committee as granted by the Bylaws and Administrative Rules/Board Procedures Manual of the Society.

## **Section 4: Officers of the Committee**

- A. The officers of the committee shall be:
1. chair
  2. vice chair
  3. secretary/treasurer
  4. immediate past chair

## **Section 5: Election of Officers; Terms of Office**

- A. Every two years, the discipline's designated members shall elect all the officers of the Committee other than the immediate past chair. The nominations and elections for such officers shall be conducted in accordance with the Administrative Rules/Board Procedures Manual of the Society. The officers of the committee shall hold each elected office for a term of two (2) years and shall not be eligible to serve successive terms in the same office unless serving out the remaining term of a vacant officer position. No officer shall serve successive terms as an officer greater than two (2) years for each officer position on the committee. For greater clarity, if there are four (4) officer positions on the committee, an officer may serve no more than ten (10) successive years as an officer. The time served to fill a vacant position shall not be counted for the purpose of this provision. The chair may not serve a successive term in any officer position other than immediate past chair.
- B. The immediate past chair position shall be occupied by the chair upon completion of their term as chair.
- C. The terms of officers shall coincide with the administrative year of the Society. No later than February 15th of the appropriate year, the discipline nominating committee shall submit not less than two (2) candidates for the position of secretary/treasurer to the committee for approval and once approved, to International Headquarters.
- D. No later than February 15th of the appropriate year, the discipline nominating committee shall ensure that not less than one (1) qualified candidate is submitted to the committee for

approval and once approved, to International Headquarters for all officer positions other than secretary/treasurer and immediate past chair. It is recommended, but not required, that the individual officers should transition to the next position after each term (i.e. secretary/treasurer moves to vice chair and vice chair moves to chair) and the individual should have served at least one term as member at-large

- E. No later than February 15th of the appropriate year, the committee may submit additional candidates for all officer positions, other than immediate past chair based on an affirmative majority vote of the entire committee.
- F. For disciplines with less than 150 designated members that may have difficulty getting members willing to become nominated for officer openings on a discipline committee, there shall be a permitted exception to this provision. If the discipline committee is unable to get volunteers to be nominated to the secretary/treasurer position, or should the discipline committee be unable to find individuals that are willing to run for any of the officer positions in a particular year, the discipline committee must notify International Headquarters no later than February 15 of the appropriate year that it has attempted to fill positions but is unable to do so. At that point, the existing officers may be permitted to run for the same officer position that they currently occupy for no more than two additional years. However, once a discipline designated membership reaches 150 members, this exception will no longer be available. The 10-year limit for serving as an officer will not count in situations where an officer maintained the same officer position for multiple terms. Only one two-year term shall be considered for each officer position in applying the limitation.

#### **Section 6: Election of Members At-Large; Terms of Office**

- A. The discipline designated members shall elect qualified individuals to fill open member at-large positions. A member at-large shall hold office for a term of three (3) years. A member at-large shall be eligible to sit for re-election for one (1) successive term. When there are open member at-large positions for a given election, the discipline nominating subcommittee shall submit to the committee for approval and once approved, to International Headquarters not less than one (1) candidate more than the total number of member at-large positions that are being filled in the next election. The committee may submit additional candidates for open member at-large positions based on an affirmative majority vote of the committee. Candidates shall be submitted to International Headquarters no later than February 15<sup>th</sup> of the appropriate year. Qualified voting members of the discipline shall have the opportunity to offer write-in candidates for open member-at-large positions. To the extent possible, the terms of a member-at-large shall be staggered such that approximately one-third (1/3) of the total member-at-Large positions shall be subject to election each year. The terms of a members-at-large shall coincide with the administrative year of the Society.

