



American Society of Appraisers
Minutes
Board of Governors GoToMeeting
June 26, 2018

President Sharon Desfor called the meeting to order at 3:00 pm Eastern.

Board of Governors present:

International President
International Secretary/Treasurer
International Immediate Past President
Governor, Region 1
Governor, Region 2
Governor, Region 3
Governor, Region 5
Business Valuation Governor
Business Valuation Governor
Gems & Jewelry Governor
Gems & Jewelry Governor
Machinery & Technical Specialties Governor
Machinery & Technical Specialties Governor
Personal Property Governor
Personal Property Governor
Real Property Governor
Real Property Governor
Interim Chief Executive Officer

Sharon A. Desfor, ASA
Douglas R. Krieser, ASA
Susan Golashovsky, ASA
Gary Snowdon, ASA
G. Adrian Gonzalez Jr., ASA
Mark J. Sandler, ASA, MGA
Garrett Schwartz, ASA
James O. Brown, ASA
R. Chris Rosenthal, ASA
Mary B. Reich, ASA, MGA
Martin D. Fuller, ASA, MGA
David Crick, ASA
Richard Berkemeier, ASA
Charles T. Rosoff, ASA
Sandra J. Tropper, ASA
Michael T. Orman, ASA
Ernest A. Demba, FASA
Lee P. Hackett, FASA

Board of Governors not present:

International Vice President
Governor, Region 4

Robert B. Morrison, ASA
Rob Metcalf Jr., ASA

Staff:

Chief Operations Officer
Chief Financial Officer
Chief Strategy and Marketing Officer
Sr. Director of Government Relations & Business Development
Director of Information Technology
Governance Manager

Bonny F. Price
Joseph Noselli, MBA, CPA, CGMA
Todd J. Paradis
John Russell, JD
Sharlyne Tsai
Susan Fischer

Advisors:

Parliamentarian

Richard Hause, ASA

Guests:

International Secretary/Treasurer-Elect

Lorrie Beaumont, ASA

Business Valuation Governor-Elect
Machinery & Technical Specialties Governor-Elect
Personal Property Governor-Elect
Real Property Governor-Elect
Chair, M&TS Discipline Committee
Chair, Constitution & Bylaws Committee

Bruce A. Johnson, ASA
John Mathe, ASA
Tom Simatos, ASA
Raymond H. Krasinski, ASA
Samuel Shapiro, ASA
Gary R. Trugman, ASA

A quorum was established.

Consent Agenda

Ms. Desfor asked if any reports should be removed from the consent agenda for further discussion or recusal from voting. No reports were removed.

A motion was made and seconded to approve the consent agenda as written. Motion passed.

Treasurer's Report

Mr. Krieser reported the Budget & Finance Committee recommends the Board's approval of a modification to the FY2019 budget in the amount of \$30,000 to offer two GJ210e courses in partnership with GIA during August, 2018 and April or May, 2019.

A motion was made and seconded to approve the GJ Committee's request for a modification to the FY2019 budget in the amount of \$30,000 to offer two GJ210e courses in partnership with GIA during August, 2018 and April or May, 2019. Motion passed.

Mr. Noselli presented the FY2018 financial highlights for the period ending May 31, 2018.

Board Composition and Job Description Task Force Update

Mr. Krieser provided an overview of the task force report that included an implementation plan for the proposed new composition of the Board of Governors as approved by a straw poll vote during the midterm meeting held on March 24 and 25.

A discussion was held and a roll call vote was taken on whether to send the implementation plan to the Constitution & Bylaws Committee and legal counsel for review or to cancel the plan. The Board determined, by a simple majority vote, to send the implementation plan to the Constitution & Bylaws Committee and legal counsel for review.

Another discussion was held regarding the recommendation of the task force to create a chapter committee and what concerns the chapters currently have and what they need from the Board and Headquarters. Further discussion was postponed until the next Board of Governors GoToMeeting.

ASA Name Change Task Force Progress Report

Mr. Paradis reviewed a summary of the progress of the task force whose original directive was to explore and attempt to measure international perception of the term "American" in the Society's name and to provide a recommendation to the Board if a change was necessary.

