

STANDARD CHAPTER BYLAWS

ARTICLE I – NAME

This organization known as Orange County Chapter 3 (hereinafter “the Chapter”) Number of the American Society of Professional Estimators (hereinafter “the Society”) consisting of members as defined in Article III of these Bylaws is operated as a non profit, educational organization.

ARTICLE II – OBJECT

The object of this Chapter shall be:

To further the recognition of construction estimating as a professional field of endeavor.

To promote education and contribute to the betterment of the construction industry.

To observe and promote ethical standards of conduct.

To contribute to the establishment and publication of standard construction estimating practices.

To promote the certification program by which professionalism to construction estimating and adherence to these standards is recognized.

ARTICLE III – MEMBERSHIP

The Chapter shall consist of individual memberships in classifications as specified herein for persons who are members of the American Society of Professional Estimators and are actively employed in the construction industry or construction related services, except for Member Emeritus who shall be retired.

SECTION 1 MEMBERSHIP CLASSIFICATION

Membership in the Chapter shall be open to persons meeting the following qualifications regardless of national origin, race, creed, sex, or age and shall consist of:

- A. Certified Professional Estimator: Each Certified Professional Estimator shall be qualified to practice as an estimator in one or more of the construction estimating disciplines and who meets all the certification requirements of the Society. The Certified Professional Estimator shall have all the rights and privileges of the Society.
- B. Estimators: Each Estimator shall have at least five years experience as an Estimator in one or more of the construction estimating disciplines. The Estimator shall have all the rights and privileges of the Society.
- C. Associate Estimators: Each Associate Estimator shall have cumulative experience of less than five years as an Estimator in one or more of the construction estimating disciplines. The Associate Estimator shall have all the rights and privileges of the Society.
- D. Constructor: Each Constructor shall be an active construction professional experienced in one or more of the construction disciplines with at least five years experience. The Constructor shall have all the rights and privileges of the Society. (amended 7/97)
- E. Associate Constructor: Each Associate Constructor shall be an active construction professional experienced in one or more of the construction disciplines with less than five years cumulative experience. The Associate Constructor shall have all the rights and privileges of the Society. (amended 7/97)
- F. Fellow Members: A Fellow Member shall be elected to Fellowship by the Fellowship Committee. A Fellow Members shall be a Certified Professional Estimator and shall have been a member in the Society for a period of ten years at the time of nomination for Fellowship. The fellow Member shall be recognized for making an exceptional contribution to the Society and the art of estimating. The Fellow Members shall not be required to pay dues and shall have all the rights and privileges of the Society.
- G. Members Emeritus: A Member Emeritus shall have been a member in the Society for at least ten years or a Charter Member of a Chapter and shall be working less than full time in the construction industry and shall have reached the age of sixty years. The Member Emeritus status shall be

recommended by the member's Chapter or by the Board of Trustees for Members-at-Large. The Member Emeritus shall have all the rights and privileges of the Society.

- H. Students: A Student shall be a full time student actively pursuing a curriculum leading to a degree or a certificate in a construction related field. The Student shall not hold office in the Society and shall not be eligible to vote except at the Chapter level in the case of a Student Chapter.
- I. Affiliate Members: An Affiliate Member shall be employed in a construction related field. An Affiliate Member shall have all the rights and privileges of the Society, except the Affiliate Member shall not hold office in the Society and shall not be eligible to vote except at the Chapter level.
- J. Honorary Members: An Honorary Member shall be from outside the defined membership classifications who has performed distinguished service in activities related to the profession of construction estimating. The Honorary Member shall not be required to pay dues. The Honorary Member shall have all the rights and privileges of the Society, except the Honorary Member shall not hold office and shall not be eligible to vote.

SECTION 2 APPLICATION PROCEDURE

- A. A Member-at-Large shall be a person classified in one of the membership categories who is not a member of a Chapter because of geographical location. Application for membership shall be submitted to the Society Business Office. The application shall be approved by the Board of Trustees or its designated agent.
- B. Application for Chapter membership shall be submitted to the Chapter Membership Committee for approval by the Board of Directors.
- C. The effective date of membership in the Society shall be the date of receipt of the application and dues at the Society Business Office.
- D. Membership may be transferred from one Chapter to another, or from Member-at-Large to a Chapter, or Chapter to Member-at-Large, provided the Chapter(s) and Members-at-Large involved notify the Society Business Office in writing.

SECTION 3 -- DURATION OF MEMBERSHIP

The duration of membership shall be for one year and is renewable annually.