#### **Section 7: Election of Emeritus Members; Terms of Office**

- A. Emeritus member status may be bestowed on an individual based on an affirmative majority vote of the committee subject to the limitation above in Article II, section 1(B). The committee may only consider emeritus member candidates proposed by the discipline nominating committee. Emeritus member status shall be an honorary appointment so long as the individual remains a member of the Society. The term of an emeritus member is for one year and can be reappointed for up to five (5) successive terms. In no event shall the term of office for an emeritus member be greater than five (5) years. The exception to this subsection is for those individuals that have previously been provided with life-time emeritus status as discussed in section 1(B).

- B. In the event an emeritus member voluntarily resigns membership or is expelled from the Society for any reason, that individual shall relinquish their emeritus member status.
- C. When requested by the discipline committee chair or an affirmative majority vote of the committee, the discipline nominating subcommittee shall submit to the committee for approval not less than one (1) candidate for an open emeritus member position no later than May 1st of the appropriate year. The committee may submit additional candidates for open emeritus member positions based on an affirmative majority vote of the committee. Emeritus members shall be appointed to this position by an affirmative majority vote of the committee. The terms of emeritus members shall coincide with the administrative year of the Society.

### **Section 8: Vacancies and Removals**

- A. The discipline committee chair shall fill all open member-at-large and secretary/treasurer vacancies on the committee by appointment for the unexpired term of the vacant position. Eligibility for appointment to a vacant position shall be in accordance with the eligibility requirements for membership on the committee. Vacancy appointments by the chair shall be ratified by an affirmative majority vote of the Committee.
- B. In the event of the vacancy of the vice chair, the secretary/treasurer shall become Vice Chair for the unexpired term of the vice chair. The discipline committee chair shall fill the secretary/treasurer position by appointment for the unexpired term of the vacant position. Eligibility for appointment to a vacant position shall be in accordance with the eligibility requirements for membership on the committee. Vacancy appointments by the discipline committee chair shall be ratified by an affirmative majority vote of the committee.
- C. In the event a position cannot be filled as described above, the position shall remain open until such time that either a special election or an ordinary election is held for officer positions. The determination of whether to hold a special election for officer positions shall be made by an affirmative majority vote of the committee.
- D. In the event of a vacancy of an emeritus member, the committee shall determine by an affirmative majority vote, if it wishes to fill a position. If so, the committee shall conduct procedures consistent with Article II, Section (7) and elect an emeritus member for the unexpired term of the vacant emeritus member position.
- E. In the event of the vacancy of the immediate past chair, the position shall remain vacant until the current chair completes their term as chair and assumes the immediate past chair position.
- F. Any officer, member-at-large, or emeritus member may be removed from the committee after prudent deliberations by the committee and a two-thirds (2/3) affirmative majority vote of the entire committee.

### **Section 9: Resignations**

- A. The resignation of any officer, member-at-large, or emeritus member of the committee shall be submitted in writing to the discipline committee chair. Resignation of the discipline committee chair shall be submitted in writing to all committee members and the international president of the Society.

### **Section 10: Duties of the Committee**

- A. The committee shall have the authority to carry out its designated duties.

### **Section 11: Committee Meeting Rules and Procedures**

- A. The committee shall adopt rules and procedures for the conduct of its meetings and transactions of its business, thereafter, including provisions for voting by mail or

electronically. In the absence of rules to the contrary, The Modern Rules of Order shall apply. Notwithstanding such provisions, no vote by mail or electronically shall be valid unless every member of the committee shall have been provided with a reasonable opportunity to vote.

- B. The committee shall keep a record of its proceedings, copies of which shall be made available to members of the discipline, the Board of Governors, and the international officers of the Society upon request.
- C. An affirmative majority vote of the committee shall be necessary to adopt motions or resolutions.
- D. In the event of a tie vote, the discipline committee chair shall cast the deciding vote.

