

American Society of Professional Estimators
Bylaws Revision Rationale
Prepared by Bylaws Revision Committee
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At the 2005 Annual Convention in Florida, the membership mandated the Board of Trustees complete an overhaul of the existing Society Bylaws. The thrust of the mandate was to organize the bylaws into a more streamlined, organized document that did not include unnecessary policies and procedures cumbersome to the workings of the Society. This is actually very healthy for an organization to do, and we commend the membership for understanding the need. As with all things...everything continues to change, probably never as fast as the times we live in. Even looking back to the early 1990's during the last bylaws revision, the means by which we conduct business, and life in general, has changed significantly.

In August 2008 current President Paulette Rutlen, along with the Board of Trustees, appointed a special committee with representatives from all five regions to embark on the mandate with a goal to have the revised bylaws ready for voting at the 2009 Convention. Special thanks to the members of the Bylaws Revision Committee whom have contributed many hours developing these bylaws on your behalf: Bob Pratt, FCPE; Kye Holton-Brown, CPE; Marcene Taylor, CPE; and Mike Lese, E. I would also like to thank Joe Flemming, CPE and Rich Lemere, CPE for their participation in many of the sessions held. Last, but certainly not least, Elaine Fulton, HM, our parliamentarian. She did the bulk of the heavy lifting, making sure we were keeping on track, in line, and to the order.

The following is intended to be a recap of the major modifications between the existing ASPE Bylaws (July 2008 version) and the proposed 2009 Bylaws Revision. It is intended that delegates to the 2009 Convention will vote to approve this revisions document. Minor wording, grammatical corrections and clarifications between the two documents are not addressed in this rationale.

1. Article I Name
 - a. Currently titled "Government." Changed title to "Name."
 - b. Rationale: The reason for this article is to state the name of the organization. Therefore the Article should be titled to match its purpose, and to align with the current Robert's Rules suggested outline.
2. Article II Object
 - a. No changes to this article.
3. Article III Members
 - a. Currently titled "Membership." Change title to "Members."
 - b. Rationale: This article is intended to identify and define a member to the society rather than defining membership in the society. Therefore, the Article should be titled to match its intended purpose, and to align with current Robert's Rules suggested outline.
4. Article III, Section 1, A, 2, b) Non-Member Certified Professional Estimator
 - a. Currently, a Non-Member CPE is defined as a membership classification assigned by the Certification Board. Removed definition of a Non-Member Certified Professional Estimator.
 - b. Rationale: A "Non-Member" cannot be a classification of membership. Certifying non-member estimators is a procedure allowed in the certification program, and should not be listed as a member classification in the bylaws. Therefore, the definition of a non-member CPE has

- been removed. A non-member CPE is discussed under the duties of the Certification Committee in Article XI, Section 2.
5. Article III, Section 1, A, 3, a) Member-at-Large
 - a. Currently, a Member-at-Large is defined as a membership classification assigned by the National Board of Trustees. Move the definition of a Member-at-Large to Article V, Regions, Section 4. Members-at-Large.
 - b. Rationale: A Member-at-Large is not a member classification, but is used to designate a member that is not affiliated with a chapter based on location within a Region. Therefore, the definition of a Member-at-Large (MAL) has moved to Regions.
 6. Article III, Section 2, Application Procedures
 - a. Currently, this section describes the procedures for membership application in three sub-paragraphs. Moved to Section 4 and re-titled "Application for Membership." Removed procedures not required to be included in the bylaws. .
 - b. Rationale: This section should describe the basic process to apply for membership, and the date when membership is effective. The procedures to accomplish are to be listed in the Society policy and procedure manual.
 7. Article III, Section 4, Dues
 - a. Currently, this section describes a number of procedures for dues payment in five sub-paragraphs. Moved to Section 6. Removed procedures not required to be included in the bylaws.
 - b. Rationale: This section should describe the basic process for dues changes, special assessments, payment, and non-payment. The procedures to accomplish are to be listed in the Society policy and procedure manual.
 8. Article III, Section 5, Suspension or Expulsion
 - a. Currently, this section is located within the article for membership. This section has moved to a new Article XII titled "Professional Discipline" and has been expanded to provide a more detailed process.
 - b. Rationale: Professional Discipline requires more detailed definition, language and consideration, and should be listed in its own article within the bylaws.
 9. Article IV, Fiscal Year
 - a. Currently, this is Article IV. This has moved to a new Article XVI titled "Fiscal Year."
 - b. Rationale: The reason for this move is to align with the current Robert's Rules suggested outline.
 10. Article IV, Chapters
 - a. Currently, this is Article V. This has moved to Article IV.
 - b. No other changes have been made except for minor grammatical and clarification modifications.
 11. Article V, Regions
 - a. Currently, this is Article VI. This has moved to Article V.
 - b. No other changes have been made except for minor grammatical and clarification modifications.
 12. Article VI, Officers
 - a. Currently, this is Article VII. This Article has moved to Article VI.
 - b. No other changes have been made except for minor grammatical and clarification modifications.
 13. . Article VII Appointed Positions
 - a. Currently, this is Article VIII. This has moved to Article VII

