

**BYLAWS
OF
AMERICAN SOCIETY OF PROFESSIONAL ESTIMATORS, INC.
Amended and Restated – January 2, 2019**

ARTICLE I. OFFICES

The principal offices of the **AMERICAN SOCIETY OF PROFESSIONAL ESTIMATORS, INC.**, shall be located in such office or offices as the Board of Directors (the “Board”) of the organization may designate from time to time.

The registered office of the corporation required to be maintained in any state may, but need not, be identical with the principal office, if any, in that state and the address of the registered office may be changed from time to time by the Board.

ARTICLE II. GOVERNANCE

The name of this organization shall be the **AMERICAN SOCIETY OF PROFESSIONAL ESTIMATORS, INC.**, herein after referred to as the “Society.” The purposes of the Society are those set forth in its Articles of Incorporation, as from time to time amended or restated. The Society is a non-profit entity presently organized under the laws of the state of Delaware.

ARTICLE III. MISSION OF THE SOCIETY

The Society is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Society is distributable to, or inures to the benefit of its directors or officers or any other private person, except as reimbursement for expenses or reasonable compensation for services rendered to the Society, and except to make payments and distributions in furtherance of the purposes of the Society.

The object of this Society is set forth in its Articles of Organization and shall more specifically include:

- 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 establish and publish standard construction estimating practices.
- E. To administer a certification program by which professionalism in construction estimating and adherence to these standards is recognized.

The Society is organized for any and all allowable exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the organization will provide continued education and training of professional estimators, improving standards within the industry.

ARTICLE IV. MEMBERS

The Society shall exist for the benefit of its membership and shall be open to persons regardless of national origin, race, creed, sex, age, religion, disability or marital status. The Board shall establish and from time to time amend such standards and procedures for membership, including the qualifications for membership, as may be appropriate in the discretion of the Board for the Society.

SECTION 1 CLASSIFICATIONS

The Society shall have the following membership classifications of members. These members shall have all the rights and privileges of the Society except as may otherwise be specified or limited in the Society's Articles of Incorporation or in these Bylaws.

- A. **Estimator:** Shall be an active Construction Estimator in one or more of the construction estimating disciplines.
- B. **Affiliate Member:** Shall be employed in a construction related field.
- C. **Student:** Shall be a full-time student actively pursuing a curriculum leading to a degree or certificate in a construction related field.
- D. **Corporate Member:** General Contractor, Subcontractor or Construction Industry Consultant that employs at least one full time estimator.

Those members who are not on probation or suspension or under proceedings for any form of discipline and who have no unpaid accounts with the Society shall be deemed to be in good standing. Affiliate Members, Students and Corporate Members shall not be entitled to vote in Society elections.

SECTION 2 DESIGNATIONS

The Society shall have the following membership designations:

- A. **Fellow:** Shall be a Certified Professional Estimator and shall have been a member of the Society for a period of at least ten (10) consecutive years at the time of award. The Fellow shall be recognized for making an exceptional contribution to the Society and the art of estimating. Fellows shall have the designation FCPE.
- B. **Member Emeritus:** Shall have been a member of the Society for at least ten (10) consecutive years and working less than full time in the construction industry and shall have reached the age of sixty (60) years. The Member Emeritus designation shall be recommended by the member's Chapter or the Regional Governor, and be approved by the Board. A Member Emeritus shall have the designation of ME.
- C. **Honorary Member:** Shall be from outside the defined membership classifications and shall have performed distinguished service in activities related to the profession of construction estimating. An Honorary Member shall be recommended by a Member and be approved by the Board. The Honorary Member shall not be required to pay dues and shall not be eligible to hold office or vote. An Honorary Member shall have the designation HM.

SECTION 3 DESIGNATIONS ASSIGNED BY THE CERTIFICATION COMMITTEE

- A. Certified Professional Estimator (CPE): Shall be an estimator, who has successfully completed and continues to maintain the Certification requirements of the Society. A Certified Professional Estimator shall have the designation CPE.
- B. Associate Estimating Professional (AEP): Shall be an estimator, or student in a construction related degree, who has completed the AEP requirements of the Society. An Associate Estimating Professional shall have the designation AEP.

