



American Society of Appraisers
Minutes
Board of Governors Special GoToMeeting – Open Session
January 28, 2020

President Douglas Krieser called the open session to order at 5:00 pm Eastern.

Board of Governors present:

International President	Douglas R. Krieser, ASA
International Vice President	Lorrie Beaumont, ASA
International Secretary/Treasurer	David Crick, ASA
International Immediate Past President	Robert B. Morrison, ASA
Governor, Region 1	Gary Snowdon, ASA
Governor, Region 2	G. Adrian Gonzalez Jr., ASA
Governor, Region 3	Mark J. Sandler, ASA, MGA
Governor, Region 4	Rob Metcalf Jr., ASA
Governor, Region 5	Garrett Schwartz, ASA
Business Valuation Governor	Bruce A. Johnson, ASA
Business Valuation Governor	William A. Johnston, ASA
Gems & Jewelry Governor	Martin D. Fuller, ASA, MGA
Gems & Jewelry Governor	Patti J. Geolat, ASA
Machinery & Technical Specialties Governor	Samuel Shapiro, ASA
Personal Property Governor	Lela Hersh, ASA
Personal Property Governor	Tom Simatos, ASA
Real Property Governor	Raymond H. Krasinski, ASA
Real Property Governor	David R. Doering, ASA, IFA
Chief Executive Officer	Johnnie White, MBA, CAE, CMP

Board of Governors not present:

Machinery & Technical Specialties Governor	John Mathe, ASA
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Staff:

Chief Operations Officer	Bonny F. Price
Chief Financial Officer	Joseph Noselli, MBA, CPA, CGMA
Chief Marketing Officer	Todd Paradis
Sr. Director of Govt. Relations & Business Development	John Russell, JD
Director of Membership Development	Sarah E. Sebastian, CAE
Director of Credentialing Services	Joy L. Marshall
Outgoing Governance Manager	Susan Fischer
Incoming Governance Manager	Stacey Taylor

Advisors:

Legal Counsel	Stephen M. Schaefer, Esq.
Parliamentarian	Richard Hause, ASA

College of Fellows Observer

Lee P. Hackett, FASA

Guest:

Growth Management Consulting

Eric Craymer

Observer:

Member-At-Large, ARM & MTS Discipline Committees

Richard Berkemeier, ASA

A quorum was established.

Acceptance of Consent Agenda

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

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

Routine Business

Treasurer's Report

Mr. Noselli reviewed the Financial Highlights YTD December 2019 and discussed the variances to budget for education and membership and provided updates on the operating cash coverage and ASA's investment performance.

Mr. Noselli continued with an update on the audited financial statements which are expected to be finalized in the next two weeks. He noted a couple of issues with the audit which delayed publication which have now been resolved. Issue one (1), ASA was carrying a \$40,000 past due accounts receivable balance on its books at the end of fiscal year 2019 (period ending June 30, 2019) for the Shanghai Institute of Gemology. The amount appeared uncollectible at the time. In order to avoid having to record a bad allowance in FY2019 the organization made a major push to collect on the account. We were successful collecting the majority of the account thus avoiding the write-off. Issue two (2), NAIFA will not be presented in the financial statements as a merger as originally thought but will be presented as an acquisition. For the period of time from the acquisition date (July 1, 2018) to the expiration of the withdrawal period (June 30, 2021), the assets contributed by NAIFA will be shown on the balance sheet as restricted with an offsetting contingent liability. The accounting reflects the obligation to return those assets to NAIFA should they choose to withdraw from ASA. After the expiration of the withdrawal period the contingent liability will be eliminated and we will be obligated to report the contributed assets as income

ASA International and MTS Conferences Update

Ms. Price reported that registration is open for the Equipment Valuation Conference to be held in Cleveland, Ohio June 1-3, 2020.

Ms. Price then provided an update on the ASA International Appraisal Conference (IAC) to be held in Chicago October 11-13, 2020.

- The early bird rate for the IAC will be significantly less than last year and will increase after the deadline.
- The registration fee for the Advanced BV Conference will remain relatively the same but will include the BV conference session recordings.

- The website for both conferences will go live on Mar. 1, 2020.
- Regarding pre-conference meetings; the chapter leadership forum will be held on Saturday afternoon, Oct. 10, 2020. The Discipline Committees will meet in the morning and the Board of Governors will meet in the afternoon on Sunday, October 10, 2020. The President’s reception will be held following the Board of Governors meeting.

