THE AMERICAN SOCIETY OF PROFESSIONAL ESTIMATORS (ASPE)

STANDARD CHAPTER BYLAWS
(Amended & Restated October 2016)
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ARTICLE I. NAME

This organization known as ___________________________ Chapter (hereinafter referred to as “the Chapter”) Number ______ of the American Society of Professional Estimators (hereinafter referred to as “the Society”) consisting of members as defined in Article IV of these Bylaws is operated as a non-profit, educational organization.

ARTICLE II. OBJECT

The object of this Chapter shall be:

A. To further the recognition of construction estimating as a professional field of endeavor.
B. To promote education and contribute to the betterment of the construction industry.
C. To observe and promote ethical standards of conduct.
D. To contribute to the Society’s Standard Estimating Practice publication.
E. To promote the certification program of the Society by which professionalism to construction estimating and adherence to these standards is recognized.

ARTICLE III. CHAPTER REQUIREMENTS

SECTION 1 PETITION FOR CHARTER

A. The Society’s Board of Trustees may charter Chapters after approval of the Petition for Charter as outlined in the Society Bylaws.
B. Upon approval of the Petition for Charter and before presentation, the Chapter shall subscribe to the provisions in the Society’s Bylaws.

SECTION 2 CHAPTER MEMBERSHIP

The minimum membership to charter or reorganize a Chapter shall be twenty (20) members.

SECTION 3 CHAPTER BYLAWS

A Chapter shall adopt the Standard Chapter Bylaws provided by the Society.

SECTION 4 FILING REQUIREMENT

A copy of the adopted Chapter Bylaws shall be on file in the Society Business Office.

SECTION 5 CHAPTER CHARTER REVOCATION

The charter of a Chapter may be revoked by the Society’s Board of Trustees as outlined in the Society Bylaws.
ARTICLE IV. MEMBERS

SECTION 1 DUES

A. Chapter dues are established by the national Board of Directors and are standard across all chapters of the Society.
B. A change in the dues structure shall become effective the following fiscal year.
C. Chapter dues shall be paid with Society dues to the Society Business Office. The Society Business Office shall disburse Chapter dues back to the Chapter.

ARTICLE V. MEETINGS

SECTION 1 SCHEDULED MEETINGS

Chapters shall hold regularly scheduled membership meetings.

SECTION 2 QUORUM

A. For chapters with less than fifty (50) members, the quorum shall be one third of the membership.
B. For chapters with more than fifty (50) members, the quorum shall be one fourth of the membership.

ARTICLE VI. REGIONS

SECTION 1 REGIONS

A. Regions are as outlined in the Society Bylaws.

ARTICLE VII. OFFICERS

SECTION 1 ELECTED OFFICERS

The elected officers of a Chapter shall be a President, Vice President(s), Secretary and Treasurer, and may include Director(s), the number to be determined by the Chapter.

SECTION 2 TERM AND VACANCY

A. The term for officers and director(s) shall be one (1) year or until their successors are elected. The President and Vice President shall not serve in the same office for more than two (2) consecutive terms.
B. A vacancy in the office of President shall be filled by the Vice President in order of precedence.
C. A vacancy in the office of Vice President, Secretary, Treasurer or Director shall be filled by the remaining Board of Directors until the next election.

SECTION 3 DUTIES OF OFFICERS

A. The President shall:
   1. Call and preside at meetings of the Board of Directors.
   2. Appoint committee chairmen with the approval of the Board of Directors.
   3. Serve as ex-officio member of all committees.
4. Appoint a third person, with the approval of the Board of Directors, who shall sign checks with the Treasurer and the President.

5. Attend or select a Chapter member to attend Regional meetings and the Society’s Annual Meeting.

6. Perform such other duties as prescribed in these bylaws or as requested by the Board of Directors.

B. The Vice President(s) shall:
   1. Act as aides to the President.
   2. Assume the duties of the President, when that officer is unable or unwilling to act.
   3. Attend membership meetings.
   4. Oversee or chair any committees to which they may be assigned.

C. The Treasurer shall:
   1. Prepare and present the annual budget.
   2. Maintain Chapter financial records and present a report at meetings of the Board of Directors and at other times when requested.
   3. Be one of three people authorized to sign checks.
   4. Receive and disburse Chapter funds as directed by the Board of Directors.
   5. Prepare and submit required reports to maintain their IRS status.
   6. Submit accounting and financial records for audit or a committee within sixty (60) days after the close of the fiscal year.

D. The Secretary shall:
   1. Record the proceedings of meetings of Board of Directors and Membership Meeting;
   2. Maintain the permanent records of the Chapter including minutes of meetings, both regular and special, of the Chapter and Board of Directors;
   3. Maintain a roster of Chapter membership;
   4. Attest to documents required to be executed by the Chapter;
   5. Have available at Board of Director and membership meetings a copy of the Society and Chapter bylaws;
   6. Conduct other duties as directed by the President or Board of Directors.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

SECTION 1 NOMINATIONS

Members may nominate a candidate or candidates for Chapter officers and director(s).

SECTION 2 QUALIFICATIONS

Members nominated shall indicate a willingness to serve in the designated office or as director(s) for which nominated. Nominees for President shall have served on the Board of Directors.