SECTION 4 DUES AND ASSESSMENTS

Dues for each class of membership shall be set by the Board. Statements covering dues and other indebtedness owed by the members shall be due and payable when received. If an account is not paid within sixty days from the due date, the member shall be delinquent and the member may be denied the privileges of membership and/or the membership may be terminated.

SECTION 5 TERMINATION OF MEMBERSHIP

A member may resign at any time. The Board shall have full authority and discretion to suspend or expel any member for the violation of these Bylaws or any rules and regulations duly adopted by the Board or by reason of any conduct deemed by the Society to be prejudicial to its best interest.

ARTICLE V. CHAPTERS

SECTION 1 CHAPTER ESTABLISHMENT

The Board may charter Chapters consisting of individual members as classified herein after approval of its Petition for a Charter. The decision of the Board to approve or reject a Petition for Charter shall be in the sole discretion of the Board and is not subject to appeal or review by any other body. The Board may condition the issuance and/or continuance of a chapter charter on such terms or conditions as it may establish from time to time but such authority is subject to the Society's Articles of Incorporation and these Bylaws.

A Chapter may have such local rules, regulations and standards as have been approved in writing by the Board.

The Board shall determine and set such standards, as it determines may be appropriate, with respect to whether a Chapter should be locally incorporated or operated as an unincorporated subsidiary of the Society. The Board shall have authority to merge any incorporated Chapter into the Society to operate and exist as an unincorporated subsidiary of the Society.

SECTION 2 CHAPTER MEMBERSHIP

The minimum membership to charter a Chapter shall be twenty (20) members who are at the time in good standing with the Society.

SECTION 3 PETITION FOR CHARTER

Upon approval of the Petition for Charter and before presentation, the Chapter shall subscribe to the provisions in these Bylaws. All Chapters shall adopt the Standard Chapter Bylaws provided by the Society.

SECTION 4 CHAPTER CHARTER REVOCATION

The charter of a Chapter may be revoked by the Board, after written notice for any one or more of the following reasons.

- A. Financial obligations to the Society are not paid within sixty (60) days after written notice of delinquency.
- B. A Chapter's actions are inconsistent with these Bylaws, or the welfare or purposes of the Society.
- C. A Chapter's membership has fallen below twelve (12) members, and the Chapter has either failed to submit a plan to increase its membership to its Regional Governor, or has failed to achieve within a period of six (6) months, the growth in membership set forth in a plan approved by the Regional Governor.

SECTION 5 APPEAL

A Chapter may appeal its charter revocation at a hearing before the Board at its next regular meeting by presenting a written appeal setting forth new or previously undisclosed facts for consideration. The written appeal shall be filed with the Society's Executive Director, or an agent, prior to the revocation becoming final.

ARTICLE VI. REGIONS

SECTION 1 REGIONS

The Society shall be divided into Regions for the purpose of promoting Society programs and goals. Regions may be created or eliminated and their boundaries modified in the discretion of the Board.

SECTION 2 REGIONAL MEETINGS

Each Region shall hold one (1) or more regional meetings per fiscal year for the purpose of conducting official Society business pertaining to the Region.

SECTION 3 REGIONAL GOVERNOR

- A. Each Region shall elect a Governor from the membership of the Region as prescribed by these Bylaws. A Governor must be a member in good standing with the Society.
- B. Each Governor shall be a member of and represent their respective Region on the Board by virtue of such office as Governor.

- C. Duties of a Governor shall be to:
 - i. Act as liaison between the Chapters in the Region and the Society.
 - ii. Act as liaison between the members-at-large in the Region and the Society.
 - iii. Preside at all Regional meetings.
 - iv. Take such other action to further the goals of the Society within the Region as may be appropriate under the Society's Articles of Incorporation, these Bylaws or any procedures established or approved by the Board pursuant thereto.