SECTION 4 -- DUES

- A. The Chapter shall establish annual dues and fees which shall be payable upon approval of application for membership.
- B. Dues may be prorated in accordance with guidelines established by the Board of Directors for new members joining the Chapter after September 1. (amended 7/99)
- C. Renewal dues are payable by August 1 and are delinquent August 31. (amended 7/99)
- D. A Certified Professional Estimator requesting reinstatement after a lapse in membership, shall pay the current Society and Chapter dues and regain Certification as prescribed by established Certification Board Policies.
- E. Any change to the Chapter dues structure shall become effective the fiscal year following adoption of such change.

SECTION 5 – MEMBER IN GOOD STANDING

A member is in good standing only when all financial obligations to the Society and Chapter have been paid. A member not in good standing shall forfeit all rights and privileges of membership until such financial obligations are paid.

SECTION 6 – SUSPENSION OR EXPULSION

- A. After written notification the Board of Directors may, with a two thirds vote of the total Board of Directors members, censure, suspend or expel a Member from the Chapter for:

1. Disregard for the purpose of the Society.
 2. Violation of the Code of Ethics of the Society.
 3. Violation of the Society or Chapter Bylaws.
 4. Conduct prejudicial to the welfare or purposes of the Chapter.
- B. A member censured, suspended or expelled from the Chapter may request reconsideration by the Board of Directors of its action upon conditions and within the time limit and procedures established by the Board of Directors. Within thirty days after the Board of Directors has notified the member in writing of its decision on the reconsideration, the member may request a hearing before the Board of Directors at its next regular meeting.

ARTICLE IV – FISCAL YEAR

The fiscal year of the Chapter shall be August 1 to July 31. The books shall be closed on July 31. (amended 7/99)

ARTICLE V – CHAPTERS

Chapters shall hold regularly scheduled Membership Meetings. One third of the Chapter voting membership shall constitute a quorum for Chapters with 50 or less than 50 members; one fourth of the Chapter membership shall constitute a quorum for Chapters with more than 50 members.

ARTICLE VI – REGIONS

Chapters are located within geographic sections of the country determined to be Regions by the Board of Trustees. Chapter members attending respective Regional Meetings shall be entitled to vote on all Regional and Society business brought before the assembly.

ARTICLE VII – OFFICERS

The elected officers of the Chapter shall be a President, Vice President, Secretary and Treasurer, and Directors and may include a Second Vice President, Third Vice President and Corresponding Secretary.

SECTION 1 -- DUTIES OF OFFICERS

A. The President shall:

1. Call and preside at all meetings.
2. Appoint all Committee Chairmen with the exception of the Nominating Committee and the Finance Committee.
3. Be an ex-officio member of all committees except the Nominating Committee.
4. Be one of three persons authorized to sign checks and appoint the third person authorized to sign checks.
5. Appoint a Chief Teller and two assistant tellers.
6. Vote only to make or break a tie.
7. Attend Regional Meetings and the Annual Meeting.
8. Perform such other duties 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, in order of precedence, when that officer is unable or unwilling to act.
3. Attend all Membership Meetings and Board of Directors Meetings.
4. Oversee or chair any committees to which they may be assigned by the President.

- C. The Treasurer shall:
 1. Serve as Chairman of the Finance Committee and prepare and present a budget for approval by the membership.
 2. Maintain all Chapter accounts and financial records and present Treasurer's Reports at regular meeting of the Board of Directors.
 3. Be one of three persons authorized to sign checks.
 4. Receive and disburse Chapter funds as directed by the Board of Directors.
 5. Prepare and submit all reports required to maintain a non-profit status during the term served.
 6. Submit all accounting and financial records for audit within thirty days of the close of the fiscal year.
- D. The Secretary shall:
 1. Be responsible for the permanent records of the Chapter including minutes of all regular and special meetings of the Chapter and Board of Directors.
 2. Maintain a current roster of Chapter membership.
 3. Attest to all documents required to be executed by the Chapter.
 4. Perform such other duties as may be requested by the President or Board of Directors.
- E. The Corresponding Secretary (if any) shall:
 1. Be responsible for all correspondence of the Chapter.

SECTION 2 -- TERM OF OFFICE

- A. The term of office shall be for one year commencing August 1, and continue until the successors are elected or selected.
- B. Officers shall not be elected to the same office for more than two consecutive terms.
- C. An officer who has served more than half a term is considered to have been elected for the full term.
- D. A Society Officer may only be elected to a Directors position.