#### **Section 12: Duties of Discipline Committee Chair**

- A. In addition to the duties prescribed elsewhere in this document and in the Bylaws and Administrative Rules/Board Procedures Manual of the Society, the discipline committee chair shall:
  - 1. Preside at all meetings of the committee;
  - 2. Maintain and enforce the organizational structure and rules of procedure of the committee;
  - 3. Conduct such communication with interested parties as deemed to be in the best interests of the committee;
  - 4. Perform all other duties customary to the office of discipline committee chair and as delegated by the committee and the Board of Governors; and
  - 5. Provided they are eligible and willing, they shall become the immediate past chair at the end of their term as chair.

#### **Section 13: Duties of Vice Chair**

- A. In addition to the duties prescribed elsewhere in this document and in the Bylaws and Administrative Rules/Board Procedures Manual of the Society, the vice chair shall:
  - 1. Serve as the temporary discipline committee chair in the event of the absence, disability or disinclination of the discipline committee chair to act;
  - 2. Perform all other duties customary to the office of vice chair and as delegated by the discipline committee chair or the committee; and
  - 3. Provided they are eligible and willing, they shall become the nominee for election to the position of discipline committee chair and if elected, shall take office at the end of their term as vice chair.

#### **Section 14: Duties of the Secretary/Treasurer**

- A. In addition to the duties prescribed elsewhere in this document and in the Bylaws and Administrative Rules/Board Procedures Manual of the Society, the secretary/treasurer shall:
  - 1. Serve as the temporary chair in the event of the absence, disability or disinclination of both the chair and vice chair to act;
  - 2. Give notice of all meetings of the committee;
  - 3. Cause a record of all proceedings at all such meetings to be made and of all matters of which a record shall be ordered;
  - 4. Conduct such correspondence as instructed by the discipline committee chair;
  - 5. Record the names of those members present at each meeting of the committee;
  - 6. Submit a written report to all committee members in writing at each regular meeting of the committee of the preceding meeting, and of any special meeting not previously reported on and on any other information specified by the committee;

7. Review expenditures directly related to the discipline committee included in the budget, (i.e. committee meeting expenses);
8. Work with the chief financial officer of the Society to prepare a report providing a financial update at each regular meeting of the committee;
9. Perform other such duties as customary to the office of secretary/treasurer and as delegated by the discipline committee chair or the committee; and
10. Provided they are eligible and willing, they shall become the nominee for election to the position of vice chair and if elected, shall take office at the end of their term as secretary/treasurer.

### **Section 15: Duties of the Immediate Past Chair**

- A. The duties of the immediate past chair shall include the following:
  1. Serve as an advisor to the discipline committee chair;
  2. Chair the Discipline Nominating Committee and work to identify future leaders and to encourage their participation in committee governance; and
  3. Perform any other such duties as assigned by the discipline committee chair.

### **Section 16: Officer Reports**

- A. The officers of the discipline committee and all chairs of each subcommittee shall each render a report at each meeting of the committee.

### **Section 17: Duties of Committee Member**

- A. The duties of the committee member include the following:
  1. Carry out the duties of the committee defined in Article 1; Section 1: Designated Duties
  2. Committee members are expected to have knowledge and understanding of all ASA Governing documents, and perform their duties in good faith, in a manner reasonably believed to be in the best interests of the Society, and with care to their responsibilities as any prudent and ordinary person would use under similar circumstances.
  3. Committee members will be properly prepared for committee meetings.
  4. Committee members will use best efforts to attend and participate in all physical and virtual meetings and use best effort to participate in all activities of the committee. Committee members will inform the Chair by email of any expected absence or non-participation at least twenty-four (24) hours before the scheduled meeting time or deadline. If an emergency precludes prior notification, an email explaining the absence or non-participation shall be sent as soon as is practical.
  5. Committee members will make reasonable efforts to be available for and participate in special or unscheduled committee meetings; and
  6. Committee members will actively participate on task forces and subcommittees and perform legitimate specific duties as required and requested by chair.