- b. Section 1 Duties of Appointed Officers, A. Treasurer: Changes authority for approval of the Annual Budget from the voting delegates to the Board of Trustees. Clarifications and grammatical corrections have been made to the Treasurer duties.
 - c. Rationale: Many similar organizations require the responsibility for budget approval and oversight is by the elected Board of Trustees. It is their fiscal responsibility to manage the financial affairs and the day to day business of the Society.
14. Article VII, Nominations and Elections
- a. Currently, this is Article IX. This has moved to Article VIII.
 - b. Minor grammatical and clarification revisions were made including authorization for electronic voting by secret ballot.
 - c. Section 5, Tellers Committee: The number of assistant tellers has changed from three to two.
 - d. Rationale: If an electronic means of secret balloting can be utilized in the future, that can save cost and time. It was felt that a total of three (a Chief Teller and 2 assistants) is sufficient to tabulate votes.
15. Article IX, Board of Trustees
- a. Currently, this is Article X. This has moved to Article IX.
 - b. Section 1: Minor grammatical and clarification modifications have been made.
 - c. Section 2: Added paragraph to address duties that may be assigned in other areas of the bylaws, or are included by reference to the parliamentary authority (Robert's Rules), but are not necessarily listed here.
 - d. Section 3: Clarified types of meetings and ability of non-board members to attend each type.
 - e. Rationale: Minor grammatical and clarification modifications; removed wording that conflicted with, or was redundant with standard parliamentary procedure.
16. Article X, Annual Convention of Delegates
- a. Currently, this is Article XI. This has moved to Article X.
 - b. The title of the Article has changed from "Annual Meeting" to "Annual Convention of Delegates."
 - c. Section 1: Added a date that membership is to receive notice of annual convention and clarified wording.
 - d. Section 2: Clarified Members-at-Large are eligible to vote at convention and clarified wording.
 - e. Section 3: Added section to address Waiver of Notice per parliamentary rules.
 - f. Section 4: Added section on postponement; deleted section regarding voting on the annual budget as this is covered by parliamentary procedure.
 - g. Rationale: Clarified voting rights of Members-at-Large. Made minor grammatical and clarification modifications; removed wording that conflicted with, or was redundant with, standard parliamentary procedure.
17. Article XI, Technical Committees
- a. Currently, these are former Articles XII, XII & XIV. These have been streamlined into Article XI.
 - b. Changes the terms "Certification Board, Standards Board and Education Board" to "Technical Committees."
 - c. Technical Committees were grouped together and duties described in a way that eliminates the redundancy placed in three separate articles.
 - d. Rationale: minor grammatical and clarification modifications; removed wording that conflicted with, or was redundant with standard parliamentary procedure. Reworked language to help clarify duties and composition of the technical committees. Updated duties to match current committee activities. The term "Board" is reserved for the group responsible for overall

