

**THE AMERICAN SOCIETY OF  
PROFESSIONAL ESTIMATORS (ASPE)**



**STANDARD CHAPTER BYLAWS**  
(Amended & Restated May 9, 2025)

# STANDARD CHAPTER BYLAWS

## 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 Directors 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 ten (10) members.

### SECTION 3 CHAPTER BYLAWS

A Chapter 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 Society’s Board of Directors as outlined in the Society's Bylaws.

## **ARTICLE IV. MEMBERS**

### **SECTION 1 DUES**

At the discretion of the national Board of Directors, the Society Business Office may disburse a dues amount back to the Chapter for use by the Chapter if the Chapter meets the following requirements:

- A. If separately incorporated, the Chapter provides evidence, on an annual basis (to the satisfaction of the Governance Committee), that the Chapter is in compliance with Federal and State tax filing and/or reporting requirements or is actively seeking the establishment or reinstatement of compliant status.
- B. The Chapter holds annual officer elections and submits a Chapter Annual Report to the Society Business Office each year.
- C. The Chapter must hold regularly scheduled membership meetings as described in Article V.

## **ARTICLE V. MEETINGS**

### **SECTION 1 SCHEDULED MEETINGS**

Chapters shall hold a minimum of four (4) chapter membership meetings per year (meetings may be virtual and/or in person) and shall provide evidence of such activity on an annual basis (to the satisfaction of the Governance Committee).

### **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 fifty (50) or more 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 and a Treasurer, and may include a Vice President(s), Secretary, and Director(s), the number to be determined by the Chapter.

### **SECTION 2 TERM AND VACANCY**

- A. The term for officers and director(s) should be one (1) year or until their successors are elected. The President and Vice President should 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 an 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 on a monthly basis 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. If separately incorporated, prepare and submit required reports and file federal tax returns to maintain the Chapter's nonprofit status as defined by the Internal Revenue Service (IRS) and submit evidence on an annual basis to the SBO.
6. If separately incorporated, prepare and submit required reports and file state tax returns and/or reports to maintain the Chapter's status with the state and submit evidence on an annual basis to the SBO.

D. The Secretary shall:

1. Record the proceedings of meetings of the 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 Directors 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 at least one term on the Chapter Board of Directors.

## **SECTION 3      NOMINATING COMMITTEE**

A nominating committee of no less than three (3) members shall be elected by the members at a 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 a 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 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 annually.

# **ARTICLE IX.    BOARD OF DIRECTORS**

## **SECTION 1      COMPOSITION**

The Board of Directors should 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 the expenses of the Chapter.
- C. If separately incorporated, 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 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 the 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 XII.
- 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. Each active chapter (as defined below) will receive one complimentary registration for a Chapter attendee to attend the Annual Meeting of the Society. This registration fee is non-refundable and not transferable to another chapter.
- B. A chapter is defined as active (and thus eligible to receive one complimentary registration for a Chapter attendee to attend the Annual Meeting of the Society) if the chapter meets the following requirements:
  - a. The Chapter must hold annual officer elections and submit a Chapter Annual Report to the Society Business Office each year.
  - b. The Chapter must hold regularly scheduled membership meetings as described in Article V.
  - c. If separately incorporated, the Chapter provides evidence, on an annual basis (to the satisfaction of the Governance Committee), that the Chapter is in compliance with Federal and State tax filing and/or reporting requirements or is actively seeking the establishment or reinstatement of compliant status.

### **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 the creation of committees and their duties can be found in the Society Board Development Manual located on 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

### **SECTION 2 ELECTRONIC MEETINGS**

The Board of Directors and 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, be placed in the permanent file of minutes of the Chapter.

## **ARTICLE XIII. FISCAL YEAR**

The fiscal year of a Chapter shall be at the discretion of the Chapter.

## **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.