



**American Society of Appraisers**  
Minutes - Board of Governors Midterm Meeting  
Herndon, Virginia  
January 17, 2009

International President Ronald M. Seaman called the meeting to order at 8:30 a.m. EST

International Secretary/Treasurer Robert C. Schlegel called the roll.

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|--|----------------------------------|
| International President                    | Ronald M. Seaman, FASA           |
| International Senior Vice President        | Michael H. Evans, FASA           |
| International Secretary/Treasurer          | Robert C. Schlegel, ASA          |
| International Past President               | John D. Willey, FASA             |
| Governor, Region 1                         | Timothy A. Griffith, ASA         |
| Governor, Region 2                         | James R. Tisch, ASA              |
| Governor, Region 3                         | Bradford James Southern, ASA     |
| Governor, Region 4                         | Edward G. Detwiler, ASA          |
| Governor, Region 5                         | James O. Brown, ASA              |
| Business Valuation Governor                | James M. Hill Jr., ASA           |
| Business Valuation Governor                | Daniel R. Van Vleet, ASA         |
| Gems & Jewelry Governor                    | Jennifer J. Thornton-Davis, ASA* |
| Gems & Jewelry Governor                    | Gary L. Smith, ASA*              |
| Machinery & Technical Specialties Governor | Jack Washbourn, ASA              |
| Machinery & Technical Specialties Governor | Alan C. Iannacito, ASA           |
| Personal Property Governor                 | Nelson O. Clayton, ASA           |
| Personal Property Governor                 | Edith (Edie) M. Yeomans, ASA     |
| Real Property Governor                     | Richard W. Gilmore, FASA         |
| Real Property Governor                     | William P. Wilson III, ASA       |
| Executive Vice President                   | Laurie M. Saunders               |
| Legal Counsel                              | Jerome C. Schaefer, Esq.         |
| Parliamentarian                            | H. Edward Morris Jr., ASA        |
| Chief Finance and Operations Officer       | Harriet S. Cutshall, CPA         |
| Recorder                                   | Susan R. Fischer                 |

\*Master Gemologist Appraiser®

Guests:

|  |                        |
|--|------------------------|
| Chair, Ethics Committee                    | J. Mark Penny, ASA     |
| Treasurer, Personal Property Committee     | Janella N. Smyth, FASA |
| Director of Education and Accreditation    | Jane S. Grimm          |
| Director of Membership and Reaccreditation | Bonny F. Price         |
| Director of Communications                 | Betty N. Snyder        |

President Seaman announced to the board that Jim Rigby had passed away Friday night. He said that Jim had been a great contributor to the entire ASA organization and that he will be missed.

A quorum was established and President Seaman asked the board members for any changes or additions to the minutes from the December 16, 2008 conference call. None were given and the minutes were approved as submitted.

The Board of Governors then went into closed session.

The Board of Governors adjourned from closed session and reconvened to its regular session after a short break.

Past President Willey asked that flowers be sent to Jim Rigby's family from ASA and added that Secretary/Treasurer Schlegel will represent ASA at Jim's funeral. President Seaman added that a letter to the Rigby family will be circulated for the board members to sign.

## **Board and Committee Reports**

President Seaman began his report by congratulating the board members for handling some thorny issues over the past six months. He said that the board had (1) spent \$300,000 on a new Association Management Software system, (2) had made a significant decision on ASA's participation with the IVSC and (3) today and tomorrow will talk about discipline centric issues. He said that the Education Committee report states that they are not able to move forward until a decision is made on discipline centric and that the Real Property Committee's negotiations with NAIFA are on hold for the same reason. President Seaman encouraged the board to make a decision in the next day and a half to enable all of us to move forward and added that decisions need to be made, whatever they are, so we can move forward.

President Seaman asked if anyone had anything to add to their report.

Governor Griffith said that most chapters in Region 1 are doing well but that he has some concerns about the Boston Chapter, which presently has no officers but has been very active in the past. Governor Griffith said that Roger Durkin is helping to revitalize the Boston chapter. He added that he continues to visit the chapters and has named District Directors to help with recruitment and retention.

Executive Vice President Saunders thanked everyone who came to the reception at the Headquarters office Friday afternoon and encouraged everyone who was unable to attend to come and visit the office. She said that we have an energetic staff that is ready to assist and support you.

Executive Vice President Saunders continued by saying that the implementation of the Aptify system is forcing us to think differently and asked the board to convey their ideas for new revenue streams. She added that a new Webinar platform will be coming out in the next few months.

President Seaman asked the board to direct their attention to the challenges for the year contained in the written report submitted by Executive Vice President Saunders.

Governor Tisch said that some of the larger chapters in Region 2 such as Miami, Tampa Bay, Orlando, and Atlanta are doing well but that the smaller chapters have trouble getting together due to the geographical distance between members. He added that the South Carolina chapter is having problems but they continue to work at becoming successful.

Governor Southern commented that in Region 3, he sees good participation in Texas, Ohio and Michigan and that the Kentucky Chapter was intending to close but have elected officers and is active again.

Governor Detwiler said that the Minneapolis Chapter did a great job hosting the 2008 ASA Annual Conference. He said that many chapters in Region 4 are doing well and specifically cited the St. Louis, Indianapolis, Chicago and Denver chapters.

Governor Detwiler commented that money is being spent on the new ASA Web Site but that the old (current) Web Site is being neglected. He said that attention must still be paid to the current Web Site citing the lack of region and committee information on the current Web Site and the difficulty of obtaining regional email lists.

Governor Detwiler added that members in Region 4 receive benefits from belonging to their chapters and do not understand what discipline centric will do for the ASA chapter/region structure.

Governor Brown said that in general, chapters do not work, although there are some exceptions. He said that plus or minus 15% of members are active in chapters and for the most part, 85% of members renew their membership but don't participate in chapter functions. As a different perspective, we could use chapters to deliver local services but we leave this up to intellectually curious volunteers who switch officer positions and are "good souls" interested in ASA but are not provided with any training. Governor Brown gave an example of the Los Angeles chapter that has 370 members but only

15% of those members participate in the chapter. He expressed concern that members are getting what they want out of ASA but not out of the chapters and that evidence shows that the success of ASA is not dependent on the success of its chapters.

Governor Detwiler commented that, in any organization, only 15% of the members volunteer and are involved and that there are problems within the disciplines too. He said that the Chicago chapter will be presenting a symposium with RICS and that he has worked with successful chapters that are viable tools for offering education and for processing applications.