## **ARTICLE III—BUDGET**

### **Section 1: Expense Reimbursement**

- A. Expenses for committee members, and individuals authorized by and acting on behalf of the committee, may be reimbursed in amounts no greater than allowed by the expense reimbursement in the budget. The committee shall reimburse officers, members at-large and emeritus members for no more than reasonable travel and hotel expenses for the annual members meeting. The committee shall reimburse discipline governors for no more than reasonable travel and hotel expenses for a mid-term meeting.

- B. Expenses for all other meetings or activities of the committee must be provided for in the budget.

## **ARTICLE IV—MEETINGS**

### **Section 1: Regular Meetings**

- A. There shall be an annual meeting of the committee held at the same location and immediately preceding the annual members meeting (expected to be held at the annual international conference.)
- B. The discipline committee chair, or the committee by an affirmative majority vote, may determine the schedule and frequency of other regular meetings of the committee, which may be conducted over a virtual platform or conference call.
- C. The discipline committee chair, or the committee by an affirmative majority vote, may call for special meetings of the committee.

### **Section 2: Meeting Notice**

- A. The secretary/treasurer shall cause written notices of all committee meetings to be sent to every committee member either electronically or at their mailing address at least thirty (30) days prior to the date of the meeting, if in person, or ten (10) days prior to the date of the meeting, if telephonically or via email (or other computer platform approved by the committee). When necessary, the discipline committee chair may call for an emergency meeting, for a specified purpose, at any time with a minimum of 24 hours advance meeting notice.

### **Section 3: Order of Business**

- A. The order of business shall include, but not be limited to, the following:
  - 1. Call to order
  - 2. Adoption of the minutes of last meeting
  - 3. Reports of officers
  - 4. Reports of subcommittee chairpersons
  - 5. Unfinished business
  - 6. New business
  - 7. Adjournment
- B. The chair shall establish the agenda at committee meetings. Members at-large and officers may request the chair to add additional agenda items. Such requests shall not be unreasonably denied.

### **Section 4: Meetings Quorum-Voting**

- A. A majority of voting members of the committee shall constitute a quorum for the conduct of business. Any voting member(s) of the committee may submit motions or resolutions for a vote. An affirmative majority vote is required to pass any motion or resolution of the committee, in which there is a quorum of members present.
- B. For purposes of section 4(A), since the Machinery and Technical Specialties emeritus members have a single collective vote, all emeritus members shall only be considered as a single member for establishing a quorum.

## ARTICLE V—SUBCOMMITTEES

### Section 1: Standing Subcommittees

- A. To assist in carrying out the duties of the committee, there may be the following standing subcommittees. These subcommittees, with the exception of the required nominating committee, may be established but are not required:
1. Conference  
The conference subcommittee duties and responsibilities are to work with the International Headquarters in identifying topics and speakers for the international conference
  2. Education  
The education subcommittee duties and responsibilities are to oversee with International Headquarters the development and updating process of the Principles of Valuation courses, and to identify topics and speakers for other educational activities (i.e. courses, seminars, live webinars, on-demand webinars, etc.)
  3. Government Relations  
The government relations subcommittee duties and responsibilities are to work with International Headquarters in tracking legislation and prioritizing, strategizing and executing advocacy efforts.
  4. Marketing  
The marketing subcommittee duties and responsibilities are to work with International Headquarters in developing the marketing strategies for the activities of the organization.
  5. Membership  
The membership subcommittee duties and responsibilities are to work with International Headquarters in the recruitment and retention of members.
  6. Nominating  
The nominating subcommittee duties and responsibilities are to select the slate of nominees for the open member-at-large positions and officer positions for the discipline committee to present to membership for their vote.
  7. Standards  
The standards subcommittee duties and responsibilities are to develop and monitor standards for the appraisal profession.
  8. Any other deemed necessary by an affirmative majority vote of the committee.
- B. The discipline committee chair shall appoint the members and chairs of standing subcommittees except for the nominating subcommittee. The appointments shall be ratified by an affirmative majority vote of the committee.
- C. The discipline nominating subcommittee shall consist of the immediate past chair and two (2) individuals that are current or former members at-large, current or former emeritus members, or former officers of the committee. The immediate past chair shall serve as the chair of the nominating subcommittee. If the immediate past chair is unable or unwilling to serve, the discipline committee chair shall appoint a new chair for the unexpired term of