Diversity & Inclusion Task Force Update

The report was postponed to a later date as Mr. Mathe was not able to attend today’s call.

Collaboration with RICS Update

Mr. Russell reported he and Mr. White met with Mr. Zuriff, Mr. Choi and Mr. Shah at the RICS offices in New York on Jan. 9, 2020 to discuss a re-alignment of tasks for the collaboration between the two organizations. They agreed to initially collaborate on smaller readily available opportunities beginning with the launch of a new Fair Value Conference in Houston, TX.

Mr. Russell added that the Board will be provided with information that includes the major points of an overarching collaborative agreement between the two organizations.

Resolution: R20200128-01 Amendments to Administrative Rule XIV Section 10 A., 2. and 3.; Administrative Rule XII Section 1 A., B., C., E., G., H., I., J. and Section 3 B., C., E. 11. and 12. and Administrative Rule X Section 3 C. – Officer Nominations

Therefore be it resolved that the Board of Governors adopt the attached amendments to Administrative Rule XIV Section 10 A. 2. and 3. and Administrative Rule XII Section 1 B., C., E., G., H., I., J. and Section 3 B., C., E. 11. and 12., effective immediately.

Approved as to form by the Constitution & Bylaws Committee on January 3, 2020.

Resolved by Samuel Shapiro, ASA and seconded by John Mathe, ASA.

Amended:

ADMINISTRATIVE RULE XIV—Standing and Other Committees

SECTION 10—Nominating and Awards Committee

A. The Nominating and Awards Committee shall:

1. Be chaired by the Immediate Past President;
2. Be comprised of members in the grade of Accredited Senior Appraiser (ASA) or higher; or reciprocal equivalent thereof;
3. Compile nominations and confirm that each nominee meets the minimum requirements for the relevant international officer positions as stated in these Administrative Rules and report these to the Board of Governors., consider, and recommend a list of candidates for the Secretary/Treasurer position;
4. Review and investigate nominations for bestowal of Honorary Membership, Lifetime Achievement Award and Society Trustee to the Appraisal Foundation, and make appropriate recommendations to the Board of Governors; and

5. Perform other duties as assigned by the Board of Governors or Immediate Past President.
- B. Each year, one new committee member shall be appointed by the President and one new committee member shall be appointed by the Board of Governors.
- C. Each member shall serve for terms not to exceed three (3) years.
- D. Representatives on this committee shall include at least one member from each of the disciplines.

ADMINISTRATIVE RULE XII—Elections

SECTION 1—Nominating and Awards Committee

- A. Upon the appointment of the members of the Nominating and Awards Committee, International Headquarters (HQ) shall inform the Society of the composition of this committee and the right of members to recommend to this committee the names of individuals for consideration as Honorary Members, members as recipients of a Lifetime Achievement Award, candidates for International Vice President and Secretary/Treasurer Officers, and nominees for the position of Trustee to the Appraisal Foundation.
- B. The procedures for the nomination of candidates for the positions of —Vice President and Secretary/Treasurer shall be as follows:
 1. On or before November 1 of each year, the Chair of the Nominating and Awards Committee shall request that members submit the names of candidates for consideration as nominees for the Vice President and Secretary/Treasurer positions ~~this position~~;
 2. Recommendations for nominees shall be received at International Headquarters (HQ) no later than November 30; and
 3. Nominations shall be made in writing. ~~and~~ ~~The~~ nominator shall submit documentation that demonstrates the qualifications of the candidate and a written and a signed statement from the nominee that the nominee has (a) read copies of the Society's Constitution, Bylaws, and Administrative Rules; (b) had no discipline action taken against them by the Society or by any other valuation professional organization, (c) read and agreed to abide by the ASA Campaign/Election policy and (d) agreed to the nomination. ~~as well as verification that the nominee has agreed to the nomination;~~
 4. Nominations shall be made by an Accredited Member (AM), Accredited Senior Appraiser (ASA), or Fellow (FASA), or reciprocal equivalent thereof!
 - 4.5. No member of the Nominating and Awards Committee shall accept nomination without first resigning from their position on the committee; be included as a nominee; and
 - 5.6. A simple majority of members of the Nominating and Awards Committee is necessary to confirm that a nominee meets the minimum qualifications of the position to which they have been nominated.
 - 6.7. Subject to confirmation by the Nominating and Awards Committee of the nominees' qualifications and the majority approval of the Board of Governors of the slate of nominees reported recommended by the Nominating and Awards Committee, the election process shall proceed pursuant to these Administrative Rules.
- C. The Nominating and Awards Committee shall confirm that the nominees for international office meet the minimum qualifications as stated in these Administrative Rules. ~~be guided in its deliberations and recommendations for candidates for Secretary/Treasurer by the following guidelines:~~
 1. 1. The minimum qualifications for candidates nominated for the office of International Secretary/Treasurer are as follows: ~~international officers are as follows:~~