SECTION 3 NOMINATING COMMITTEE

A nominating committee of no less than three (3) members shall be elected by the members at the February membership meeting to receive and solicit nominations. The committee shall elect the chairman from among its members, and the President is not eligible to serve on the committee. The slate of candidates
shall be presented at the March membership meeting when nominations from the floor will be received. Names on the final ballot shall be listed in alphabetical order.

SECTION 4 SECRET BALLOTS

Secret ballots shall be sent by mail or electronically to all members of the Chapter and returned by the deadline date listed. The secret ballot shall provide for write-in candidates.

SECTION 5 ELECTION

Officers and director(s) shall be elected by a majority vote. If there are three or more candidates for any office, the election shall be by plurality vote.

SECTION 6 NOTIFICATION OF ELECTION

The results of the election shall be announced in the meeting and sent to all members not present. The Secretary shall notify the Society Business Office no later than May 1.

ARTICLE IX. BOARD OF DIRECTORS

SECTION 1 COMPOSITION

The Board of Directors shall be composed of the President, Vice President(s), Secretary, Treasurer and Director(s). The immediate Past President shall be a member ex-officio with voting privileges.

SECTION 2 POWER AND AUTHORITY

The Board of Directors shall have general supervision and authority over the affairs of the Chapter except as otherwise provided in these bylaws.

SECTION 3 DUTIES

The Board of Directors shall:
A. Approve appointments of the President.
B. Adopt the budget and appropriate funds to meet expenses of the Chapter.
C. Designate depository institutions for funds of the Chapter.
D. Authorize waiver or payment of bonds required of a member holding Chapter funds or property.
E. Report to members the business transacted by the Board of Directors.
F. Investigate grievances and complaints of irregularities, and serve as a body to which members may appeal.
G. Take other actions as is necessary for the proper functioning of the Chapter that are consistent with these Bylaws.

SECTION 4 MEETINGS

A. The date and location of regular meetings of the Board of Directors shall be scheduled by the Board of Directors.
B. The meetings of the Board of Directors shall be open to Chapter members, but participation is limited to permission of the presiding officer.
C. An executive session may be called by the President, another officer or a majority of the Board of
Directors to conduct certain business where only members of the Board of Directors are present and others specifically invited.

D. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors. The notice to a special meeting shall be sent no less than fifteen (15) days prior to the meeting. The item(s) of business shall be listed in the call and no other business may be transacted.

E. The last scheduled meeting of the fiscal year shall be a joint meeting of incoming and outgoing officers and committee chairmen. Records of outgoing members shall be transferred at the meeting.

F. Electronic meetings may be held as outlined in Article XIII.

G. The quorum for meetings of the Board of Directors shall be a majority of the members.

ARTICLE X. ANNUAL MEETING OF THE SOCIETY

SECTION 1 ANNUAL MEETING ATTENDANCE

A. The Chapter is required to register for and select at least one member to represent the Chapter at the Annual Meeting of the Society.

B. Standard Chapter dues include an assessment for the Annual Meeting of the Society. The assessment portion of the dues is not payable to the chapters. Each chapter will have registration fees for one Chapter attendee paid for this assessment. This registration fee is nonrefundable.

ARTICLE XI. COMMITTEES

SECTION 1 CREATION

A. The President shall be authorized to create committees deemed necessary to conduct the affairs of the Chapter.

B. Guidance for creation of committees and their duties can be found in the Society Board Development Manual located at the ASPE website.

ARTICLE XII. WRITTEN COMMUNICATION AND ELECTRONIC MEETINGS

SECTION 1 WRITTEN COMMUNICATION

Written communication shall include any of the following:

A. United States Postal Service and express delivery service.
B. Electronic communication
C. Hand delivery of written communications
D. Faxed Communications

SECTION 2 ELECTRONIC MEETINGS

The Board of Directors, special and standing committees are authorized to meet by electronic means so long as all members may simultaneously hear each other and participate during the meeting. Minutes shall record the action taken during electronic meetings and, after approval, placed in the permanent file of minutes of the Chapter.
ARTICLE XIII. FISCAL YEAR

The fiscal year of a Chapter shall be August 1 through July 31.

ARTICLE XIV. INDEMNIFICATION

Should any person be sued, either alone or with others, because he or she was a Director, Officer, Treasurer, Secretary or Employee of the Chapter, in any proceeding arising out of any alleged wrongful affirmative act or out of any expenses, including attorney’s fees, incurred in the defense of the proceedings, may be reimbursed by the Chapter if the party sued is successful in defending in whole or in part or the proceeding against such party is settled and the Chapter finds that the defendant’s conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be limited to the expenses, including attorney’s fees, incurred in defense of the proceedings and other such amounts as the Chapter determines and finds to be reasonable and equitable or the amount of insurance coverage carried by the Chapter to cover such potential liability, whichever is lower.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the proceedings of the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the Chapter may adopt, and any statutes applicable to the Chapter that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XVI. STANDING RULES

SECTION 1 STANDING RULES

A. Standing Rules may be adopted by a Chapter to establish fees, dates of meetings and other necessary rules for the proper functioning of the Chapter.
B. Standing Rules may be adopted or amended by a majority vote of the members.

ARTICLE XVII. STANDARD BYLAW VARIANCES

SECTION 1 RULES OF VARIANCES

A. Should any Article, Section or other amendment be required by the Chapter that is not specifically noted herein, the Chapter shall follow those outlined in the Society Bylaws.