Governor Hill reported that the Business Valuation Committee had a successful joint conference with AICPA in Las Vegas during November with approximately 1,500 attendees and is planning a joint conference in Florida with the CICBV. Governor Hill said that he likes the larger conferences because their content is very strong and they provide good networking opportunities but that other members prefer smaller conferences. He said that both types of conferences are financially successful.

Governor Smith commented that the new Gems & Jewelry Committee Web Site is getting a lot of hits and that the discipline Web Site ties in with the ASA Web Site.

Governor Iannacito said that, due to the new USPAP reaccreditation requirement of completing a 15-hour USPAP course and exam every five years for ASA reaccreditation, Barry Alperin has been working with each MTS Committee member, on an individual basis, who has recently taken the 7-hour USPAP and whose reaccreditation is already being processed. Director of Membership and Reaccreditation Bonny Price said that an email explaining this requirement has been sent to the members in the Personal Property, Gems & Jewelry, and Machinery & Technical Specialties disciplines.

Past President Willey commented that there are three 15-hour options of the USPAP course; Personal Property, Business Valuation and the standard course and that an individual can take any one they choose to take. There is only one 7-hour course.

Janella Smyth said that Personal Property is now required to take a 15-hour course and exam every five years as part of the minimum qualifications established by The Appraisal Foundation and that the ASA may be "over endorsing" these minimum qualifications. Ms. Smyth added that Sandra Tropper, ASA's TAFAC representative, is working to re-write the minimum qualifications. President Seaman asked Ms. Smyth to prepare a report for the Board of Governors meeting in Orlando to clarify what needs to be done to be in compliance with the requirements of the The Appraisal Foundation. Ms. Smyth agreed to prepare this report.

Executive Vice President Saunders said that we are a sponsoring organization of The Appraisal Foundation and that we need to require our members to be in compliance with their requirements. This year we are making sure that our members are in compliance.

Governor Clayton commented that the IRS continues to look to the Appraisal Institute for their definition of an appraiser. President Seaman said that this definition has not yet been published and that Peter Barash, who has been working hard on this, says that it will not be written to AI's preference.

Governor Gilmore said that the Real Property Committee has another meeting scheduled in early March with NAIFA.

Governor Yeomans said that the Personal Property Committee has seen an increase in enrollment in their POV courses that are being held in association with four universities; Pratt, Northwestern, RISD and UCI. During the present economy people are adding another skill set and are enrolling in these classes. She said that the committee plans to revise several courses, and during the last year developed several Webinars that count for education credits and added that the Personal Property Connoisseur conference is being held in Montreal, October 29-31, 2009.

President Seaman commented that RICS offers courses through university sites as well and asked if the Personal Property Committee knows how this system is working and if it is profitable. Governor Clayton said that the committee does look at these courses and course sites and said that of those people getting through the 204 class, 25% will become members of ASA. He added that the profitability depends on the contract with each university. President Seaman asked Governor

Clayton to develop the statistics on these courses and include them in the Personal Property Committee's annual report for the Orlando conference.

Governor Yeomans said that there is good retention of those individuals taking the 201 course at Pratt Institute in New York. She said that it is a "win/win" situation with the universities, they use our logo and we benefit from their advertising; there is prestige in being associated with a university and students receive a certificate.

Governor Southern commented that universities in the Detroit are asking Real Estate brokers in the area to bring courses to them and offering a rent-free room in return.

President Seaman asked if any of the other committees had anything to add and then asked Past President Willey for the Nominating and Awards Committee report.

Past President Willey said that the Nominating and Awards Committee approved three candidates for the 2009-2010 International Secretary/Treasurer's position and felt that these three individuals were extremely qualified. He said that the committee also approved Ernest A. Demba, FASA as a Life Member and that Eugene G. Kaczowski, FASA, be appointed to a three year term to the Appraisal Foundation Board of Trustees. President Willey presented the 2009-2010 slate of officers approved by the Nominating and Awards Committee.

President – Michael H. Evans, FASA  
Senior Vice President – Robert C. Schlegel, ASA  
Secretary/Treasurer – Kenneth M. Dufour, ASA  
Steven C. Tatro, ASA  
Jack Washbourn, ASA

Governor Smith made a motion to approve the 2009-2010 slate of officers as presented by the Nominating and Awards Committee. Governor Iannacito seconded the motion. Governor Washbourn recused himself from the vote. Motion passed by a unanimous vote.

Governor Griffith made a motion to approve Ernest A. Demba, FASA as a Life Member of the American Society of Appraisers. Governor Tisch seconded the motion. Motion passed by a unanimous vote.

Senior Vice President Evans made a motion to confirm the appointment of Eugene G. Kaczowski, FASA to a three year term to the Appraisal Foundation Board of Trustees. Governor Iannacito seconded the motion. Motion passed by a unanimous vote.

### **Headquarters Task Force Report**

Governor Hill said that the lease for the present Headquarters location of a little more than 8,000 square feet will expire in two and a half years (June 30, 2011). The present rate of \$32.50 per square foot is well above the market rate. He said that the task force met several times via conference calls and developed a list of pros and cons of staying in the present location, moving to a different location in the same area or moving to another city. The task force considered the cities of Denver, Dallas, Kansas City, and Raleigh, outside the Northern Virginia area. Governor Hill said that Executive Vice President Saunders interviewed ten tenant representation companies, narrowed that list down to five, and then the task force selected Transwestern.

Allen McBride and Chris Jacobs, representatives from Transwestern gave an overview of the current market both in and outside of the Northern Virginia area and the options that are available and some of the pros and cons involved, depending on the option selected. Governor Hill asked the board to read the materials presented by Transwestern and said that the task force will present another progress report for the annual board meeting in Orlando.

### **Financial Reports**

Secretary/Treasurer Schlegel said that he is concerned about 2009 but that the financial health of ASA is pretty good and that we can move ahead with momentum. He explained that, historically, we did not do well during the 2001 through

2003 time period. During 2004 through 2007, expenses were cut to the bone and we recovered over \$400,000 in losses. The CD losses occurred in 2006-2007 and the 2008-2009 budget shows good performance so far.

Secretary/Treasurer Schlegel stressed the importance of having preliminary monthly reports from the disciplines in order to do monthly financial interpretations to measure against the budget. He said that it would be better to have more timely information than more perfect information.

Secretary/Treasurer Schlegel presented a PowerPoint to show an overall view of ASA finances and continued by saying that net assets are 45.2% of total assets; last year they were 35.2% of total assets. ASAE industry averages of \$5 - \$10 million revenue associations showed net assets at approximately 59.2% of total assets. He added that our ratio of revenue per full time employee (FTE) is roughly equal to the ASAE industry average.