- a. the individual shall be a member in good standing;
- b. the individual shall be ~~either~~ an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹, and shall have held that designation for at least five (5) continuous years as of the date of such individual taking the relevant International Office; and
- c. the individual shall have completed a full term as either Governor or Chair of a Standing Committee, or as an officer or director of an entity that has merged into the Society, as of the date of such individual taking the relevant International Office.

2. The minimum qualifications for candidates nominated for the office of International Vice President are:

- a. the individual shall be a member in good standing;
- b. the individual shall be ~~either~~ an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹, and shall have held that designation for at least five (5) continuous years as of the date of such individual taking the relevant International Office; and
- c. the individual shall have served as an elected officer of the Society or of an entity that has merged with or into the Society or completed a full term as a Governor, as of the date of such individual taking the relevant International Office.

3. The minimum qualifications for candidates for the office of International President are:

- a. the individual shall be a member in good standing;
- b. the individual shall be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹, and shall have held that designation for at least five (5) continuous years as of the date of such individual taking the relevant International Office; and
- a-c. the individual shall have served a full term as International Vice President, as of the date of such individual taking the relevant International Office

D. The procedures for the nomination of individuals for Honorary Membership shall be as follows:

1. On or before November 1 of each year, the Chair of the Nominating and Awards Committee shall request that members submit the names of individuals for consideration as nominees for this position;
2. Recommendations for nominees shall be received at International Headquarters (HQ) no later than November 30; and
3. Nominations shall be in writing and the nominator shall submit documentation that demonstrates the nominee has met the requirements for Honorary Membership.

E. 4. ~~Subject to the majority approval of the Board of Governors of the slate of nominees recommended by the Nominating and Awards Committee, the election process shall proceed pursuant to these Administrative Rules. A simple majority vote of the members of the Nominating and Awards Committee is necessary to recommend an Honorary Membership.~~

E.F. The Nominating and Awards Committee shall be guided in its deliberations and recommendations for candidates for the Lifetime Achievement Award by the following guidelines:

1. Be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹ in good standing;

2. Has demonstrated, in the judgment of the Board of Governors, exemplary, steadfast and consistent dedication, involvement, commitment and loyalty to the Society and the profession that warrant this single honor; and

3. Has held the grade of Accredited Senior Appraiser (ASA) and/or Fellow (FASA), or reciprocal equivalent thereof¹ for a period of at least twenty-five (25) years and be at least seventy (70) years of age.

~~7.8.~~ Nominations shall be in writing and the nominator shall submit documentation that demonstrates the nominee has met the requirements for the Lifetime Achievement Award.

~~8.9.~~ No member of the Nominating and Awards Committee shall be included as a nominee.

~~F.G. The Nominating and Awards Committee shall require only a majority vote of its members to select a slate of candidates or to recommend an award. A simple majority vote of the members of the Nominating and Awards Committee is necessary to recommend a Lifetime Achievement Award.~~

¹The 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.

~~G.H. On or before February 15 the Nominating and Awards Committee shall present a written report to the Board of Governors that includes: The written report of the Nominating and Awards Committee to the Board of Governors at the midterm meeting shall:~~

~~1. Copies of each nomination and qualifying documentation; Describe its deliberations;~~

~~2. Include the names of all nominees for each international office whose nomination and qualifications meet the minimum requirements herein; persons considered by this committee; and~~

~~3. The names of all nominees for each international office whose nomination and/or qualifications do not meet the requirements herein, including the specific requirement(s) not met. Provide a copy of the nominating letter for each person considered;~~

~~4. Name(s) of individuals recommended for Honorary Membership and the Lifetime Achievement Award and a brief description of the reasons the individual(s) is deserving of the award. Present the vote tabulation of this committee;~~