- D. Governors shall serve a term of two (2) years. Terms shall commence at the close of the Annual Meeting. A Governor may not serve more than two (2) consecutive terms.

ARTICLE VII. BOARD OF DIRECTORS

SECTION 1 COMPOSITION

The Board shall be composed of the President, the First Vice President, Second Vice President, all Regional Governors, the immediate past president, the appointed Treasurer and two (2) Industry Directors. All members of the Board shall have an equal vote as to all matters to be determined by the Board except as may be otherwise provided in the Articles of Incorporation, these Bylaws or as may be limited by any applicable conflict of interest standards. The Executive Director, or an agent, serves as an ex-officio member of the Board, but does not vote.

SECTION 2 POWER AND AUTHORITY

The business and affairs of the Society shall be supervised by the Board, which shall exercise in the name of and on behalf of the Society all of the rights and privileges legally exercisable by the Society as a corporate entity, except as may otherwise be provided by law, the Articles of Incorporation, or these Bylaws. The Board, as the governing body of the Society, shall have the authority to receive, administer and distribute property on behalf of the Society in accordance with the provisions set forth in these Bylaws.

In addition to any duties herein specified, the Board shall have all powers necessary or proper to carry out the objects, purposes and business of the Society with the exception of such powers as are specifically reserved to the Members, provided, however, that no action shall be taken by the Board which conflicts with the Articles of Incorporation, these Bylaws or any action reserved to the Members.

SECTION 3 ELECTED OFFICERS

The elected officers of the Society shall be President, First Vice President, Second Vice President, and Regional Governors.

SECTION 4 INDUSTRY DIRECTORS

Two (2) members of the Board shall hold office as Industry Directors. Industry Directors are not required to be current members of the Society. An Industry Director shall be selected by being nominated for such office by the Governance Committee of the Society and after being approved by a two-thirds (2/3) affirmative vote of the Board.

SECTION 5 DUTIES OF OFFICERS

The elected officers shall perform the duties provided in this Section and such other duties as are prescribed for the office in these Bylaws or in the adopted parliamentary authority.

- A. The President shall:
 - 1. Call and preside at meetings of the Board of Directors and annual convention.
 - 2. Appoint the Director of Administration, or an agent, to record minutes of meetings of the Board of Directors and annual summit.
 - 3. Appoint the Treasurer who shall be a member of the Society and the Secretary who shall be a member of the Society or the staff.
 - 4. Appoint the Treasurer with the approval of the Board.
 - 5. Appoint committee chairmen except for Finance, Nominating and all Technical Committees.
 - 6. Utilize such professional services, within budget limitations, as the President deems appropriate for the proper functioning of the Society and achievement of its goals.
 - 7. Serve on the finance committee.
 - 8. May vote only when the vote would affect the results.
 - 9. Appoint an officer or an agent to record minutes in an executive session.
 - 10. Be responsible for sealing and signing across the seal the executive session minutes prior to transferring to a locked file in the Society Business Office.
 - 11. Be an ex-officio member of all committees except the nominating committee.
 - 12. Perform such other duties as requested by the Board of Directors.

- B. The First Vice President shall:
 - 1. Become acquainted with the duties of the President.
 - 2. Serve as liaison to the Certification, Standards, and Education Committees.
 - 3. Assume the duties of the President when that officer is unable or unwilling to act.
 - 4. Perform such other duties as requested by the Board.

- C. The Second Vice President shall:
 - 1. Serve as liaison to ad-hoc committees as assigned by the President.
 - 2. Assume the duties of the First Vice President when that officer is unable or unwilling to act.
 - 3. Perform such other duties as requested by the Board.

- D. The Treasurer shall:
 - 1. Serve as Chair of the Finance Committee.
 - 2. Together with the Finance Committee, prepare and present a budget to the Board for adoption.
 - 3. Supervise the Society's accounting and financial records, and present financial statements as required or requested.
 - 4. Liaison with the Executive Director and/or Director of Operations to ensure submission of accounting and financial records for certified audit within sixty (60) days after the close of the fiscal year.
 - 5. Ensure the receipt and disbursement of funds of the Society in accordance with the adopted budget.
 - 6. Be bondable.
 - 7. Perform such other duties as requested by the Board.