Secretary/Treasurer Schlegel showed the net tangible assets per member in each discipline and encouraged each discipline, as a strategic move, to improve their NTA/Member ratio. He added that the Personal Property NTA/Member ratio was high due to the payments for their Italy trip. He said that in general, BV and MTS are on the positive side, GJ and PP are on the negative side and RP has some positive and some negative.

Regarding investments, Secretary/Treasurer Schlegel said that at the end of November, our paper loss was \$100,000 in equity and during December we recovered \$30,000. He said that on the upswing, our conservative policy has served us well and compared to the stock market, we are not doing so badly. Secretary/Treasurer Schlegel added that membership had declined approximately 1.4% which is a long term problem and a reversal of this decline should be a priority.

Secretary/Treasurer Schlegel said that we are looking at education demand and the schedule ahead and added that there are uncertainties with the BV302 class and the ARM classes.

A question was asked as to why Secretary/Treasurer Schlegel said that Personal Property is on the negative side but shows Personal Property having a higher NTA/Member ratio than everyone else. Secretary/Treasurer Schlegel explained that these are balance sheet issues and that Personal Property presently has a large bank account because of payments for their Italy trip but that in regard to allocation of operational expenses Personal Property is on the other end. He said that the disciplines are responsible for sources of revenue and for their expenses; for example, BV has two governors representing 1,000 members and GJ has two governors representing 120 members.

Governor Van Vleet said that the specifics of the finances of each discipline are lacking. When everything is consolidated, the details are lost and that better reporting is needed. He added that there is approximately \$700,000 out there in chapter balances and many chapters are not doing anything with that money, which is just sitting in their bank accounts. Secretary/Treasurer Schlegel said that he will share the substance of this in a letter to the discipline chairs and to the chapters regarding chapter management of funds. Governor Van Vleet continued by saying that the financial reports should contain more detail and Chief Finance & Operations Officer Cutshall asked the disciplines to let her know exactly what they need. She said that the tools will be in place soon to enable her to report on a month by month basis. At the present time, these reports need to be done manually.

Governor Iannacito asked a question about the 1.4% overall decline in membership. Secretary/Treasurer Schlegel said that each year we lose a small percentage of members and Mark Penny said that within the disciplines, the membership numbers are different and gave an example of the RP discipline having 25% less members than in the past. President Seaman said that during the NACAO meeting, the Appraisal Institute reported a 10% increase this year by 4,000 members; they did this by making a compromise to cut the fee for an entry level of membership. Governor Gilmore commented that AI members with the MAI designation pay annual dues of \$1,000 and the annual dues for the entry level membership are \$295.

### **ASA Governance Task Force Report**

Governor Washbourn thanked the members of the task force for their efforts in tackling a complex task and for “scratching the surface” of the discipline centric issue. He added that the report is the consensus of the task force but that the resolutions submitted were not a consensus of the task force members. Governor Washbourn commented that more

detailed analysis needs to be done and serious decisions need to be made on discipline centric and asked the other task force members for their comments.

Governor Van Vleet said that his vision of the responsibilities of the task force was to develop concepts that needed to be addressed in order to move to discipline centric governance and to determine conceptually how to authorize responsibilities to the discipline committees. Governor Van Vleet continued by saying that in order to remain a non-profit, separate legal entities cannot be created and that the Board of Governors has the authority to delegate responsibilities to the discipline committees. These responsibilities need to be decided in addition to the financial aspect of discipline centric governance.

President Seaman asked what is the second or third stage and Governor Van Vleet said that he had proposed an aggressive timeline to create a governance committee to develop broad, general concepts of the responsibilities of Headquarters, the Discipline Committees and the Board of Governors and then develop implementation plans for the changes to Headquarters and changes to the governance structure. Governor Van Vleet said that we need to have concepts, not specifics at this point.

Governor Iannacito said that regional representation on the Board of Governors should continue and Governor Wilson said that the task force agreed to keep region governors as they represent the whole picture of ASA. Governor Van Vleet said that discipline centric governance means that disciplines are conducting the operations and that the Board of Governors is like a Board of Directors providing an “umbrella” oversight but not making operational decisions.

Senior Vice President Evans said that the Board of Governors is a governing body and can give authorities to the disciplines because they do a better job of managing their responsibilities. He added that geographic representation brings a different set of criteria. Senior Vice President Evans said that we have been discussing this a long time and there are some things we cannot do until these questions are answered. He said that we have to make some decisions and that if we make a mistake, we can fix it.

Governor Yeomans thanked Governor Washbourn and the members of the task force and said that issues beyond the governance issues still need to be identified and suggested that the task force continue on to bring forth resolutions for the annual meeting. She said that some of the members had not been on the board very long and she encouraged everyone to look at the report in order to deal with the issues and move forward with the discipline centric issues.

Governor Griffith commented that the task force made good progress after realizing they were on common ground. Executive Vice President Saunders said that she felt that the Bylaws are cumbersome and that the task force spent a lot of time in the beginning learning how ASA is run and she encouraged everyone to try to simplify and move ahead in the direction the task force wants us to do.

Governor Washbourn commented that the discipline white papers were the starting point for the committee. The BV Committee’s report was very detailed and descriptive and the other reports were not as detailed. He said that the board today is better and more functional and the financial reports are outstanding compared to a few years ago.

Janella Smyth encouraged the board members to carefully consider the resolutions brought forth by the governance task force and to take a leap of faith and to implement changes to put authority in the hands of the disciplines to operate, with the board functioning as the oversight. She said that there are things the disciplines want to do and they need the authority to do them.

Past President Willey made a motion to accept the reports as reported and amended. Governor Thornton-Davis seconded the motion. Motion carried.

The Board of Governors adjourned for a lunch at 11:45 a.m. and attended a media training session provided by Bendure Communications during lunch.

The Board of Governors reconvened at 12:30 p.m.

## **Resolutions**

### **Resolution No. 01-09-01**

**Therefore be it resolved** that the ASA Budget and Finance Committee develop a plan for addressing a phased increase in membership dues and for defining core services in the budgeting process.

Resolved by Jack Washbourn, ASA and seconded by Michael H. Evans, FASA

President Seaman directed the board's attention to the chart of core services that Chief Finance & Operations Officer Cutshall had prepared during the Budget and Finance Committee meeting. Chief Finance and Operations Officer Cutshall said the concept of core services came out of the Budget and Finance Committee discussion in March of last year and that the list on the flip chart was a result of that discussion. She said that the consensus was that core services are what dues should be paying for and that education and meetings programs should be looked at separately.

