



American Society of Appraisers  
Minutes  
Board of Governors GoToMeeting  
March 25, 2019

President Bob Morrison called the meeting to order at 5:00 pm Eastern.

Board of Governors present:

International President  
International Vice President  
International Secretary/Treasurer  
International Immediate Past President  
Governor, Region 1  
Governor, Region 2  
Governor, Region 3  
Governor, Region 4  
Governor, Region 5  
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

Robert B. Morrison, ASA  
Douglas R. Krieser, ASA  
Lorrie Beaumont, ASA  
Sharon A. Desfor, ASA  
Gary Snowdon, ASA  
G. Adrian Gonzalez Jr., ASA  
Mark J. Sandler, ASA, MGA  
Rob Metcalf Jr., ASA  
Garrett Schwartz, ASA  
Mary B. Reich, ASA, MGA  
Martin D. Fuller, ASA, MGA  
David Crick, ASA  
John Mathe, ASA  
Charles T. Rosoff, ASA  
Tom Simatos, ASA  
Michael T. Orman, ASA  
Raymond H. Krasinski, ASA  
Lee P. Hackett, FASA

Board of Governors not present:

Business Valuation Governor  
Business Valuation Governor

Bruce A. Johnson, ASA  
R. Chris Rosenthal, ASA

Staff:

Chief Operations Officer  
Chief Financial Officer  
Sr. Director of Govt. Relations & Business Development  
Director of Credentialing Services  
Governance Manager

Bonny F. Price  
Joseph Noselli, MBA, CPA, CGMA  
John Russell, JD  
Joy Marshall  
Susan Fischer

Advisors:

Legal Counsel  
Parliamentarian

Jerome C. Schaefer, Esq.  
Richard Hause, ASA

A quorum was established.

## **Consent Agenda**

Mr. Morrison asked if any reports should be removed from the consent agenda for further discussion or recusal from voting. The Headquarters (HQ) membership report was moved to routine business for further discussion.

A motion was made and seconded to accept the consent agenda as amended. Motion passed.

## **Routine Business**

### **HQ Membership Report**

Mr. Schwartz noted the report shows a 4% drop in the number of Real Property members and asked why this is happening following the merger with the NAIFA.

Ms. Price explained that it is not atypical for an organization that has been through a merger to see a 10 to 15% drop in membership six months, or after, the merger is effective. Former NAIFA members are currently receiving their first ASA dues invoice and some chose to not renew their membership. Staff has done personal outreach to those individuals who did not renew their membership and the 4% drop is not larger than what was expected.

Mr. Morrison asked Mr. Hackett and Mr. Russell to assist him in reaching out to ASA-NAIFA chapters who are currently having concerns and to keep the applicable region governors for these chapters in the loop.

### **Treasurer's Report**

Mr. Noselli provided an overview of the financial status through February 28, 2019.

### **Distribution of the BoG "Board Book"**

The Board members participated in a discussion of the report provided by HQ and Legal Counsel regarding the logistics involved in making the board book available to non-board members of the Society upon request.

Ms. Desfor noted that approved minutes from open session Board meetings are posted on the website for members to read and motioned to reject the proposal to provide the board book to members on request. Mr. Rosoff seconded the motion. Motion passed. (Messrs. Metcalf, Schwartz and Mathe abstained.)

### **Update - Officer Nomination Procedures Task Force**

Mr. Orman reported the task force reached out to other compeer organizations to learn their nomination and qualifications processes and, based on that information, is recommending that (1) all qualified nominees should be able to run for office and (2) only a past governor or a governor whose term would expire prior to taking the relevant international officer position would be qualified to run.

The discussion of these recommendations, participated in by all in attendance, included:

1. The task force recommendations will require changes to the Administrative Rules in addition to Administrative Rule XII.
2. Proposing better qualifications for international officers.
3. Include in the governing documents that the Nominating & Awards Committee will choose the best candidates for the next four years.