He noted the results of the online surveys that were sent to international ASA members in the ARM, BV, MTS and RP disciplines were completed in May 2018. The GJ and PP disciplines did not have any international members participate in the survey. The majority of those members taking the survey indicated the ASA credential and education are highly valued and respected and the name of the organization is not an issue.

Mr. Brown noted that the American Society of Appraisers organization is referred to as “ASA”, the same as the designation and that other appraisal organizations are referred in a similar manner.

A motion was made and seconded to direct Headquarters to develop a plan to change the name of “American Society of Appraisers” to “ASA”. Motion passed.

MTS Draft Letter of Intent for Cooperation with Taqueem

Mr. Shapiro presented the draft agreement with Taqueem regarding reciprocity of the ASA designation and use of the ASA logo and to work collaboratively on education and conferences as proposed by the M&TS Committee.

A motion was made and seconded that the M&TS Committee move forward in their negotiations with Taqueem on this agreement. Motion passed.

Mr. Trugman joined the call at 5:25 pm Eastern

Resolution: R20180626-02 Amended ASA Constitution

Therefore be it resolved that the attached amended ASA Constitution be adopted by the Board of Governors and be sent to eligible voting members of the American Society of Appraisers for a vote.

Resolved by Sharon A. Desfor, ASA and seconded by Susan Golashovsky, ASA.

Mr. Trugman explained that the Constitution & Bylaws Committee worked on simplifying the governing documents to eliminate repetition, to move some provisions to the Bylaws and Administrative Rules and to incorporate changes to the governing documents that are necessary for the NAIFA merger and future mergers. After the Board approves the amended Constitution it will be sent to the membership for a vote.

A question was raised regarding the proposed amendment deleting Section 2 of Article XII regarding the voting rights of each level of membership. Mr. Trugman explained that the specific voting rights of each level of membership stated in the Constitution was moved to the Bylaws. A change to the Bylaws requires approval by a two-thirds majority vote of the Board.

Mr. Trugman left the call at 5:42 pm Eastern.

A discussion was held about the specific member voting rights being included in the Bylaws and not in the Constitution.

A roll call vote was taken on Resolution R20180626-02. Resolution failed with nine (9) “yes” votes, six (6) “no” votes and one (1) abstention. Mr. Hause noted that a two-thirds majority vote of the Board of Governors (thirteen (13) “yes” votes) is required to approve the proposed resolution.

All agreed to send the proposed amended Constitution back to the Constitution & Bylaws Committee with a request to include only the amendments to the Constitution that affect the merger with NAIFA so the Board can vote only on those amendments by an email vote or during a special call.

Letter of Intent – JAREA and JaSIA

A motion was made and seconded to approve the signing of the Letter of Intent by President Desfor between JAREA, JaSIA and ASA to pursue possible future collaboration between the parties by potentially entering into a Memorandum of Cooperation and that the M&TS Committee implement the agreement with overview by the Board of Governors and ASA Headquarters. Motion passed.

Personal Property Fair Use Report

Ms. Desfor reported Headquarters and Legal Counsel were asked to provide a plan for the Personal Property Committee to partner with the ASA Educational Foundation to provide funding to license copyrighted images used in courses and webinars by Personal Property course developers.

Mr. Rosoff suggested asking a J.D./LL.M (a tax attorney with a masters in tax) to review this plan. Mr. Hackett agreed to take the plan to ASA legal counsel's firm.

Ms. Desfor asked the Personal Property Committee to provide the number and cost of licenses for copyrighted materials that they will need.

A roll call was taken at 6:23 pm.

Board of Governors present:

International President

International Secretary/Treasurer

International Immediate Past President

Governor, Region 1

Governor, Region 2

Governor, Region 5

Business Valuation Governor

Business Valuation Governor

Gems & Jewelry Governor

Gems & Jewelry Governor

Machinery & Technical Specialties Governor

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Charles T. Rosoff, ASA

Sandra J. Tropper, ASA

Michael T. Orman, ASA

Ernest A. Demba, FASA

Lee P. Hackett, FASA

Board of Governors not present:

International Vice President

Governor, Region 3

Governor, Region 4

Robert B. Morrison, ASA

Mark J. Sandler, ASA, MGA

Rob Metcalf Jr., ASA

A quorum was established.