Chief Finance and Operations Officer Cutshall said that, as decided in March of last year, core services include all staff costs less those for the education and meetings departments; rent and utilities; IT; services provided in the membership department which are the call center and accreditation and reaccreditation services; publications sales and expenses; public relations and marketing; board and governance; and legal and legislative affairs. In response to Governor Van Vleet's question asking if core services cut across all disciplines Chief Finance and Operations Officer Cutshall said that, yes, they do.

After much discussion regarding the present definition of core services and the pros and cons of proposing an increase in dues, both Governor Washbourn and Senior Vice President Evans agreed to withdraw Resolution No. 01-09-01 and President Seaman agreed to draft an executive order to the Budget and Finance Committee.\*

**Resolution was withdrawn.**

### **Resolution 01-09-02**

Secretary/Treasurer Schlegel read the resolution.

**Therefore be it resolved** that Administrative Rule XVII, Section 2 of the Administrative Rules of the American Society of Appraisers be changed to read as follows:

#### **ADMINISTRATIVE RULE XVII—Standing and Other Committees**

##### **SECTION 2—Discipline Committees**

As authorized by the Society's bylaws, the Board of Governors has deemed it to be appropriate to departmentalize the membership of the Society into sections covering specialized fields of appraising. Said sections are entitled *disciplines*. Each discipline has a committee.

Each Discipline Committee has delegated authorities and responsibilities as set forth herein. Those authorities and responsibilities, which are not specifically granted to the Disciplines Committees, are reserved for the Board of Governors.

Under this delegation of authorities and responsibilities the Board of Governors retains policy authority and responsibility including the following: staff management, oversight authority and responsibility, interdisciplinary coordination, cooperation, and oversight authority in operating areas involving multiple discipline activities. The Discipline Committees are granted authority in discipline-specific policy, operating authorities, subject to oversight, coordination, approval, and ultimate authority of the Board of Governors.

~~A. The discipline committees are:~~

~~—Appraisal Review and Management Committee~~

~~—Business Valuation Committee~~

~~—Gems and Jewelry Committee~~

~~—Machinery and Technical Specialties Committee~~

~~—Personal Property Committee~~

~~—Real Property Committee~~

A. The recognized Discipline Committees are as follows:

Business Valuation Committee; Machinery and Technical Specialties Committee; Personal Property Committee; and Real Property Committee.

The Appraisal Review and Management Committee is to be combined with the Real Property Discipline Committee until which time it grows to a sufficient number of members, +/-500, or becomes financially self-sustaining; and the Gems and Jewelry Committee is to be combined with the Personal Property Discipline Committee until which time it grows to a sufficient number of members, +/-500, or becomes financially self-sustaining.

- B. The membership of a discipline shall comprise all Associates and Candidates, all Accredited Members, Accredited Senior Appraisers, and Fellows of the Society who seek or hold a designation in that discipline.
- C. The objective and purpose of each discipline committee shall be to function as the operational management center for their membership and to foster, develop, and define sound appraisal practices, standards, and techniques on which valuation in the specialized field should be based.
- D. The Discipline Committees shall be responsible for providing the following national and regional education, training and other support in accordance with their members' needs.
  - 1. discipline-specific education, training, and other support in accordance with their members' needs and demand in the market for educational services. When education materials or services involve multi-disciplinary aspects, the respective Discipline Committees shall cooperate and coordinate the development of the education materials and scheduling/presentation of the education. The Board of Governors shall have authority to review and resolve any conflicts between the respective disciplines' materials with respect to the content and/or valuation theory and methodology involved.
  - 2. discipline-specific publications, including textbooks, articles and/or products. When published material involves multi-disciplinary aspects, the Board of Governors shall have authority to review and resolve any conflicts between the respective discipline's materials with respect to the content and/or valuation theory and methodology involved.
  - 3. discipline-specific marketing and promotion, including conferences, symposia or forum events. When such efforts/activities involve multi-disciplinary aspects, the Board of Governors shall have authority to review and resolve any conflicts between the respective disciplines' materials with respect to the content and coordination of the event with other events by other disciplines and/or the entire Society.
- E. The Discipline Committees ~~y~~ shall provide, assist the for Board of Examiners ~~in the~~ review within its policy authorities, and restructuring of the technical examinations in their disciplines.

~~J.F~~Each ~~D~~discipline ~~C~~committee shall include in its reports to the ~~B~~board of ~~G~~governors copies of the ~~D~~discipline ~~C~~committee minutes and budget, ~~if any~~.

~~K.G~~Each ~~D~~discipline ~~C~~committee may establish its own organizational structure and rules of procedure subject to the approval of the Board of Governors and subject to the articles of incorporation, constitution, and bylaws of the American Society of Appraisers to facilitate accomplishment of its objectives and the performance of its functions. Such rules and procedures shall ensure that the committees reflect regional representation, with such regions being determined by them in accordance with their members' needs.

~~L.H~~The disciplines of Business Valuation, ~~Gems & Jewelry~~, Machinery & Technical Specialties, Personal Property and Real Property are each provided with two seats on the Board of Governors, to be selected by procedures set out in the discipline organizational structures and rules of procedure. The discipline governors shall be nominated by the ~~appropriate~~opposite discipline committee or by a petition signed by any group of fifty (50) or more accredited members of the discipline. There shall be at least two candidates submitted to the discipline members as nominees for the election of each discipline governor. The current affected sitting Governors representing Gems & Jewelry will serve out the remainder of their respective terms of office.

~~M~~Merger and consolidation discussions are to originate and be conducted at the ~~D~~discipline ~~C~~committee level by the ~~D~~discipline ~~C~~committee or committees that would receive the new members. The ~~D~~discipline ~~C~~committee(s) shall consider and recommend mergers, consolidations and other affiliations unique to the discipline to their members for

approval and, subsequent to that approval, to the board of governors for their concurrence, and the concurrence of the membership of the society.

I. Each Discipline Committee shall:

1. Prepare, in accordance with the ASA International Budget and Finance Committee's schedule, content requirements and for their approval, an annual operating business plan and budget, which shall include a strategic plan for development of membership and delivery of services and benefits to the discipline's members according to their needs.
2. Provide for funding of the discipline's operation through revenue generation, ASA International membership dues apportionment, and service/product revenues.