4. Should address qualifications for write-ins, or whether or not to include the option on the ballots.
5. It may be difficult for members to process the large amount of data associated with numerous people running for one office if everyone qualified can run for office.
6. Serving on the Board of Governors is not a necessary qualification for running for international office.
7. The Nominating & Awards Committee is represented by a member of each discipline and are acting in the best interest of the organization and are representatives of the membership when recommending candidates for international office.

Mr. Morrison requested straw polls by roll call on (1) a change to the current nominations process to allow all qualified nominees to be able to run for international office and (2) to keep ‘past chair of a standing committee’ as a qualification to run for international office.

The straw poll roll call to change the current nominations process to allow all qualified nominees to be able to run for international office resulted in a tie vote of eight (8) “yes” and eight (8) “no” votes. The president did not vote.

The straw poll roll call to remove ‘past chair of a standing committee’ as a qualification to run for international office resulted in nine (9) “no” votes and seven (7) ‘yes’ votes.

Mr. Morrison asked the task force to draft a resolution with their recommended changes to the governing documents to send to Headquarters.

#### **Update – RICS Letter of Intent**

Mr. Russell reported an executed Letter of Intent (LoI) to collaborate was sent to RICS last week. Once both parties have signed the LoI a joint press release will be put together and sent out. The next steps are to set up work stream groups, priorities, order of operations and expected financial obligations. Mr. Russell estimated these processes to be completed in six months.

#### **Resolution No. R20190325-01 Amendment to Administrative Rule II Section 6 B. - Chapter Bylaws**

**Therefore be it resolved that**, that the proposed amendment serves to conform the voting requirements stipulated in *Administrative Rule II, Section 6 B.* to be consistent with ASA’s Bylaws, and also to update the language to reflect electronic voting.

**Be it further resolved** that the Board of Governors adopt the attached amendment to Administrative Rule II Section 6 B. effective immediately.

Resolved by Mark J. Sandler, ASA and seconded by Rob Metcalf, ASA.

**Resolution passed.**

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

##### **Section 6 B. Chapter Bylaws**

**Amended:**

Chapter Bylaws ~~and changes thereto~~ may be amended, altered, restated, or otherwise revised by the affirmative vote of two-thirds (2/3) of the entire Chapter Board shall have the approval of two-thirds (2/3) affirmative vote of the Membership of the Chapter, in ballot form signed by the voting Members, before submission to the Board of Governors for consideration.

**As Amended:**

Chapter Bylaws may be amended, altered, restated, or otherwise revised by the affirmative vote of two-thirds (2/3) of the entire Chapter Board, before submission to the Board of Governors for consideration.

**Resolution No. R20190325-02 Amendment to Bylaw IV Section 7**

**Therefore be it resolved** that the Board of Governors adopt the attached revision to Bylaw IV Section 7 effective immediately.

Resolved by Garrett Schwartz, ASA and Douglas R. Krieser, ASA and seconded by Charles T. Rosoff, ASA.

**Resolution passed.**

**Bylaw IV Section 7**

**Amended:**

Accredited Members, Accredited Senior Appraisers, Fellows and Life Members, or reciprocal equivalent thereof<sup>1</sup>, shall have full voting privileges on all matters coming before the Society.

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

**As Amended:**

Accredited Members, Accredited Senior Appraisers, Fellows and Life Members, or reciprocal equivalent thereof<sup>1</sup>, shall have full voting privileges on all matters coming before the Society.

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

**Resolution No. R20190325-03 Amendment to Administrative Rule XII Section 3 D. 9. and 10.**

**Therefore be it resolved** that the Board of Governors adopt the attached amendments to Administrative Rule XII Section 3, D. 9. and 10. effective immediately.

Resolved by Garrett Schwartz, ASA and Douglas R. Krieser, ASA and seconded by Charles T. Rosoff, ASA.