SECTION 6 TERM OF OFFICE

- A. Each officer's term shall commence at the close of the Annual Meeting and shall continue for two (2) consecutive years.
- B. The President, the First Vice President and Second Vice President shall not serve in the same office for more than one (1) consecutive term.
- C. Governors shall serve terms outlined in Article VI, Section 3, subpart D.
- D. Industry Directors shall serve one (1) term of two (2) consecutive years.
- E. No member shall hold Society and Chapter office at the same time.

SECTION 7 VACANCIES

- A. A vacancy in the office of President shall be filled by the Vice President.
- B. All other vacancies shall be filled by the majority vote of the Governance Committee of the Board.
- C. Members of the Board serving one-half term or more shall be considered to have served a full term.

ARTICLE VIII. NOMINATION AND ELECTION

SECTION 1 NOMINATIONS

Nominations shall be on the prescribed form available from the Society Business Office, and received by the Society Business Office no later than the date set by the Board by appropriate Resolution.

SECTION 2 QUALIFICATIONS

A member nominated shall indicate a willingness to serve in the office for which nominated. A nominee for President shall have served on the Board.

A nominee for any office, other than an Industry Director, shall be a member in good standing of the Society. The Society Business Office shall immediately notify any proposed nominee if the nominee is not in good standing. The Society Business Office shall not include any nominee on a ballot if the nominee is not in good standing as of the date set by the Board by appropriate Resolution.

SECTION 3 SECRET BALLOT

- A. Secret ballots shall be sent electronically, through an independent source, by the Society Business Office ("SBO") to all members entitled to vote no later the date set by the Board by appropriate Resolution. Tabulated results by an independent source shall be returned to the SBO no later than two (2) weeks from the date that the ballots are sent to the Members. Ballots for Regional Governors shall be sent to Members in each specific region. The secret ballot shall include space for write-in candidates.

A write-in candidate must be a member in good standing as of the date set by the Board by appropriate Resolution.

- B. Nominees from the membership and those selected by the nominating committee shall be listed alphabetically on the ballot with incumbents noted. Chapter affiliation shall be listed together with statements on service, qualifications and positions.

SECTION 4 ELECTION

- A. Officers and Regional Governors shall be elected by a majority vote of the qualified members in good standing of the Society eligible to vote for such office. If there are three (3) or more candidates for any office, the election shall be by plurality vote.
- B. Each qualified member in good standing shall have one vote for each member of the Board. Members holding memberships in multiple Chapters may vote for the Governor in each Region in which they hold a membership.
- C. If there is a tie in the election for an Officer or Regional Governor, the voting process shall continue until the tie is broken.

SECTION 5 NOTIFICATION OF ELECTION

Election results shall be distributed by the Society Business Office no later than the date set by the Board by appropriate Resolution.

SECTION 6 MEETINGS

- A. **Regular:** The date and location of regular meetings of the Board shall be scheduled by the Board.
- B. **Executive Session:** Executive session of the Board may be called by the President or any other Board member to conduct certain business where only the members of the Board are present and such others as may be specifically invited.
- C. **Special:** Special meetings may be called by the President or by a majority of the Board.
- D. **Observers:** Except for meetings held in executive session, members of the Society may attend meetings of the Board as observers.
- E. **Quorum:** A majority of the voting members of the Board shall constitute a quorum.
- F. **Other Meetings:** In addition to in-person meetings, the Board may hold meetings as set forth in Article X.

SECTION 7 NOTICE OF MEETINGS

Notice of each annual meeting shall be given at least sixty (60) days prior thereto, and notice of any special meeting shall be given at least five (5) business days prior thereto. The notices provided for in this Section shall be by electronic mail (email), telegram or written notice delivered personally or by facsimile, or mailed or sent

by Federal Express or United Parcel Service to each director at his or her business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by electronic mail (email), telegram, facsimile, Federal Express or United Parcel Service, such notice shall be deemed to be delivered when said communication is delivered to the last known address. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board must be specified in the notice of such meeting.

