

Council of Representatives Policy and Procedures Manual

Approved: January 16, 2013



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Article 1. Introduction

This Manual sets forth the operation of the Council of Representatives, (also referred to as the Council) including Council Group Leaders, Speaker of the Council and Alternate Speaker of the Council in the conduct of Council business.

Purpose: As defined in the American Society of Home Inspectors (ASHI) Bylaws: (1) to elect five directors and one alternate director each year; (2) to form the Officer Nominating Committee; (3) with the ASHI Board of Directors to provide a training ground for future ASHI leaders; and (4) to act as a two way conduit of communication between the Board, Chapters and the Membership.

Duties of the Council: As defined in ASHI Bylaws

Policy Definition: Council Policies are directives for mandatory actions. Deviation from the Council's Policies requires the presentation of a motion to the Council Group Leaders and an approving majority vote by the Council of Representatives.

Procedure Definition: Procedures provide direction for the execution of Council Policies and are intended to guide the Council Speaker, Group Leaders, ASHI Staff and Council membership in carrying out the policies to which they refer. Procedures are not mandatory, need not be followed literally, and do not require Council membership approval for modification, simply the Group Leaders majority vote.

Comments Definition: An Advisory statement. A comment has no force of policy.

Article 2. Administration

2.1 Policy: Confidential Information

With the exception of the materials and discussions of the Nominating Committees, there shall be no confidential information. Any request by a Council Rep (Council of Representatives Representative) shall be addressed.

2.2 Procedure: Council Record Retention Schedule

General correspondence (member's request, etc).....3 Years
Minutes of annual meetings.....permanently
Request put to the Board of Directors.....permanently
Nominating Committee materials.....90 Days after ballots counted

Article 3. Hierarchy of the Council

3.1 Council Makeup

The body of the Council shall be made up of one or more representatives of each of the qualifying chapters or approved groups of unaffiliated members (GUM) as defined in ASHI Bylaws.

3.2 Regional Groups

There shall be regional groups of representatives consisting of approximately 10 chapters and/or GUMs. Each regional group shall elect a Group Leader to serve as defined in 4.4 of this manual. Regional groups may be formed or realigned as necessary when new chapters and or/ GUMs are formed or no longer qualify.

Article 4. Council Job Descriptions

4.1 Policy: Council Speaker

Preside over all Council Meetings and convey to the Board of Directors, concerns and recommendations, received from the membership, as relayed by Council representatives.

4.1.1 Specific Responsibilities

- a. Preside over all Council meetings.
- b. Attend all ASHI Board of Directors meetings.
- c. Be familiar with ASHI Bylaws and the ASHI Strategic Plan.
- d. Understand Council and Board functions within the Society.
- e. Be familiar with the ASHI Council Guidelines for conducting Council business.

- f. Appoint Council Committees and Chairpersons per the Guidelines established in this Manual; and ensure Committee business is performed in a timely manner. In the event a Committee Chair does not fulfill his or her Chair obligations, or other good causes, the Speaker may remove the Chairperson and appoint a replacement without the approval of the Council.
- g. Ensure the Board of Director Nominating and Officer Nominating Committee slates are filled as required, and coordinate the voting process with staff.
- h. Obtain input from the Council on matters as requested by the Board and report the findings to the Board.
- i. Present proposals to the Board based upon consensus of the Council.
- j. Conduct quarterly conference calls with the Council Group Leaders.
- k. Set the Council agenda and goals for the coming year.
- l. Poll the ASHI Committee Chairs for questions, if any, to be asked of the membership on a quarterly basis. (This is best accomplished by attendance at the quarterly conference calls).
- m. Provide questionnaires for the Council Group Leaders or the general membership.
- n. Schedule a Group Leaders conference call prior to the Board of Directors (BOD) meeting to discuss Board issues of importance, and discuss the submission of Council issues for inclusion in the Board book.
- o. Schedule a conference call or e-conference of Group Leaders to review items after receiving the minutes of Board Meeting to review proceedings (to discuss topics of concern to better make the chapters and membership aware of the proceedings of the Board.)
- p. Attend the Committee Chair Planning Meeting as scheduled.
- q. Welcome and acknowledge new Council representatives.

4.1.2 Policy: The term of the Speaker of the Council is two years.

4.2 Policy: Alternate Council Speaker assumes the responsibility of the Council Speaker in his or her absence.

4.2.1 Specific Responsibilities:

- a. Attend Board meetings in the event the Speaker is unable to attend.
- b. Perform duties of the Council secretary when specifically assigned by the Council Speaker.