The discipline's expenditures and investment in developing and providing the services and products shall first be funded by its own operating revenues and capital accounts (such as revenue arising from apportioned dues) then by funds obtained as advances, grants or loans from either the ASA International reserve or the ASA Education Foundation.

Each Discipline Committee's authorities and responsibilities are granted by the Board of Governors. Each discipline may contract on behalf of ASA International under delegated contracting authority that is evidenced by the Budget and Finance Committee's approval and subsequent Board of Governors acceptance of the Society's Business Plan and Budget (which incorporates each Discipline Committee's individual approved business plan and budget). However, any such contract must be signed by the Executive Vice President. Discipline-related activities that extend beyond the approved Business Plan and Budget require specific prior approval by the Budget and Finance Committee and final approval of the Board of Governors.

Resolved by William P. Wilson, ASA and seconded by Jack Washbourn, ASA.

Governor Wilson said that the resolution was written as a result of the recommendations of the governance task force and included modifications to Administrative Rule XVII.

Governor Yeomans disagreed and said that the task force had recommended a separate task force be formed to explore the possibility of combining the Gems & Jewelry discipline into the Personal Property discipline. She said that some significant areas need to be discussed more fully and suggested removing section A of the resolution.

Governor Van Vleet said that this resolution was premature and felt that each discipline needs to be given the opportunity to comment on the report produced by the governance task force.

President Seaman called for a vote by show of hands. There were six "yes" votes and thirteen "no" votes.

**Resolution No. 01-09-02 failed.**

Further discussion ensued and Past President Willey offered to amend the resolution based on the governors' discussion and provide this amended resolution to the board the following morning to discuss the next step to take.

**Resolution No. 01-09-03**

**Therefore be it resolved** that the ASA Budget and Finance Committee along with the ASA Finance Department review the present bank accounts with the goal to reduce the number of bank accounts and centralize the accounting function on a voluntary basis by the disciplines, using "fund" accounting to delineate discipline specific funds, thus streamlining the operations and increasing the efficiencies of ASA.

Resolved by Jack Washbourn, ASA and seconded by Michael H. Evans, FASA

President Seaman said that the Budget and Finance Committee discussed this resolution at length and that it was important for the board to understand the purpose of this resolution. Addressing the first point in the resolution, Chief Finance & Operations Officer Cutshall said that Headquarters has trimmed back on the number of bank accounts and

some committees are working to consolidate their number of accounts down to two. Mark Penny commented that there can be good reasons for having multiple accounts.

Addressing the second point of the resolution, Secretary/Treasurer Schlegel said that the auditors say that we are too decentralized and that bookkeeping and ownership are separate duties on the disciplines' accounts. He said that Chief Finance & Operations Officer Cutshall can perform the accounting functions for the separate discipline accounts and by this resolution we are offering to the disciplines to centralize the record keeping of their accounts, not the authority.

President Seaman called the question.

**Resolution 01-09-03 passed with one abstention.**

**Resolution No. 01-09-04**

**Therefore be it resolved** that each Discipline Committee establish, with the support of the ASA Information Technology Department, the procedures that encourage dialogue on a regularly scheduled basis between the members of other discipline committees as well as the ASA membership at large.

**Be it further resolved** that the time frames for the implementation be no later than six months after final acceptance of the present IT initiative.

Resolved by Jack Washbourn, ASA and seconded by Michael H. Evans, FASA

Governor Washbourn said that the intent of this resolution was to encourage discussion among the disciplines through use of the ASA Web Site but then realized that the Leadership calls in place do provide an opportunity for discussion between the disciplines. Governor Washbourn withdrew the resolution and Senior Vice President Evans concurred.

**Resolution withdrawn.**

**Resolution 01-09-05**

**Therefore be it resolved** that, as of July 1, 2009, the two categories of non-accredited (Associate and Candidate) Members merge into one non-accredited category of membership to be known as Candidate Member,

**Be it further resolved** that, the newly formed (merged) Candidate Member category retain all the rights, privileges, and limitations outlined in the "Candidate Division Resolution" of February 21, 2006 (CDR-2006) with two exceptions:

1. Voting privileges outlined in the CDR-2006 resolution for Candidate Members will not go into effect until the individual has been a continuous member in good standing for two years minimum.
2. Candidate Members will not be allowed to hold office on the chapter level as outlined in the CDR-2006 resolution until the individual has been a continuous member in good standing for two years minimum.

**Be it further resolved** that, the Constitution and Bylaws Committee make the appropriate revisions to the American Society of Appraisers Constitution and Bylaws subject to the approval of the Board of Governors.

Resolved by Jack Washbourn, ASA and seconded by Jennifer Thornton-Davis, ASA

After some discussion, Past President Willey said that he supports the resolution and asked that the members that left as a result of the passage of resolution CDR-2006 be advised of this change. Governor Southern said that he opposed the wording in item #2 due to the difficulty in finding good volunteers to hold office on the chapter level.

Secretary/Treasurer Schlegel made a friendly to amend the resolution by deleting item #2. Governor Washbourn and Governor Thornton-Davis agreed to the amendment.

Governor Wilson made a friendly asking that the minimum two year requirement be removed from item #1. Governor Washbourn and Governor Thornton-Davis agreed to the amendment.

Counsel Schaefer advised that the resolution should be re-worded as follows, dropping off after the words (CDR-2006):

**Therefore be it resolved** that, as of July 1, 2009, the two categories of non-accredited (Associate and Candidate) Members merge into one non-accredited category of membership to be known as Candidate Member,

**Be it further resolved** that, the newly formed (merged) Candidate Member category retain all the rights, privileges, and limitations outlined in the “Candidate Division Resolution” of February 21, 2006 (CDR-2006).

**Be it further resolved** that, the Constitution and Bylaws Committee make the appropriate revisions to the American Society of Appraisers Constitution and Bylaws subject to the approval of the Board of Governors.  
Resolved by Jack Washbourn, ASA and seconded by Jennifer Thornton-Davis, ASA

Executive Vice President Saunders commented that there will always be people who don’t want to advance but hopefully this will change with more personal outreach being provided by the membership department.

In response to Governor Tisch’s question regarding a Candidate Member serving as a chapter president, Counsel Schaefer said that the bylaws recommend that accredited members serve as chapter presidents but that Candidates are able to sit in this position.

Governor Brown commented that chapters are separate legal entities and Counsel Schaefer said that the chapters have a contractual relationship with ASA; they are granted a charter and agree to abide by that contract.

President Seaman called the question.