**Resolution passed.**

**Administrative Rule XII Section 3 D. 9. and 10.**

**Amended:**

1. No later than November 30, International Headquarters (HQ) shall notify each incumbent Region Governor whose term will expire at the end of the current administrative year, and all the currently serving chapter Presidents in their respective geographic region, that an election for a successor governor shall take place and that member ballots shall be received at International Headquarters (HQ) no later than May 31;

2. No later than November 30, International Headquarters (HQ) shall notify each incumbent discipline governor whose term will expire at the end of the current administrative year, and the appropriate discipline committee chair, that an election for a successor governor shall take place with member ballots received at International Headquarters (HQ) no later than May 31;

9. Members and Candidates must be in Active, Partially Retired, Retired or Sabbatical status by April 15 of each year to be eligible to vote in the international election.

109. ~~Blank Executed~~ ballots shall be distributed to eligible voting members on or before May 15 and shall be received at International Headquarters (HQ) no later than May 31; and

**As Amended:**

1. No later than November 30, International Headquarters (HQ) shall notify each incumbent Region Governor whose term will expire at the end of the current administrative year, and all the currently serving chapter Presidents in their respective geographic region, that an election for a successor governor shall take place and that member ballots shall be received at International Headquarters (HQ) no later than May 31;

2. No later than November 30, International Headquarters (HQ) shall notify each incumbent discipline governor whose term will expire at the end of the current administrative year, and the appropriate discipline committee chair, that an election for a successor governor shall take place with member ballots received at International Headquarters (HQ) no later than May 31;

9. Members and Candidates must be in Active, Partially Retired, Retired or Sabbatical status by April 15 of each year to be eligible to vote in the international election.

10. Blank ballots shall be distributed to eligible voting members on or before May 15 and shall be received at International Headquarters (HQ) no later than May 31; and

**Resolution No. R20190325-04 Amendment to Administrative Rule V Section 7 I.**

**Therefore be it resolved** that the Board of Governors adopt the attached amendment to Administrative Rule V Section 7 I. effective immediately.

Resolved by Garrett Schwartz, ASA and Douglas R. Krieser, ASA and seconded by Charles T. Rosoff, ASA.

**Resolution passed.**

**Administrative Rule V Section 7 I.**

**Amended:**

I. Retired members may attend all meetings and serve on committees; however, retired members may ~~vote and~~ hold office at the chapter level only.

**As Amended:**

I. Retired members may attend all meetings and serve on committees; however, retired members may hold office at the chapter level only.

**Resolution No. R20190325-05 Collaborative Agreement between ASA and the Canadian National Association of Real Estate Appraisers**

**Therefore be it resolved** that ASA and CNAREA enter into a collaborative agreement to foster cooperation between the two organizations; and

**Be it further resolved** that this agreement includes provisions addressing the exchange and offering of each organization’s educational materials and courses; and

**Be it further resolved** that this agreement provide for the reciprocal award of designations by each organization onto the equivalently designated member of the other upon request and payment of dues, and that such dues be set at a reasonable level to encourage such reciprocal designation; and

**Be it further resolved** that each organization may, of its asking, provide one ex officio seat on its governing Board to an appointed representative of the other organization for the purpose of providing insights from their respective markets and organizations.

Resolved by Michael T. Orman, ASA and Raymond H. Krasinski, ASA.

Following a discussion participated in by members of the board, the maker and seconder agreed to two amendments to the resolution to (1) specify that the agreement relates specifically to ASA Real Property education and (2) to provide one ex officio seat on the RP-NAIFA Discipline Committee.

**Resolution passed as amended.**

**Resolution No. R20190206-01 Amendments to Bylaw V Section 4 and Administrative Rule XI Section 1 (amended)**

**Therefore be it resolved** that the Society wishes to amend its *Bylaws* to:

1. Add one (1) Discipline Governor to be elected by members of the ARM discipline; and
2. Re-assign the seat of the Immediate Past President to *ex-officio* and without voting rights.