4.2.2 Term: The term of the Alternate Council Speaker is two years

4.3 Policy: Secretary

4.3.1 Specific Responsibilities:

- a. As assigned by the Council Speaker.
- b. Keeps notes of all meetings and teleconference calls.
- c. Maintain accurate records of Representatives, their terms and previous Council service. He/She shall also keep ASHI Headquarters (HQ), Chapters and GUMs and the Directors Nominating Committee informed of Council membership.

4.4 Policy: Group Leaders shall be elected yearly by the Council members of their respective regional groups at the annual Council meeting.

4.4.1 Specific Responsibilities:

- a. Participate in quarterly teleconferences with other group leaders.
- b. Ensure the Council representatives within their groups to interact with their respective Chapters.
- c. Maintain regular contact with their Council group.
- d. Obtain member feedback from Council representatives in their group.
- e. Be prepared to participate in the communication network as called upon by the Council Speaker.
- f. Learn about ASHI governance.
- g. Attend Board meetings and Chapter Leadership Day when practical.
- h. Welcome new Council Members within their respective Group Areas.

4.4.2 Group Leader meetings shall be held quarterly and may be conducted telephonically or electronically.

4.4.3 In the event of a vacancy, the Council members within the Group will elect / appoint a new Group Leader. The Speaker shall appoint a Council member as interim Group Leader until such time the new Group Leader takes office.

4.5 Policy: Chapter Council Representatives

The Council Representatives shall be elected or appointed by their

primary ASHI Chapter of affiliation or GUM to serve a two-year term (or as specified in the ASHI Bylaws).

4.5.1 Policy: Specific Responsibilities:

- a. Vote for ASHI Directors
- b. Maintain a strong, informed knowledge of ASHI business through contact with other Council Members and reading ASHI correspondence.
- c. Keep their respective membership informed regarding Board actions.
- d. Be the liaison between the Chapter Members and the Council.
- e. Respond to Council questionnaires in a timely manner.
- f. Keep in contact with the Council Group Leader.
- g. Must be able to communicate electronically and must log into the Council discussion forum so he/she will be subscribed to all Council correspondence.
- h. Attend the annual Council meeting at the ASHI National Conference.
- i. Attend the annual Leadership Day Conference.
- j. *Each Representative must confirm his/her status as a representative during the month of June each year by confirming that his/her listing on the ASHI Member Directory, in the Council of Representatives is correct.*

Article 5. Council Representative Membership

5.1 Policy: Representative Selection

The requirements for Representatives are defined in the ASHI Bylaws.

5.2 Policy: Appointed or elected Council Representatives shall be assured full terms

5.2.1 The number of Council Representatives for each chapter or each GUM is determined by ASHI bylaws which base the number of Council Representatives allowed on the number of voting Members who claim primary affiliation in each Chapter or GUM.

5.2.2 Chapter and GUM membership numbers shall be audited by ASHI staff the first Tuesday in July to determine the number of representatives allowed each chapter or GUM as per ASHI Bylaws.

This audit will consist of a review of the Chapter's listing in the ASHI Membership Directory as of that date.

5.2.3 As soon as a Chapter or GUM qualifies for an initial or additional Representative, the chapter may elect or appoint a chapter Representative to serve a two-year term. That is, the Chapter need not wait until **July 1**.

5.2.4 If the **July 1** audit results requires the removal of one or more Council Representatives from a chapter or a GUM:

5.2.4.a. Every representative, including the most newly appointed, may complete his or her term.

5.2.4.b. The chapter or GUM may, as terms expire or as representatives resign, appoint representatives only to fulfill the number of representatives allowed in 5.2.1.

5.3. Comment: Desired Representative Qualities

5.3.1 Comment: The person selected for this position should be one who has displayed evidence of leadership by having performed in some Chapter leadership capacity, such as Committee Chair or Chapter Officer, and preferably in some ASHI Committee service.

5.3.2 Comment: Since the Board of Directors is selected from the members of the Council, the Council needs to be made up of members who have shown evidence of leadership at the chapter level; willingness to get involved in and make the time commitment for the Council and committee work; and/or the desire to serve the Society either as a Board Member or potentially as a national Officer.

5.4 Comment: Desired Representative Behavior

Each Council member is encouraged to speak the desires of his/her respective membership, and not promote his or her own agenda.

5.5 Comment: Desired Representative Term:

Chapters and GUMs should arrange their Council Representative(s) terms as determined by the Chapter Bylaws and GUMs.

5.6 Policy: Eligibility for Board of Directors Nomination: Any ASHI member in good standing who has spent one year on the Council, at any time, and who is a current member of the Council as of October 1, meets the 1 year criteria and shall be eligible for nomination to the Board as a Director. The individual must remain as a Council Representative through the Directors balloting process.