**Resolution No. 01-09-05 passed unanimously.**

**Resolution No. 01-09-06**

**Therefore be it resolved** that the Bylaws and Rules of Procedure of the Appraisal Review and Management Committee of the American Society of Appraisers as organized and adopted pursuant to the wishes of its accredited members, be approved by the American Society of Appraisers Board of Governors.  
Resolved by Richard W. Gilmore, FASA and seconded by Jack Washbourn, ASA.

Governor Gilmore said that this resolution provides adoption of rules of procedure for the ARM discipline that they did not have before. Senior Vice President Evans said that ARM is in a vacuum now and must have committee rules.

A suggestion was made to remove item #5. under Article II, Section (3) D. regarding discipline governors. Governor Iannacito asked that all references to discipline governors be removed. President Seaman asked for a vote on the resolution with the amendments to the ARM Rules of Procedure.

**Resolution No. 01-09-06 passed with one negative vote.**

**Resolution No. 01-09-07**

**Therefore be in resolved** that under ASA Bylaw XVIII, Section 3 – C. 3. the Board of Governors of the American Society of Appraisers award Fellowships to:

Jeffrey P. Wright, ASA and Gerald L. Huether, ASA.

Resolved by Michael H. Evans, FASA and seconded by James M. Hill, Jr., ASA

**Resolution No. 01-09-07 passed unanimously.**

**Resolution No. 01-09-08**

**Therefore be it resolved** that Bylaw XII, Section 2 be amended to read:

The nominal term of each governor shall be four (4) years. In no event shall governors succeed themselves ~~for more than one term~~, either by election or by appointment.

In the event that the preponderance of the governors’ terms expire at the end of the same fiscal year, the president may direct region(s) or discipline(s) to elect a governor for a one (1) year term.

Newly elected governors shall start their terms at the new board meeting and complete their terms at the old board meeting, a nominal four (4) years hence

Resolved by Edward G. Detwiler, ASA and seconded by James R. Tisch, ASA

**Resolution No. 01-09-08 passed unanimously.**

**Old Business**

## **IT Progress Report**

Chief Finance and Operations Officer Cutshall distributed information to the board showing the new look and feel of the ASA Web Site. Governor Detwiler said that he had met and talked to Sharon Freas, ASA's Web Developer and had given her some suggestions for the new site. He encouraged the governors to speak up if they had any ideas for the new Web Site.

Chief Finance and Operations Officer Cutshall said that the current Web Site has a link to let you see what is being done on the new Web Site along with a blog to express your opinions. She asked everyone to please contact her, Executive Vice President Saunders or Sharon Freas with any suggestions.

Regarding implementation of the Aptify system, Chief Finance and Operations Officer Cutshall said that we are halfway through the timeline; 47% through the project plan and spending is at 35% through the timeline. She added that work on the Web Site is a little behind in that the integration with Site Finity will not be available until next week.

Secretary/Treasurer Schlegel said that every IT implementation has its problems but that except for the Site Finity delay things are moving along well. Chief Finance and Operations Officer Cutshall said that the implementation of the database is not a modular project; it happens all at once. She added that the new Web Site is a six to nine month process and will not happen all at once.

Secretary/Treasurer Schlegel said that the Business Valuation technical people working with Cool Life will be in contact with Headquarters staff and the Gems & Jewelry Committee will continue to work with Sharon Freas on their Web Site. He added that the bug in the old Web Site system causing the problem experienced by the region governors has been fixed.

## **Other Business**

Governor Tisch asked if Web based POV classes are being developed. Governor Smith said that Gems & Jewelry is working on the presentation of their 206 class via Webinar but the POV classes are not being developed as Web based at this time. Governor Thornton-Davis added that the committee wants to continue with one day of testing providing online delivery of the course with review and testing onsite.

Governor Wilson commented that Real Property quality education is best provided "in the seat". Governor Hill said that the Business Valuation Committee is sending Jane Grimm to the CICBV Conference to see how they deliver online education.

Governor Yeomans said that after their 201 course is re-written, the Personal Property Committee plans to offer six online sessions of this course in addition to the universities in order to expand their audience and added that this is still in the discussion stage. She said that one hour Webinar subjects are being developed after offering a successful Webinar on Salvador Dali.

Governor Washbourn said that online offering of the MTS POV courses is still in the discussion stage but that they are putting seminars on Webinar. Governor Iannacito added that there will be an internet connection between the International Plant and Machinery Valuation Conference and.

President Seaman said that there is need for a tremendous amount of education in Mexico. Mexico has a huge appetite for reaccreditation courses and they want shorter and less expensive courses. He added that Mexico has offered to do the translation for us. President Seaman said that in order to develop internationally, we need to do things differently. The ASA members in Mexico do not want to pay an increase in dues because they receive no services for their dues. They would like to have the authority to translate our books and also to translate our BV and MTS Journals. President Seaman added that the Australia chapter exists as well.

Governor Brown commented that we need to do better internationally and that we need to figure a way to know the services they expect and how to deliver those services. President Seaman said that we need to be more realistic regarding the dues to be charged to international members and Governor Gilmore suggested offering a lower membership fee.

President Seaman suggested that a person at Headquarters can help us develop models to help us communicate the possible tools that are available. He added that RICS is working very hard at this and AI bragged a great deal about their international efforts and also their plan to develop a business valuation discipline during the NACAO meeting. President Seaman suggested allocating significant money to grow internationally. Governor Van Vleet agreed to the importance of providing education delivery services to these international chapters who are looking for information and want education information to bring to their members.

President Seaman commented on a disconnect in BV and said that BV teaches a lot of courses but they are not getting the membership. Executive Vice President Saunders said that the demand for onsite education is up and that people want education but they are not seeing the value of a membership. Governor Wilson commented that updating the Web Site will get more information out and President Seaman suggested discipline oriented discussions with Mexico. He continued by saying that members in Mexico ask why they should pay our reaccreditation fees when they have stricter standards.

The Board of Governors meeting adjourned at approximately 5:00 p.m. EST.