SECTION 8 PARTICIPATION IN A MEETING

The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

SECTION 9 MANNER OF ACTING AT A MEETING

Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board. The act of a majority of the Directors present and who vote at a meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by law, by the Articles of Incorporation, or by these Bylaws. Members of the Board absent from any meeting shall not be permitted to vote at such meeting by written proxies.

SECTION 10 ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting by the Board, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the numbers of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and action shall be filed with the minutes of the proceedings of the Board or committee. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document.

SECTION 11 PRESUMPTION OF ASSENT

A member of Board or of a Committee who is present at a meeting at which action on any Society matter is taken shall be presumed to have assented to the action taken, unless his or her abstention or dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a member of the Board or Committee who voted in favor of such action.

ARTICLE IX. REMOVAL OF A MEMBER OF THE BOARD

SECTION 1 REMOVAL PROCESS

- A. Any member of the Board may be removed for just cause. Sufficient cause for such removal may be the violation of the Society's Bylaws, Code of Ethics, Member Code of Conduct, Board Governance & Development Manual, Conflict of Interest Statement, practices, policies or procedures adopted by the Board or other conduct deemed to be prejudicial to the best interest of the Society and/or the Board.
- B. For removal of a Board member for cause, it shall be necessary for the Governance Committee of the Board to call a special meeting of the Governance Committee. A statement of the violation shall be sent by approved communication to the last recorded address of the member, accompanied by notice of the time and place of the meeting at which the violation is to be considered. Written notice of at least thirty (30) days shall be given and the Board member shall have the opportunity to appear and present any defense to such violation(s) before action is taken. The Board member who is the subject of the removal proceedings is entitled to be represented by an attorney or other advocate during the proceedings.
- C. Upon an affirmative vote of at least two-thirds of those eligible to vote, the Governance Committee shall recommend removal to the Board or shall otherwise report the Committee's action on the matter. The Board shall, by majority vote, approve or reject a removal recommendation of the Governance Committee either at the next regularly scheduled Board meeting or through an electronic meeting. The Board shall take no further removal action at that time if not affirmatively recommended by the Governance Committee.

ARTICLE X. PROFESSIONAL DISCIPLINE

SECTION 1 CENSURE, SUSPENSION OR EXPULSION

A member may be censured based on the following reasons.

- A. Disregard for the purpose of the Society.
- B. Violation of the Code of Ethics of the Society.
- C. Violation of the Bylaws of the Society.
- D. Conduct prejudicial to the welfare or purposes of the Society.
- E. Violation of the Member Code of Conduct.

SECTION 2 COMPLAINT

A signed hard copy of a complaint about a member shall be sent to the Board. After review, the Board may pursue a resolution of the complaint or forward the complaint to an investigative committee.

SECTION 3 INVESTIGATIVE COMMITTEE

- A. **Composition:** An investigative committee shall be composed of a total of five (5) Certified Professional Estimators. Committee members shall not be members of the Board.
- B. **Appointment:** The governance committee shall recommend members to serve on the investigative committee. The President shall accept or reject the recommendations and tender appointments to the Board for approval. The committee shall elect a chairman from among its members.
- C. **Term:** Members of the committee shall serve for the duration of the assignment and until the final resolution of the investigation.
- D. **Recusal:** In the event of recusals for a specific complaint that affects the quorum, the President, with the approval of the Board, shall temporarily supplement the committee who shall serve for that complaint.
- E. **Accountability:** The committee shall report to the Board only.

SECTION 4 DECISION

Upon receipt of the investigative committee report, and by a two-thirds (2/3) vote of the total membership of the Board, a member shall be notified of the decision of the Board by hard copy with delivery verification required.

SECTION 5 RECONSIDERATION

A member censured, suspended or expelled from the Society may, within thirty (30) days, request reconsideration by the Board. After receipt of the Board's decision on reconsideration, the member may, within thirty (30) days, request a hearing before the Board at its next regular meeting.