Resolution: R20180626-01 - Awarding Life Member Status to Fellows

Therefore be it resolved, that Section 4 of the Administrative Rules of the ASA be amended as follows:

Amended:

Administrative Rule VI

Section 4-Life Membership

A. Life Members are defined as: ~~those members awarded Life Membership status prior to June 23, 2015.~~

a. Those members awarded Life Membership status prior to June 23, 2015, and/or

a.b. Those members awarded Life Member status by any organization merging into ASA regardless of date, and/or

b.c. Those Fellow members of the College of Fellows that (i) are at least 70 years of age and (ii) have been accredited members of the Society in good standing continuously for at least ten (10) years.

B. Life Members shall be exempt from the payment of all dues and assessment.

As Amended:

Administrative Rule VI

Section 4-Life Membership

A. Life Members are defined as:

a. Those members awarded Life Membership status prior to June 23, 2015, and/or

b. Those members awarded Life Member status by any organization merging into ASA regardless of date, and/or

c. Those Fellow members of the College of Fellows that (i) are at least 70 years of age and (ii) have been accredited members of the Society in good standing continuously for at least ten (10) years.

B. Life Members shall be exempt from the payment of all dues and assessment; and

Further be it resolved, this action become effective immediately.

Resolved by Ernest A. Demba, FASA and seconded by Robert B. Morrison, ASA.

Resolution passed.

Appointment of an RP Member to the Elections Committee

Mr. Demba nominated Karen Mann, ASA to serve as the Real Property member of the Elections Committee effective July 1, 2018 and reported Ms. Mann is willing to serve for a three year term.

A motion was made and seconded to appoint Karen Mann, ASA as the RP member of the Elections Committee for a three year term effective July 1, 2018 through June 30, 2021. Motion passed.

Appointment of a Member of the Audit Committee

Mr. Rosenthal nominated Bruce Johnson, ASA as a member of the Audit Committee effective July 1, 2018. Mr. Brown seconded the nomination. Mr. Johnson confirmed he is willing to accept the position if elected.

Mr. Berkemeier nominated John Mathe, ASA as a member of the Audit Committee effective July 1, 2018. Mr. Mathe confirmed he is willing to accept the position if elected.

Mr. Demba nominated Rob Metcalf, ASA as a member of the Audit Committee effective July 1, 2018. Mr. Metcalf was not in attendance.

A vote was taken and Bruce Johnson, ASA was elected as a member of the Audit Committee for a three year term July 1, 2018 through June 30, 2021.

Election of an ASA Educational Foundation Director

A motion was made and seconded to adjourn as members of the ASA Board of Governors and convene as members of the ASA Educational Foundation. Motion passed.

Ms. Desfor reported the Educational Foundation has nominated Larry Golicz to complete Lorrie Beaumont's term as a Director of the Educational Foundation effective July 1, 2018 through June 30, 2019. Mr. Demba seconded the motion. Motion passed.

A motion was made and seconded to adjourn as members of the ASA Educational Foundation and convene as members of the ASA Board of Governors. Motion passed.

Appointment of a Governor to the Compensation Task Force

Mr. Krieser nominated Garrett Schwartz as a member of the Compensation Task Force for a two year term effective July 1, 2018 through June 30, 2020. Mr. Demba seconded the nomination. Mr. Schwartz was appointed as a member of the Compensation Task Force for a two year term effective July 1, 2018 through June 30, 2020.

New Business

Listing of Candidates on the ASA Website

A discussion of the topic was held and all agreed that Candidates should be listed in some form on the ASA website. Mr. Hackett will discuss implementation of the listing of Candidates on the ASA website with the appropriate Headquarters staff and will report to the Board during the Board of Governors meeting scheduled on July 24, 2018.

Closing motion for the 2017-2018 Board of Governors effective June 30, 2018

Ms. Desfor provided some closing remarks to the Board.

A motion was made and seconded to close the 2017-2018 Board of Governors effective June 30, 2018. Motion passed.

Oath of Office for new members of the Executive Committee and Board of Governors effective July 1, 2018

Mr. Hause administered the oath of office to Douglas Krieser, Sharon Desfor, Bruce Johnson, John Mathe and Tom Simatos.

A motion was made and seconded to adjourn to a closed session. The Board of Governors adjourned to a closed session at 7:15 pm Eastern.