the immediate past chair. This appointment shall be ratified by an affirmative majority vote of the entire committee. The term of the chair of the nominating subcommittee shall be two (2) years. The terms of the appointed members shall be two (2) years and their terms shall be staggered. At the beginning of their term of office, the chair of the nominating subcommittee shall appoint one member and at the conclusion of the first year of the term of office of the chair, the committee shall elect the other member by an affirmative majority vote of the committee. Any currently serving member at-large or officer of the committee may submit nominees for the committee elected position. Members serving on the nominating subcommittee may not sit for election as officers or members at-large unless approved of by an affirmative majority vote of the entire committee. Members of the nominating subcommittee may not serve successive terms on the nominating subcommittee.

- D. Standing subcommittee chairs and members are not required to be members of the committee,
- E. The discipline committee chair shall not appoint himself as chair of any standing subcommittee.
- F. The chair of a subcommittee other than the nominating subcommittee shall have a term of two (2) years and there are no limits to their reappointments. The chair must:
  - 1. Be a designated member in the discipline,
  - 2. Be a member in good standing of the Society, and
  - 3. Have met the continuing education standards of both the Society and the discipline.
- G. A member of a subcommittee other than the nominating subcommittee shall have a term of three (3) years and there is no limit to their reappointments. The member must:
  - 1. Be a designated member or candidate in the discipline,
  - 2. Be a member in good standing of the Society
- H. The subcommittees other than the nominating subcommittee shall be composed of a minimum of two (2) members with no limits on the maximum number of members.

## **Section 2: Regular and Special Subcommittees**

- A. The discipline committee chair, or the committee by an affirmative majority vote, may create regular subcommittees with final approval of the Board of Governors. The discipline committee chair shall appoint the members and chair of these subcommittees. These subcommittees shall continue from year to year until terminated by the committee.
- B. The discipline committee chair, or the committee by an affirmative majority vote, may create taskforces. The discipline committee chair shall appoint the members and chair of these taskforces. These taskforces shall terminate upon completion of their objectives or by direction of the chair.
- C. Regular, special subcommittee chairs and task force members are not required to be members of the committee.

## **Section 3: Board of Examiners**

- A. The chair shall appoint the discipline vice chair of the Board of Examiners. The appointment shall be ratified by an affirmative majority vote of the discipline committee.
- B. The chair shall appoint the discipline members of the Board of Examiners, consisting of Examiners and Advisers. The appointments shall be ratified by an affirmative majority vote of the discipline committee.

- C. The discipline vice chair of the Board of Examiners:
  - 1. Shall serve a term of one (1) year and may be reappointed;
  - 2. May be removed by an affirmative majority vote of the discipline committee.
- D. The discipline members of the Board of Examiners:
  - 1. Shall serve a term of one (1) year and may be reappointed;
  - 2. May be removed by the chair or by the chair of the Board of Examiners.
- E. The discipline vice chair of the Board of Examiners shall render a report at each meeting of the discipline committee.

## **ARTICLE VI—AMENDMENTS TO THE ORGANIZATIONAL STRUCTURE & RULES OF PROCEDURE**

- A. The Organizational Structure and Rules of Procedure of the committee shall be amended by an affirmative majority vote of that discipline committee and an affirmative majority vote of the Board of Governors, in accordance with the Bylaws and Administrative Rules/Board Procedures Manual of the Society. These Administrative Rules/Board Procedures Manual supplement the Constitution and Bylaws of the Society and shall serve as explanation and implementation of the provisions of the Constitution and Bylaws.