### **January 18, 2009**

International President Ronald M. Seaman called the meeting to order at 8:30 a.m. EST

International Secretary/Treasurer Robert C. Schlegel called the roll.

|  |                                  |
|--|----------------------------------|
| International President                    | Ronald M. Seaman, FASA           |
| International Senior Vice President        | Michael H. Evans, FASA           |
| International Secretary/Treasurer          | Robert C. Schlegel, ASA          |
| International Past President               | John D. Willey, FASA             |
| Governor, Region 1                         | Timothy A. Griffith, ASA         |
| Governor, Region 2                         | James R. Tisch, ASA              |
| Governor, Region 3                         | Bradford James Southern, ASA     |
| Governor, Region 4                         | Edward G. Detwiler, ASA          |
| Governor, Region 5                         | James O. Brown, ASA              |
| Business Valuation Governor                | James M. Hill Jr., ASA           |
| Business Valuation Governor                | Daniel R. Van Vleet, ASA         |
| Gems & Jewelry Governor                    | Jennifer J. Thornton-Davis, ASA* |
| Gems & Jewelry Governor                    | Gary L. Smith, ASA*              |
| Machinery & Technical Specialties Governor | Jack Washbourn, ASA              |
| Machinery & Technical Specialties Governor | Alan C. Iannacito, ASA           |
| Personal Property Governor                 | Nelson O. Clayton, ASA           |
| Personal Property Governor                 | Edith (Edie) M. Yeomans, ASA     |
| Real Property Governor                     | Richard W. Gilmore, FASA         |
| Real Property Governor                     | William P. Wilson III, ASA       |
| Executive Vice President                   | Laurie M. Saunders               |
| Legal Counsel                              | Jerome C. Schaefer, Esq.         |
| Parliamentarian                            | H. Edward Morris Jr., ASA        |
| Chief Finance and Operations Officer       | Harriet S. Cutshall, CPA         |
| Recorder                                   | Susan R. Fischer                 |

\*Master Gemologist Appraiser®

Guests:

Director of Education and Accreditation  
Director of Membership and Reaccreditation  
Director of Communications

Jane S. Grimm  
Bonny F. Price  
Betty N. Snyder

### **Resolution No. 01-09-02**

Past President Willey presented the resolution as amended per the board's discussion on Saturday afternoon and Secretary/Treasurer Schlegel read the amended resolution.

Administrative Rule XVII, Section 2 of the Administrative Rules of the American Society of Appraisers be changed to read as follows:

#### **ADMINISTRATIVE RULE XVII—Standing and Other Committees**

##### **SECTION 2—Discipline Committees**

As authorized by the Society's bylaws, the Board of Governors has deemed it to be appropriate to departmentalize the membership of the Society into sections covering specialized fields of appraising. Said sections are entitled *disciplines*. Each discipline has a committee.

Each committee has delegated authorities and responsibilities as set forth herein. Those authorities and responsibilities, which are not specifically granted to the Discipline Committees, are reserved for the Board of Governors.

Under this delegation of authorities and responsibilities the Board of Governors of the ASA retains oversight authority for the society.

A. The discipline committees are the:

Appraisal Review and Management Committee

Business Valuation Committee

Gems and Jewelry Committee

Machinery and Technical Specialties Committee

Personal Property Committee

Real Property Committee

B. The membership of a discipline shall comprise all Candidates Members, all Accredited Members, Accredited Senior Appraisers and Fellows of the Society who seek or hold a designation in that discipline.

C. The objective and purpose of each discipline committee shall be to function as operational management centers for their membership and to foster, develop, and define sound appraisal practices, standards, and techniques on which valuation in the specialized field should be based.

D. The discipline committees shall be responsible for providing the following:

1. discipline-specific education, training, and other support in accordance with their members' needs and demand in the market for educational services. When education materials or services involve multi-disciplinary aspects, the respective discipline committees shall cooperate and coordinate the development of the educational materials and scheduling/presentation of the education. The Board of Governors shall have authority to review and resolve any conflicts between the respective disciplines' materials with respect to the content and/or valuation theory and methodology involved.

2. discipline-specific publications, including textbooks, articles and/or products. When published material involves multi-disciplinary aspects, the Board of Governors shall have authority to review and resolve any conflicts between the respective discipline's materials with respect to the content and/or valuation theory and methodology involved.

3. discipline-specific marketing and promotion, including conferences, symposia or forum events. When such efforts/activities involve multi-disciplinary aspects, the Board of Governors shall have the authority to

review and resolve any conflicts between the respective disciplines' materials with respect to the content and coordination of the event with other events by other disciplines and/or the entire Society.

- E. The Discipline Committees shall provide to the Board of Examiners ~~review within its policy authorities, and restructuring of the~~ technical examinations in their disciplines.
- F. Each Discipline Committee shall include in its reports to the Board of Governors copies of the Discipline Committee minutes and budget, ~~if any.~~
- G. Each discipline committee may establish its own organizational structure and rules of procedure subject to the approval of the Board of Governors and subject to the articles of incorporation, constitution, and bylaws of the American Society of Appraisers to facilitate accomplishment of its objectives and the performance of its functions. Such rules and procedures shall ensure that the committees reflect regional representation, with such regions being determined by them in accordance with their members' needs.
- H. The disciplines of Business Valuation, Gems and Jewelry, Machinery and Technical Specialties, Personal Property and Real Property are each provided with two seats on the Board of Governors, to be selected by procedures set out in the discipline organizational structures and rules of procedure. The discipline governors shall be nominated by the ~~appropriate~~ apposite discipline committee or by a petition signed by any group of fifty (50) or more accredited members of the disciplines. There shall be at least ~~two~~ candidates submitted to the discipline members as nominees for the election of each discipline governor.
- I. Merger and consolidation discussions are to originate and be conducted at the discipline committee level by the Discipline Committee or committees that would receive the new members. The Discipline Committee(s) shall consider and recommend mergers, consolidations and other affiliations unique to the discipline to their members for approval and, subsequent to that approval, to the board of governors for their concurrence, and the concurrence of the membership of the society.
- J. Each Discipline Committee shall:
  - 1. Prepare, in accordance with the ASA International Budget and Finance Committee's schedule, content requirements and for their approval, an annual operating business plan and budget, which shall include a strategic plan for development of membership and delivery of services and benefits to the discipline's members according to their needs.
  - 2. Provide for funding of the discipline's operation through revenue generation, ASA International membership dues apportionment, and service/product revenues.

Each Discipline Committee's authorities and responsibilities are granted by the Board of Governors. Each discipline may contract on behalf of ASA International under delegated contracting authority that is evidenced by the Budget and Finance Committee's approval and subsequent Board of Governors acceptance of the Society's Business Plan and Budget (which incorporates each Discipline Committee's individual approved business plan and budget). However, any such contract must be signed by the Executive Vice President. Discipline-related activities that extend beyond the approved Business Plan and Budget require specific prior approval by the Budget and Finance Committee and final approval of the Board of Governors.