~~5. Set forth the slate of nominees; and~~

~~6. Include a statement of the qualifications of each nominee.~~

~~I. The proposed slate of candidates for International Secretary/Treasurer and nominees for Honorary Membership and the Lifetime Achievement Award and the list of nominees for international officer positions is subject to the affirmative majority vote of the entire Board of Governors.~~

~~I. If the Midterm Meeting of the Board of Governors is not held, or is not held in the month of January, then the Nominating and Awards Committee shall submit its written report at the January teleconference call of the Board of Governors.~~

~~J.J. In the event the Nominating and Awards Committee fails to submit its report to the Board of Governors by February 15 at the midterm meeting, the Board of Governors may:~~

~~1. Extend the timeframe for its submission;~~

~~2. Name another member of this committee as chair with an extension of time for report submission; and/or~~

~~3. Discharge all members of this committee and sit as a quasi committee to the whole to determine a slate of nominees for the ensuing year.~~

- K. Chapter or discipline committee nominating and awards committees shall be comprised of no less than three designated members and shall be chaired by the Immediate Past Chapter President or immediate past discipline committee Chair.
- L. Chapter or discipline committee nominating and awards committees shall submit a report to the chapter governing body or discipline committee which describes its deliberations, sets forth a slate of nominees, and provides statements of the qualifications of each nominee no later than the February meeting of the chapter governing body or discipline committee.
- M. There shall be not less than two nominees for each Governor position.

SECTION 2—Tellers and Credentials Committee and Elections Committee

- A. The President shall appoint a Tellers and Credentials Committee not less than 30 days before the close of the polls for International Elections.
- B. The Tellers and Credentials Committee shall consist of no more than three (3) members and their responsibility shall be as follows:
 - 1. Ensure that the election of international officers, governors, and discipline committee members is conducted in compliance with the Bylaws and Administrative Rules; and
 - 2. Certify the legitimacy of any elections of international officers, governors, and discipline committee officers and members in a report submitted to the Board of Governors.
- C. The Elections Committee shall review and deliberate on complaints attributable to alleged violations of the election procedures, policies and/or governing documents of the Society regarding the elections of international officers, governors and discipline committee members (“ASA National Elections”). The Elections Committee shall inform the Board of Governors of such complaints it considers to be relevant and appropriate and may also recommend possible penalties and remedies for such alleged violations. The International President or Board of Governors may request assistance from the Elections Committee regarding matters related to ASA National Elections.

SECTION 3—Election Procedures

- A. The procedures for election of international officers, governors, discipline committee members, and chapter officers shall comply with the provisions of the Bylaws and Administrative Rules and shall employ a secret ballot.
- B. No person shall be a nominee and/or shall stand for election to more than one elected international, Board of Governors, discipline and/or chapter position in any one election year.
- B.C. All nominees who meet the minimum qualifications as set forth in these Administrative Rules, who do not withdraw their nomination, shall be eligible to stand for election.
- ~~C.D.~~ A statement of the qualifications of the nominees shall be provided to every member entitled to vote, along with an official ballot.
- ~~D.E.~~ The procedures for election of governors shall comply with the provisions of the Administrative Rule including the following:
 - 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;
3. No later than February 15, each president of an active chapter shall deliver a report to the Presidents of all other active chapters in their respective region setting forth the names and statements of qualifications of the individuals to be recommended by such chapter for the position of Region Governor;
4. No later than February 15, the region or discipline committee nominating and awards committee shall meet in person or by teleconference to nominate at least two candidates to serve as Region Governor or Discipline Governor and submit their nominations to International Headquarters (HQ);
5. Candidates for the position of Discipline Governor may also be nominated by a petition signed by any group of fifty (50) or more designated members of the discipline or by ten percent (10%) or more of the designated members of the discipline, whichever is the lesser number;
6. Candidates for the positions of Region Governor shall have maintained membership in an active chapter within that region for a period of not less than two (2) years.
7. International Headquarters (HQ) shall cause a ballot to be prepared and delivered by appropriate means to each member entitled to vote in the appropriate region or discipline;
8. Ballots shall include the names and a statement of qualifications of all nominees;
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
11. On June 1, International Headquarters (HQ) shall deliver all ballots received to the Tellers and Credentials Committee.
 - A. A simple majority of the votes cast is necessary to declare the winner of International Officer elections. In the event that no candidate secures at least 50.1% of the votes cast, there shall be a run-off election between the candidates that garnered the two highest percentages of votes. The run-off election shall be initiated within seven (7) days of the report of Tellers and Credentials; the ballots shall be open for a period of fifteen (15) days.
- 11.12. For all other elections, the candidate that garners the highest percentage of votes cast shall be declared the winner. In the event of a tie vote, a run-off election shall be initiated within seven (7) days of the report of Tellers and Credentials; the ballots shall be open for a period of fifteen (15) days.