- management and responsibility for the society. Other subgroups should not use this term to avoid conflict in understanding overall hierarchy within the society.
18. Article XII, Committees
 - a. Currently, this is Article XV. This has moved to Article XII.
 - b. Clarified how committees are structured and how committee members are appointed.
 - c. Separated composition and duties into separate paragraphs for clarity.
 - d. Rationale: minor grammatical and clarification modifications; removed wording that conflicted with, or was redundant with standard parliamentary procedure. Reworked language to help clarify duties and composition of these special committees.
 19. Article XIII, Professional Discipline
 - a. Currently, this is in Article III. This has moved to Article XIII.
 - b. This new article addresses the process required for professional discipline.
 - c. Rationale: Current bylaws only specify the reasons for censure, suspension or expulsion. The lack of clarity on the proper way to receive as well as address complaints has led to the need to provide additional procedural protection for benefit of both parties (the member being accused and the Society) to properly address the allegation. The revision provides sufficient guidance to allow the Society to comply with the intent provided in the parliamentary authority.
 20. Article XIV, Written Communication and Electronic Meetings.
 - a. This new Article provides clarification of the authorized means by which the Society, its Board of Trustees, Technical and Standing Committees, and other deliberative entities may communicate with each other and their individual members for the purpose of conducting business and making decisions.
 - b. Rationale: This single Article eliminates the need to articulate these same requirements redundantly in other applicable sections of the bylaws revision.
 21. 18. Article XV. Administrative Operations
 - a. This is currently Article XVI Society Business Office. It has moved to Article XV and changed name to "Administrative Operations."
 - b. Rationale: The revised Article provides better definition of the duties and distinctions of the roles of the Executive Director and the Director of Administration. Further clarifies the purpose of the Society Business Office and its staff.
 22. Article XVI. Fiscal Year
 - a. Currently, this is Article IV. This has moved to a new Article XVI titled "Fiscal Year."
 - b. Rationale: The reason for this move is to align with the current Robert's Rules suggested outline.
 23. Article XVII, Indemnification
 - a. Currently, this is Article XVI. This has moved to Article XVII.
 - b. No other changes have been made except for minor grammatical and clarification modifications.
 24. Article XVIII, Parliamentary Authority
 - a. This article was reworded as recommended by Robert's Rules.
 - b. Rationale: In keeping with the established parliamentary authority, we want to use the appropriate recommended language.
 25. Article XIX, Amendment of Articles of Incorporation and Bylaws
 - a. Section 1: Added to address the process for amending the Articles of Incorporation.

- b. Section 2: Clarifies the process for bylaws amendments, modifies language to clarify that the Board of Trustees reviews but does not approve the proposed amendments, and clarifies language about distribution of the proposed amendments to each chapter.
- c. Rationale: The existing bylaws do not address the process by which the current Article's of Incorporation may be amended. This section was added at the suggestion of the parliamentarian. Section 2 is to clearly define the process by which bylaw amendments are submitted, reviewed, and distributed to the membership.

26. Standing Rules

- a. Paragraph 1 was modified to clarify the process for Convention rules of procedure in accordance with Roberts Rules. .
- b. Paragraph 2 was modified to clarify the Society emblem and name may be used by the membership.
- c. Paragraph 3 was modified to clarify the reimbursement policies process and approval.
- d. The previous paragraph 4 was deleted which established lifetime membership dues.
- e. Paragraph 4 was modified to remove specific form of distribution of *Estimating Today*.
- f. Paragraph 5 was modified to remove specific form of distribution of the membership directory.
- g. Paragraph 6 was added to define the process by which standing rules are adopted and/or amended.
- h. Rationale: This section was modified to remove specific processes, means, and methods that should be included in the policies and procedures manual as opposed to the Society Bylaws.