Discussion ensued with Secretary/Schlegel saying that this is a loosely constructed resolution that sets up the movement of the authorities to the disciplines. He added that we, as a Board of Governors must make sure that we have the structure, responsibility and financial statements to ensure the successful operation of the ASA.

Governor Thornton-Davis asked if the mergers mentioned in section I were inside or outside mergers and Past President Willey said that it is the purview of the disciplines whether they are inside or outside mergers.

Counsel Schaefer said that if matters are not reserved to the Board of Governors then the Discipline Committees are granted the authority in these matters. The Board of Governors can give responsibilities that it has to the committees, they can tell the committees that they can do this or that as long as the board retains the ultimate authority.

Governor Van Vleet said that we are entering into the most important time in the history of ASA where we will be making major structural changes and said that he is opposed to doing this quickly.

Governor Hill said that he agrees with this resolution, conceptually, and suggested that each discipline governor take this resolution back to their committees asking that specific changes to the resolution be given within thirty days.

Governor Detwiler commented that there are two disciplines that are not self supporting and Governor Van Vleet said that the governance task force report suggests ways to move these disciplines into a revenue neutral position.

The board agreed that the discipline committees are to review the amended resolution and also the Governance Task Force report and send their responses/comments by February 17, 2009. President Seaman said that, allowing another month to put the responses together and to be reviewed by legal counsel, the board will discuss this topic during their conference call scheduled for March 17, 2009.

### **Conference Committee Report**

Senior Vice President Evans said that the committee sent a survey to members in December to try and determine if there is a need for an annual international conference, and if so, what should the model be. He said that the survey received a 12% response from a cross-section of disciplines and designations which was much better than expected. The survey showed that having an international conference, and having all of the disciplines there is important.

The majority of the responders said that education is the most important aspect of the conference along with interdisciplinary interaction. Responders to the survey said that they want the conference in the summer and want the best education that can be provided and there were mixed responses as to the value of the conference. He added that BV discipline members were upset that the BV education during the conference is not up to snuff and said that they were interested in cutting-edge education.

Senior Vice President Evans continued by saying that the BV Committee is not putting their best education at the ASA conference but on the other side, the BV Conference is very successful and said that we need to come up with a strategy to address this issue.

Senior Vice President Evans added that the members of the Conference Committee decided to do a survey every two years in order to be consistent with what the members want.

Governor Brown asked that, if the international conference had no education offering, would there be a conference? Senior Vice President Evans replied and said that the survey showed that 80% of the responders felt that education was the most important aspect of the conference followed by interdisciplinary interaction.

Governor Detwiler said that having a one day BV offering would be beneficial to other disciplines and said that interdisciplinary communication is important and that he would hate to lose the BV component.

Governor Hill suggested moving the BV Committee meeting from the day before the conference to that Monday of the conference and have everyone stay the extra day to offer the basic courses. He said that the cutting edge education is offered during the ABV Conference. Governor Detwiler agreed and suggested that BV education be offered on Monday afternoon and Tuesday morning.

Governor Van Vleet commented that the ABV Conference is very important and offers very intense, high level courses which cannot be plugged into the ASA International Conference and added that some other elements could possibly be offered at the ASA Conference. He said that most BV people have a limited conference budget and put the ABV Conference ahead of the ASA Conference and added that the ABV Conference also creates more good will with other BV organizations as a profession.

Past President Willey commented that our members bring something out of that conference and would lose something if BV is not there. We still need that visibility from all the disciplines and it would be a big loss for any discipline not to participate.

Governor Brown asked if the BV people that completed the survey attend the ABV conference as well. Senior Vice President Evans said that the survey did not ask this question but suggested that the BV discipline could be specifically surveyed. Executive Vice President Saunders said that members of the BV discipline could be surveyed using Zoomerang. Governor Detwiler suggested surveying other members to see if they would attend if more BV courses/seminars were offered. Governor Hill said that more experienced appraisers may prefer the ASA Conference and would take advantage of BV education if it were offered.

Governor Clayton said that a survey of his chapter showed that people want to go to other disciplines' offerings. Some RP appraisers who were dealing with damaged contents, resulting from the hurricane in New Orleans, did not attend their own discipline's offerings but did attend those offered by PP and BV.

Past President Willey said that the conference does well when solid education programs are offered by all disciplines in a place that is fun to visit; what you are putting on and where you are putting it on. Governor Van Vleet, Governor Hill and Senior Vice President Evans all agreed that education is an important component.

Governor Brown said to be careful not to look at what we think and to keep our personal opinions in our pocket. Interaction with other BV organizations is important but education and speakers are important also. Governor Hill commented that the location will sway people and Governor Evans suggested using surveys more often.

President Seaman said that the Appraisal Institute has formed a research department in order to make as many decisions as they could based on research of their members. Governor Brown said that this is a good point and it is important to have survey capability. He said that you need to give the audience what they want; if you are not giving them what they want, then ask them what they want.

Past President Willey made a motion to accept the report of the ASA Conference Committee. President Seaman seconded the motion. Motion carried.

### **President's Charge to Budget and Finance Committee**

\*As a result of the discussion of Resolution 01-09-01, President Seaman presented the following charge to the Budget and Finance Committee regarding dues and core services:

The Board of Governors of ASA requests the Budget and Finance Committee to:

- a) Identify and describe "Core Services" in reasonable detail;
- b) Study and report if, and to what extent, the costs of "Core Services" may vary by discipline; and,
- c) Develop some alternative models that may assist the Board in deciding the appropriate percentage of "Core Services" to be paid for by annual member dues.

If possible, the Committee should prepare its report for presentation to the Board at or before its meeting on Tuesday, April 21, 2009.

### **Additional Discussion**

Governor Washbourn asked if the work of the Governance Task Force was complete and said that one additional point needed addressing on whether or not ARM should be granted a seat on the board. President Seaman said that this may be connected to the minimum membership numbers or to profitability and that another task force would be needed to consider this.

Governor Van Vleet said that we need to determine how to deal, structurally, with ARM in a fair way. Governor Yeomans added that this can apply to any other discipline or group that may come into ASA and that we should set up a structural framework and added that the Governance Task Force had already begun to struggle with this issue. Governor Van Vleet responded and said that if we structure the governance correctly, this will resolve itself.

The Board of Governors' meeting adjourned at 11:00 a.m. EST.

Respectfully submitted by Susan Fischer on behalf of

A handwritten signature in black ink, appearing to read "Robert C. Schlegel". The signature is fluid and cursive, with the first name "Robert" and last name "Schlegel" clearly distinguishable.

Robert C. Schlegel, ASA  
International Secretary / Treasurer