ADMINISTRATIVE RULE X—International Officers

SECTION 3—Duties of the Secretary/Treasurer

- C. Provided he/she is eligible, ~~and available~~, the Secretary/Treasurer ~~may shall automatically~~ become ~~at~~ the nominee for the office of Vice President for the year following his/her term as Secretary/Treasurer.

As Amended:

ADMINISTRATIVE RULE XIV—Standing and Other Committees

SECTION 10—Nominating and Awards Committee

E. The Nominating and Awards Committee shall:

6. Be chaired by the Immediate Past President;
 7. Be comprised of members in the grade of Accredited Senior Appraiser (ASA) or higher; or reciprocal equivalent thereof;
 8. Compile nominations and confirm that each nominee meets the minimum requirements for the relevant International Officer positions as stated in these Administrative Rules and report these to the Board of Governors.
 9. Review and investigate nominations for bestowal of Honorary Membership, Lifetime Achievement Award and Society Trustee to the Appraisal Foundation, and make appropriate recommendations to the Board of Governors; and
 10. Perform other duties as assigned by the Board of Governors or Immediate Past President.
- F. Each year, one new committee member shall be appointed by the President and one new committee member shall be appointed by the Board of Governors.
- G. Each member shall serve for terms not to exceed three (3) years.
- H. Representatives on this committee shall include at least one member from each of the disciplines.

ADMINISTRATIVE RULE XII—Elections

SECTION 1—Nominating and Awards Committee

- A. Upon the appointment of the members of the Nominating and Awards Committee, International Headquarters (HQ) shall inform the Society of the composition of this committee and the right of members to recommend to this committee the names of individuals for consideration as Honorary Members, members as recipients of a Lifetime Achievement Award, candidates for International Vice President and Secretary/Treasurer, and nominees for the position of Trustee to the Appraisal Foundation.
- B. The procedures for the nomination of candidates for the positions of Vice President and Secretary/Treasurer shall be as follows:
 1. On or before November 1 of each year, the Chair of the Nominating and Awards Committee shall request that members submit the names of candidates for consideration as nominees for the Vice President and Secretary/Treasurer positions;
 2. Recommendations for nominees shall be received at International Headquarters (HQ) no later than November 30; and
 3. Nominations shall be made in writing. The nominator shall submit documentation that demonstrates the qualifications of the candidate and a written and signed statement from the nominee that the nominee has (a) read copies of the Society's Constitution, Bylaws, and Administrative Rules; (b) had no discipline action taken against them by the Society or by any other valuation professional organization, (c) read and agreed to abide by the ASA Campaign/Election policy and (d) agreed to the nomination.
 4. Nominations shall be made by an Accredited Member (AM), Accredited Senior Appraiser (ASA), or Fellow (FASA), or reciprocal equivalent thereof¹;

5. No member of the Nominating and Awards Committee shall accept nomination without first resigning from their position on the committee; and
 6. A simple majority of members of the Nominating and Awards Committee is necessary to confirm that a nominee meets the minimum qualifications of the position to which they have been nominated.
 7. Subject to confirmation by the Nominating and Awards Committee of the nominees' qualifications and the majority approval of the Board of Governors of the nominees reported by the Nominating and Awards Committee, the election process shall proceed pursuant to these Administrative Rules.
- C. The Nominating and Awards Committee shall confirm that the nominees for international office meet the minimum qualifications as stated in these Administrative Rules.
1. The minimum qualifications for candidates nominated for the office of International Secretary/Treasurer are as follows:
 - a. the individual shall be a member in good standing;
 - b. the individual shall be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹, and shall have held that designation for at least five (5) continuous years as of the date of such individual taking the relevant International Office; and
 - c. the individual shall have completed a full term as either Governor or Chair of a Standing Committee, or as an officer or director of an entity that has merged into the Society, as of the date of such individual taking the relevant International Office.
 2. The minimum qualifications for candidates nominated for the office of International Vice President are:
 - a. the individual shall be a member in good standing;
 - b. the individual shall be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹, and shall have held that designation for at least five (5) continuous years as of the date of such individual taking the relevant International Office; and
 - c. the individual shall have served as Governor of the Society or as a Board member of an entity that has merged with or into the Society, as of the date of such individual taking the relevant International Office.
 2. The minimum qualifications for candidates for the office of International President are:
 - a. the individual shall be a member in good standing;
 - b. the individual shall be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹, and shall have held that designation for at least five (5) continuous years as of the date of such individual taking the relevant International Office; and
 - c. the individual shall have served a full term as International Vice President, as of the date of such individual taking the relevant International Office.
- D. The procedures for the nomination of individuals for Honorary Membership shall be as follows:

1. On or before November 1 of each year, the Chair of the Nominating and Awards Committee shall request that members submit the names of individuals for consideration as nominees for this position;
2. Recommendations for nominees shall be received at International Headquarters (HQ) no later than November 30; and
3. Nominations shall be in writing and the nominator shall submit documentation that demonstrates the nominee has met the requirements for Honorary Membership.
4. A simple majority vote of the members of the Nominating and Awards Committee is necessary to recommend an Honorary Membership.

E. The Nominating and Awards Committee shall be guided in its deliberations and recommendations for candidates for the Lifetime Achievement Award by the following guidelines:

2. Be an Accredited Senior Appraiser (ASA) or Fellow (FASA), or reciprocal equivalent thereof¹ in good standing;
3. Has demonstrated, in the judgment of the Board of Governors, exemplary, steadfast and consistent dedication, involvement, commitment and loyalty to the Society and the profession that warrant this single honor; and
4. Has held the grade of Accredited Senior Appraiser (ASA) and/or Fellow (FASA), or reciprocal equivalent thereof¹ for a period of at least twenty-five (25) years and be at least seventy (70) years of age.
4. Nominations shall be in writing and the nominator shall submit documentation that demonstrates the nominee has met the requirements for the Lifetime Achievement Award.

5. No member of the Nominating and Awards Committee shall be included as a nominee.

F. A simple majority vote of the members of the Nominating and Awards Committee is necessary to recommend a Lifetime Achievement Award.

¹The 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.

G. On or before February 15 the Nominating and Awards Committee shall present a written report to the Board of Governors that includes:

1. Copies of each nomination and qualifying documentation;
2. The names of all nominees for each international office whose nomination and qualifications meet the minimum requirements herein; and
3. The names of all nominees for each international office whose nomination and/or qualifications do not meet the requirements herein, including the specific requirement(s) not met;
4. Name(s) of individuals recommended for Honorary Membership and the Lifetime Achievement Award and a brief description of the reasons the individual(s) is deserving of the award.

H. The proposed slate of nominees for Honorary Membership and Lifetime Achievement Award and the list of nominees for international officer positions is subject to the affirmative majority vote of the entire Board of Governors.

I. In the event the Nominating and Awards Committee fails to submit its report to the Board of Governors by February 15, the Board of Governors may:

1. Extend the timeframe for its submission;
 2. Name another member of this committee as chair with an extension of time for report submission; and/or
 3. Discharge all members of this committee and sit as a quasi committee to the whole to determine a slate of nominees for the ensuing year.
- K. Chapter or discipline committee nominating and awards committees shall be comprised of no less than three designated members and shall be chaired by the Immediate Past Chapter President or immediate past discipline committee Chair.
- L. Chapter or discipline committee nominating and awards committees shall submit a report to the chapter governing body or discipline committee which describes its deliberations, sets forth a slate of nominees, and provides statements of the qualifications of each nominee no later than the February meeting of the chapter governing body or discipline committee.
- M. There shall be not less than two nominees for each Governor position.