SECTION 3 -- VACANCIES

- A. A vacancy in the office of President shall be filled by the First Vice President.
- B. A vacancy in the office of Vice President shall be filled by either:
 1. Appointment by the President, and a majority vote of the remaining voting officers shall approve, of an interim Vice President to complete the unexpired term when there is only one Vice President or;
 2. Each Vice President shall ascend to the next highest vacant position in order of precedence. The President shall appoint, and a majority of the remaining voting officers shall approve, interim Vice President(s) to fulfill the remainder of the unexpired term.
 3. In the event of a vacancy in the office of both President and Vice President, when there is only one Vice President, the Chapter shall elect the President by ballot; the President shall appoint, and the remaining voting officers shall approve, an interim Vice President to fulfill the unexpired term.
- C. A vacancy in any other office, except that of Immediate Past President which shall not be filled, shall be filled by Presidential appointment, with approval by majority vote of the remaining officers.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

SECTION 1 -- NOMINATIONS

Any member may nominate a candidate or candidates for Chapter office.

SECTION 2 -- QUALIFICATIONS

The member nominated shall be a member in good standing, fulfill the qualifications specified herein and shall express a willingness to serve in the office for which nominated. Nominees for President shall have served on the Board of Directors.

SECTION 3 -- NOMINATING COMMITTEE

A Nominating Committee of at least three members shall be elected at the March Membership meeting to receive and solicit nominations. The Committee shall elect its own Chairman. The President shall not serve on the Nominating Committee. The Nominating Committee shall present the slate of candidates which shall be announced at the April Membership Meeting. Additional nominations may be taken from the floor until nominations are declare closed. All Chapter members shall receive notification of the slate of candidates and the balloting deadline. (amended 7/99)

SECTION 4 -- VOTING

All members in good standing are eligible to vote. Secret ballots shall be counted by the tellers at the May Membership Meeting. Elected officers shall receive a majority of the votes cast. If there are more than three candidates for an office, a plurality vote shall elect. In the event of a tie, Chapter members in attendance at the May Membership Meeting shall vote by secret ballot to decide the election.(amended 7/99)

SECTION 5 -- ANNOUNCEMENT

The results of the election shall be announced by the presiding officer and the Teller's Report shall become part of the permanent records of the Society. Chapter members shall receive notice of the results of the election. The Secretary shall notify the Society Business Office of the election results by July 1. (amended 7/99)

ARTICLE IX -- BOARD OF DIRECTORS

SECTION 1 -- MEMBERS

The Board of Directors shall be composed of the President, Vice President(s), Secretary, Treasurer and Directors, and may include a Corresponding Secretary. The Immediate Past President shall be an ex-officio member of the Board of Directors and may have voting privileges.

SECTION 2 -- DUTIES

The Board of Directors shall:

- A. Exercise general supervision and control over the affairs of the Chapter;
- B. Approve all appointments made by the President;
- C. Approve the budget, appropriate necessary funds necessary to meet the expenses of the Chapter, and designate depository institutions into which funds shall be deposited. The Board shall authorize waiver, or payment of the cost of, any bond required of anyone holding Chapter funds or property.
- D. Report to Chapter business transacted by it;
- E. Investigate all grievances and complaints of irregularities presented to it, and serve as a body to which members may appeal.
- F. Take all such other actions as may be necessary for the proper functioning of the Chapter which are consistent with these Bylaws.

SECTION 3 -- MEETINGS OF THE BOARD OF DIRECTORS

- A. The Board of Directors shall hold regularly scheduled meetings. The location shall be determined by the Board of Directors.
- B. The Board of Directors meetings shall be open to the membership of the Chapter, but members may only participate when requested to do so by the presiding officer. The Board of Directors may, in its discretion and for good cause, conduct certain business in meetings to be attended only by the Board of Trustees and those persons specifically invited by the Board of Directors.
- C. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors. The call for a Special meeting shall be made at least fifteen days before the meeting and shall state the items of business to be transacted. No other business may be transacted except that stated in the call of the Special meeting.
- D. The last regularly scheduled meeting of the fiscal year shall be a Joint Board Meeting which shall be attended by all incoming and outgoing officers and committee chairs. Those in outgoing positions shall transfer records for the fiscal year to the incoming officers and committee chairs.

SECTION 4 -- QUORUM

A majority of the Board of Directors shall constitute a quorum.

ARTICLE X – ANNUAL MEETING

SECTION 1 -- DELEGATES

The Delegate(s) and Alternate(s) shall be elected by the Chapter membership to represent the Chapter at the Annual Society Business Council.