**Be it further resolved** that, effective immediately, the following amendments to the Bylaws shall be adopted:

**Amended:**

**BYLAW V: Government and Board of Governors**

**Section 4. Number and Term**

The Board of Governors shall consist of the ~~elected~~ International Officers; ~~the Immediate Past President~~; five (5) elected Region Governors representing the five (5) geographic regions of the Society; ~~ten (10)~~ **eleven (11)** elected Discipline Governors; ~~two (2)~~ Discipline Governors for each of the following Disciplines: Business Valuation, Gems & Jewelry, Machinery & Technical Specialties, Personal Property, and Real Property; ~~and one (1) elected Discipline Governor for the Appraisal Review & Management Discipline~~; and Executive Vice President (**EVP**) as *ex-officio*. **The Immediate Past President and the EVP shall serve as non-voting Members of the Board of Governors.** International Officers shall serve in accordance with Bylaw VI, Section 2. Governors shall serve terms of four (4) years and are not eligible for re-election or appointment for

successive terms. The terms of all members of the Board of Governors shall coincide with the administrative year.

As Amended:

**BYLAW V: Government and Board of Governors**

**Section 4. Number and Term**

The Board of Governors shall consist of the International Officers; five (5) elected Region Governors representing the five (5) geographic regions of the Society; eleven (11) elected Discipline Governors; two (2) Discipline Governors for each of the following Disciplines: Business Valuation; Gems & Jewelry; Machinery & Technical Specialties; Personal Property, and Real Property, and one (1) Discipline Governor for the Appraisal Review Management Discipline; and the Executive Vice President (EVP) as *ex-officio*. The Immediate Past President and the EVP shall serve as non-voting Members of the Board of Governors. International Officers shall serve in accordance with Bylaw VI, Section 2. Governors shall serve terms of four (4) years and are not eligible for re-election or appointment for successive terms. The terms of all members of the Board of Governors shall coincide with the administrative year.

**Be it further resolved**, effective immediately, the following amendments to the Administrative Rules of Procedure shall be adopted:

Amended:

**ADMINISTRATIVE RULE XI: Board of Governors**

**Section 1-Composition of Board of Governors**

B. The Executive Vice President (EVP) ~~and the Immediate Past President will be a~~ **shall be** nonvoting Members of the Board of Governors.

As Amended:

**ADMINISTRATIVE RULE XI: Board of Governors**

**Section 1-Composition of Board of Governors**

B. The Executive Vice President (EVP) and the Immediate Past President shall be nonvoting Members of the Board of Governors.

**Be it further resolved** for the purpose of the election of the initial ARM Discipline Governor only, the ARM Discipline Committee's nominating and awards committee shall meet and nominate at least two candidates to stand for election as the ARM Discipline Governor and submit their nominations to the International Headquarters no later than the latter of (a) February 15, 2019 or (b) fifteen (15) days after this resolution is adopted by the Board. Otherwise, election of the ARM Discipline Governor shall follow the process set forth in and in compliance with the Society's *Administrative Rules, Administrative Rule XII-Elections* including, without limitation, *Section 3-Election Procedures*.

**Be it further resolved** this action become effective immediately.

Resolved by Robert B. Morrison, ASA and seconded by Douglas R. Krieser, ASA

A discussion was held by members of the board regarding the data provided of the number and types of members who hold the ARM specific designation, and those who hold the discipline specific ARM designation, the financial and logistical ramifications of an additional Board member, ARM members who

would be eligible to run for governor and if currently serving governors can succeed themselves as an ARM Discipline Governor as requested during the February 6, 2019 Board of Governors call.

Mr. Hause noted that during the February 6, 2019 call, the maker and seconder accepted a friendly amendment to change “Executive Vice President (EVP)” to “Chief Executive Officer (CEO)” in Administrative Rule XI Section 1 B. and that the board needed to vote on this friendly amendment. A voice vote was taken and the friendly amendment to Administrative Rule XI Section 1 B. was approved.

A roll call vote on resolution No. R20190206-01 as amended was taken.

**Resolution failed** as it did not have the required 2/3 majority “yes” vote of the total number of Board members to pass.

A motion was made and seconded to adjourn to a closed session at 6:55 pm Eastern. Motion passed.