ARTICLE XI. ANNUAL MEETING OF THE SOCIETY

SECTION 1 DATE AND LOCATION

The Annual Meeting of the Society shall be held each calendar year on the date and at the location selected by the Board.

SECTION 2 POSTPONEMENT OF AN ANNUAL MEETING

The Board, by a two thirds (2/3) vote, may postpone or cancel an Annual Meeting but only in the event of exigent circumstances. Members shall be notified of the postponement or cancellation in a manner determined by the Board to be fair and reasonable under the circumstances.

SECTION 3 ANNUAL MEETING OF MEMBERS

The business to be transacted at such meeting shall be the report of the President and Treasurer on the activities and financial condition of the Society and other matters specified in the notice of the meeting and such other business as shall be properly brought before the meeting. Notice of the date, time and place of each annual meeting of members shall be given no fewer than sixty (60) days before the date of the annual meeting.

SECTION 4 SPECIAL MEETINGS

A special meeting of members shall be held on call of the Board or if the holders of at least thirty percent (30%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Society's Secretary one (1) or more written demands for the meeting no fewer than sixty (60) days before the date of the annual meeting describing the purpose or purposes for which such special meeting is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting.

Notice of Special Meetings shall be sent to the last known address of members entitled to vote. Waiver: A member may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in such notice. Except as provided in the next sentence, the waiver must be in writing, signed by the member entitled to the notice, and delivered to the Society for inclusion in the minutes or filing with the corporate records. A members' attendance at a meeting;

- A. Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and
- B. Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

SECTION 5 QUORUM, ADJOURNMENT & VOTING

Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is, or must be, set for that adjourned meeting. A quorum shall be established when a majority of those members eligible to vote on the issues to be presented at the meeting are in attendance.

Unless otherwise provided by the Articles of Incorporation, or applicable law, each member is entitled to one vote on each matter voted on by members at a meeting of members. Unless otherwise provided in the Articles of Incorporation or these Bylaws, matters shall be resolved by a simple majority vote.

SECTION 6 PROXIES

A member may vote in person, but not by proxy.

ARTICLE XII. COMMITTEES OF THE SOCIETY AND THE BOARD

SECTION 1 TECHNICAL COMMITTEES

The technical committees of the Society shall be Certification, Standards, and Education committees.

- A. **Composition:** Technical Committees shall be standing committees of the Board, shall consist of five (5) qualified members in good standing and shall be appointed by the Board.
- B. **Terms:** Members shall serve a term of two (2) years. Members may serve no more than three (3) consecutive terms unless extended by the Board.
- C. **Chairmen:** Chairmen shall be elected from among its members by each committee with the approval of the Board.
- D. **Policy and Procedure Manual:** Each committee shall operate under the policy and procedure manual approved by the Board.

SECTION 2 DUTIES OF TECHNICAL COMMITTEES

- A. **Certification Committee:** The Certification Committee shall be responsible for:
 - 1. Development and administration of the Certification Program of the Society.
 - 2. Ensuring that committee members shall not be involved in the training of estimators for the Certification process.
- B. **Education Committee:** The Education Committee shall be responsible for the continued development and administration of educational aspects for the Society.
- C. **Standards Committee:** The Standards Committee shall be responsible for the development and administration of the Society's *Standard Estimating Practice* publication.

SECTION 3 STANDING COMMITTEES

The Standing Committees of Society's Board shall be the Governance Committee, the Finance Committee, the Certifications Committee, the Standards Committee and the Education Committee. Committees shall function as outlined in the Society Board Governance and Development Manual as approved by the Board.

The Governance Committee shall be designated by the Board of Directors and shall have such day to day oversight and authority as the Board may from time to time delegate to it.

SECTION 4 AD-HOC COMMITTEES

- A. Ad-Hoc Committees are temporary committees created and appointed by the Board for temporary projects or assignments.

- B. Examples of Ad-Hoc Committees are Bylaws, Membership, Marketing, Strategic Planning, Audit, Events, Special and other similar committees.