- A. The Chapter shall be entitled to one vote for every voting member based on Society records of Chapter membership as of July 1. (amended 7/99)
- B. Each Delegate shall be entitled to one Alternate
- C. One Delegate may vote the total number of votes assigned to the Chapter.
- D. The Society Business Office shall be informed of the name(s) of the Chapter Delegate(s) and Alternate(s) 30 days prior to the Annual Meeting.

ARTICLE XI – COMMITTEES

SECTION 1 -- CREATION

The President may authorize the creation of committees as deemed necessary to conduct the affairs of the Society.

SECTION 2 -- STANDING COMMITTEES

The Standing Committees of the Chapter shall include Awards, Bylaws, Certification, Standards, Education, Finance, Membership, Program, and may include Newsletter, Industry Awareness, Public Relations, and Historical Committees. The President shall appoint the chairmen of the following Standing Committees with the approval of the Board of Trustees:

- A. Awards Committee which shall verify all Chapter nominations for Society Awards; prepare and submit documentation of Chapter activities for Society Chapter Awards; select recipients for Chapter awards and procure and prepare awards for presentation.
- B. Bylaws Committee which shall receive, prepare and present proposed Standing Rules to these Bylaws; interpret these Bylaws and offer guidance on parliamentary procedures; submit proposed amendments, or Standing Rules, to the Society Bylaws to the Regional Bylaw Committee Member.
- C. Certification Committee which shall maintain an active liaison between the Chapter and the Certification Board Regional Member, and promote the Certification Program to Chapter members.

- D. Standards Committee which shall promote standard estimating practices by Chapter members and in the construction industry; cooperate with the Certification Board by drafting and reviewing documents for the Standard Estimating Practices Manual.
- E. Education Committee which shall promote the art of estimating through educational and training programs; develop liaisons between the Chapter and educational institutions with construction related curriculum to promote the objectives of the Society; promote the programs of the Education Board. The Committee shall award all funds allocated for scholarships and grants in the name of the Chapter.
- F. Finance Committee which shall prepare and present the proposed annual budget to the Board of Directors at the second meeting of the fiscal year.
- G. Membership Committee which shall develop Chapter membership drives; cultivate interest in Chapter membership; promote participation in Society sponsored membership drives; and distribute, receive and review membership applications.
- H. Program Committee which shall arrange and promote programs for the general membership meetings which shall be construction related topics or of general interest to the members.
- I. Public Relations Committee which shall publicize Chapter activities and awards and promote Society objectives to other professional construction organizations.
- J. Newsletter Committee which shall publish and distribute to Chapter members and others, an informative newsletter promoting Chapter and Society activities, and other items of interest.
- K. Historical Committee which shall maintain historical records of Chapter activities.
- L. Industry Awareness which shall inform members of proposed and adopted legislation that will affect the construction industry.

SECTION 3 -- COMMITTEE STRUCTURE

Each Committee Chair shall appoint at least one additional member to the respective Committee.

ARTICLE XII – INDEMNIFICATION

The Board of Directors shall have the authority to indemnify any Director or Officer of the Chapter for expenses and costs, including legal fees, actually and necessarily incurred in connection with any claim asserted against the person, by action in court or otherwise by reason of the person being or having been such Director or Officer, except in relation to matters as to which the person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert’s Rules of Order, Newly Revised, latest edition, shall govern all proceedings of the Chapter and the Board of Directors, except where inconsistent with these Bylaws, and shall be subject to any special policies which have been or may be adopted.

ARTICLE XIV – AMENDMENTS

Amendments to these Bylaws may be proposed but shall not be effective until approved by a two-thirds vote of the ASPE Board of Trustees as an amendment to the Standard Bylaws for Chapters.

Chapter Standing Rules

STANDING RULE NO.1

The Chapter shall adopt Standing Rules stating its dues, fees and charges, Membership and Board of Directors meeting dates, the number of Directors and whether officers will be elected to the positions of Second Vice President, Third Vice President, and Corresponding Secretary, and whether the Immediate Past President has voting privileges on the Board of Directors, and such other rules which do not conflict with the Charter of the American Society of Professional Estimators; the Chapter's Corporate Charter; or the Bylaws, Standing Rules or official policies of the American Society of Professional Estimators, provided they have been reviewed for compliance by the Society's Bylaw Committee.

Amendment of Chapter Standing Rules requires previous notice to the Chapter membership and a two-thirds vote of those present and voting.