SECTION 2—Tellers and Credentials Committee and Elections Committee

- A. The President shall appoint a Tellers and Credentials Committee not less than 30 days before the close of the polls for International Elections.
- B. The Tellers and Credentials Committee shall consist of no more than three (3) members and their responsibility shall be as follows:
1. Ensure that the election of international officers, governors, and discipline committee members is conducted in compliance with the Bylaws and Administrative Rules; and
 2. Certify the legitimacy of any elections of international officers, governors, and discipline committee officers and members in a report submitted to the Board of Governors.
- C. The Elections Committee shall review and deliberate on complaints attributable to alleged violations of the election procedures, policies and/or governing documents of the Society regarding the elections of international officers, governors and discipline committee members (“ASA National Elections”). The Elections Committee shall inform the Board of Governors of such complaints it considers to be relevant and appropriate and may also recommend possible penalties and remedies for such alleged violations. The International President or Board of Governors may request assistance from the Elections Committee regarding matters related to ASA National Elections.

SECTION 3—Election Procedures

- A. The procedures for election of international officers, governors, discipline committee members, and chapter officers shall comply with the provisions of the Bylaws and Administrative Rules and shall employ a secret ballot.
- B. No person shall be a nominee and/or shall stand for election to more than one elected international, Board of Governors, discipline and/or chapter position in any one election year.
- C. All nominees who meet the minimum qualifications as set forth in these Administrative Rules, who do not withdraw their nomination, shall be eligible to stand for election.
- D. A statement of the qualifications of the nominees shall be provided to every member entitled to vote, along with an official ballot.
- E. The procedures for election of governors shall comply with the provisions of the Administrative Rule including the following:

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;
3. No later than February 15, each president of an active chapter shall deliver a report to the Presidents of all other active chapters in their respective region setting forth the names and statements of qualifications of the individuals to be recommended by such chapter for the position of Region Governor;
4. No later than February 15, the region or discipline committee nominating and awards committee shall meet in person or by teleconference to nominate at least two candidates to serve as Region Governor or Discipline Governor and submit their nominations to International Headquarters (HQ);
5. Candidates for the position of Discipline Governor may also be nominated by a petition signed by any group of fifty (50) or more designated members of the discipline or by ten percent (10%) or more of the designated members of the discipline, whichever is the lesser number;
6. Candidates for the positions of Region Governor shall have maintained membership in an active chapter within that region for a period of not less than two (2) years.
7. International Headquarters (HQ) shall cause a ballot to be prepared and delivered by appropriate means to each member entitled to vote in the appropriate region or discipline;
8. Ballots shall include the names and a statement of qualifications of all nominees;
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
11. On June 1, International Headquarters (HQ) shall deliver all ballots received to the Tellers and Credentials Committee.
 - a. A simple majority of the votes cast is necessary to declare the winner of International Officer elections. In the event that no candidate secures at least 50.1% of the votes cast, there shall be a run-off election between the candidates that garnered the two highest percentages of votes. The run-off election shall be initiated within seven (7) days of the report of Tellers and Credentials; the ballots shall be open for a period of fifteen (15) days.
12. For all other elections, the candidate that garners the highest percentage of votes cast shall be declared the winner. In the event of a tie vote, a run-off election shall be initiated within seven (7) days of the report of Tellers and Credentials; the ballots shall be open for a period of fifteen (15) days.

ADMINISTRATIVE RULE X—International Officers

SECTION 3—Duties of the Secretary/Treasurer

C. Provided he/she is eligible, the Secretary/Treasurer may become a nominee for the office of Vice President for the year following his/her term as Secretary/Treasurer.

A discussion of the changes to the Administrative Rules as proposed in Resolution R20200128-01 was held by all members of the Board present on the call.

A motion was made and seconded to indefinitely postpone consideration of the resolution. The maker and seconder amended the motion to postpone consideration of the resolution to allow a straw vote of the Board of Governors to be held. The motion passed with one (1) abstention.

Mr. Krieser asked for a straw vote of the governors present on the call for all in favor, all against, and any abstentions, to a request that the maker and seconder revise the resolution and present an amended resolution to the Board for consideration at a later date. The majority of the Board of Governors voted against a request that the maker and seconder revise the resolution and present an amended resolution to the Board for consideration at a later date.

A motion was made and seconded to call the question. A voice vote was taken. Motion passed with one (1) abstention.

A voice vote was taken on the resolution as written. Resolution R20200128-01, as written, failed with sixteen (16) “no” votes, one (1) “yes” vote and one (1) abstention.

CEO Update

In the interest of time, Mr. White noted he will provide his CEO update in an email to the Board of Governors.

Mr. Krieser asked for a brief recess at 7:05 pm Eastern before convening to a closed session.