SECTION 5 COMPOSITION OF STANDING COMMITTEES

- A. The Governance Committee shall be composed of the President as Chair, First Vice President, Second Vice President, Treasurer, and one other member of the Board as selected and approved by the Board.
- B. The Finance Committee shall be composed of the Treasurer as Chair, the Executive Director or an agent as ex-officio, and other members of the Board as selected by the Board.

SECTION 6 QUORUM

The quorum for standing committees to take action shall be a majority of the members for each such committee.

ARTICLE XIII. WRITTEN COMMUNICATION AND ELECTRONIC MEETINGS

SECTION 1 WRITTEN COMMUNICATION

Written communication shall include any of the following.

- A. United States Postal Service including, but not limited to, express delivery service by national or international courier services.
- B. Electronic email communication.
- C. Hand delivery of written communications.
- D. Faxed communications.

SECTION 2 ELECTRONIC MEETINGS

The Board meetings, standing committee meetings, ad-hoc meetings and special meetings 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, such minutes shall be placed in the permanent file of minutes in the Society Business Office and off-site.

ARTICLE XIV. FISCAL YEAR

The fiscal year of the Society shall be a calendar year of January 1 through December 31.

ARTICLE XV. INDEMNIFICATION

Should any person be sued, either alone or with others, because he or she was a Director, Officer, Governor, Treasurer, Secretary, Board or Committee Member or Employee of the Society, in any proceeding arising out of any alleged wrongful affirmative act or out of any wrongful act against the Society or by the Society, indemnity for his or her reasonable expenses, including attorney's fees incurred in the defense of the proceedings, may be reimbursed by the Society if the party sued is successful in defending in whole or in part or the proceeding against such party is settled and the Society 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, reasonably incurred in defense of the proceedings and other such amounts as the Society determines and finds to be reasonable and equitable or the amount of the insurance coverage carried by the Society to cover such claim, whichever is lower.

The Society reserves the right to engage counsel at any time to provide a defense or representation to any individual who may be entitled to seek indemnification and, in such instance, the right of reimbursement shall be satisfied if such counsel, either by direct engagement or through the provision of counsel retained by an insurance carrier, handles the matter to conclusion.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Society may adopt, and any statutes applicable to this Society that do not authorize the provisions of these bylaws to take precedence. The parliamentary authority of the Society shall be adopted by each Region and Chapter.

ARTICLE XVII. AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

SECTION 1 ARTICLES OF INCORPORATION

- A. The Articles of Incorporation may be amended by the Board pursuant to any provisions contained in the Articles of Incorporation pertaining to their amendment, pursuant to any provisions contained in the Bylaws pertaining to the amendment of the Articles of Incorporation, and pursuant to the approval of the members, if such is required by the Articles of Incorporation, the Bylaws or the laws of any state in which the Society is incorporated or domesticated.
- B. To the extent that the Society has been issued a determination letter by the Internal Revenue Service as a not-for-profit entity, then any such amendment shall be subject to any restrictions or provisions imposed by federal law on the amendment of the Society's Articles of Incorporation.
- C. Any action by the Board to amend the Articles of Incorporation shall require at least a two-thirds (2/3) vote of approval of the Board. Any action by the members, when required, to amend the Articles of Incorporation shall require at least a two-thirds (2/3) vote of approval of the members.

SECTION 2 BYLAWS

- A. The Board shall appoint an Ad-Hoc Bylaws Committee annually to review the Bylaws.
- B. Members may present proposed amendments to the Ad-Hoc Bylaws Committee of the Board no later than December 15.
- C. The Ad-Hoc Bylaws committee shall review the proposed amendments and may submit for review to the Board prior to March 1.
- D. Proposed amendments require at least a two-thirds (2/3) approval of the Board.
- E. Adopted amendments shall be effective immediately unless a proviso is adopted for a specific date.
- F. Any proposed amendment which would alter the rights of the members to vote or transfer of the assets of the Society and any amendment of the Bylaws which applicable state or federal law otherwise requires to be submitted to a vote of the members shall require at least a two-thirds (2/3) approval of the members to be effective.