Article 6 Council Meetings

According to ASHI Bylaws:

6.1 Policy: Annual Meeting Attendance

6.1.1 Attendance is expected.

6.2 Policy: Meetings

6.2.1 Notice for each Member meeting shall be 30 days.

6.2.2 When feasible, the Council meetings shall be scheduled for a day at the annual ASHI Conference.

6.2.3 Council Meetings will not run simultaneously with Board Meetings, to allow members of each to participate in the other's meeting.

6.3 Policy: Participation in Discussions

6.3.1 All members of the Council are recognized.

6.3.2 The Speaker shall appoint an ad hoc committee to create the official list of members and review any contests.

6.3.3 Recognized alternates shall have full voting rights upon qualification.

6.3.4 ASHI Legal Counsel is recognized.

6.3.5 ASHI staff members are invited guests.

6.4 Policy: Minutes of Council Meetings

6.4.1 Minutes of all Council Group Leader meetings shall be distributed to the members of the Council.

6.4.2 Minutes are to be taken by an ASHI Staff member or Council secretary then reviewed and approved by the Council secretary and/or the Alternate Speaker and Speaker.

6.4.3 The minutes will be reviewed and/or approved by the Council Group Leaders.

6.5 Policy: Agenda of Annual Council Meeting

The agenda is to be prepared by the Speaker of the Council and sent to the Council members prior to the annual Council meeting. The agenda shall include a list of action items for the year. In order to allow Council members to discuss the list of action items, the Speaker will send a draft list to the Council 60 days prior to the meeting.

Procedure: Typical agenda may include:

- a. Opening remarks from Speaker*
- b. Review of Agenda*
- c. Reading of prior Minutes*
- d. Executive Director's remarks*
- e. President's address*
- f. President-Elect's address*

- g. Speaker of the Council presents prior year Council's accomplishments*
- h. Council Committee reports*
- j. New Speaker Addresses Council*
- k. Speaker of the Council's directions/goals for upcoming term*
- l. Selection of new Group Leaders*
- n. Nominating Committees members selection process to begin*
- o. Ask for volunteers and fill standing committee chairs and committee memberships*
- p. Unfinished Business*
- q. New Business*
- r. Review of accomplishments*
- s. Formulate a list of Council action items for the coming year. If new Speaker, he or she shall address action items.*

Article 7. Election of the Council Speaker

7.1 Policy:

- 7.1.1** On the second year of the Speaker's term, the Directors Nominating Committee shall solicit matrices for the nomination of the new Speaker. This process will follow the same timetable as the Directors Nominating process and the election shall be held concurrently with that of the Directors.
- 7.1.2** Highest vote-getter is Speaker and second highest vote-getter is Alternate.
- 7.1.3** If the Speaker runs unopposed or the Alternate resigns, the Speaker will appoint an Alternate Speaker.
- 7.1.4** The newly elected Speaker will take office at the conclusion of the Annual ASHI Business Meeting.

Article 8 Removal From Office

8.1 Policy: Removal from Office

The Speaker of the Council of Representatives may be removed from office with or without cause by two-thirds of those who vote; provided at least 60% of the total Council participates in the vote. When cause is alleged, the charges will be in writing.

- 8.2** The Speaker shall be given at least thirty days notice of the vote and have a reasonable opportunity to defend him/herself whether the removal is with or without cause.

- 8.3 The vote may be in person or** by US mail, fax, or by electronic voting, all by secret ballot.
- 8.4 The request for removal of the Speaker** requires the written request of at least one-third of the Council of Representatives.
- 8.5 The removal of a Group Leader** from office during his/her term shall be upon unanimous vote of his/her respective regional group. Replacement shall be determined by 4.4.3

Article 9. Council Committees

9.1 Officers Nominating Committee

9.2 Directors Nominating Committee

9.3 Ad hoc Council Committees

- a. Perform responsibilities as outlined in committee job descriptions.
- b. Committees vary in length of term and are created at the discretion of the Speaker.
- c. Ad hoc committees can be established at the discretion of the Speaker as needed.

9.4 Policy & Procedure Committee

The Chairperson is appointed by the Speaker of the Council and the committee shall consist of 2 members. The duties of this Committee will be updated as needed.

Article 10 Nominating Committees

10.1 Officer Nomination Committee - Selection

Council members wishing to serve on this committee shall submit their names to the Speaker of the Council by the first Thursday in February ~~1st~~ and shall submit an Officer Nominating Committee matrix no later than the end of business, on the third Thursday in February.

These matrices and the ballots shall be distributed to the Council members no later than the last Thursday in February. Completed ballots must be received by ASHI headquarters no later than end of business, on the third Thursday in March.

10.2 Director Nomination Committee

10.2.1 The purpose of the Director Nomination Committee is to develop a recommended slate for the non-officer positions on the ASHI Board of Directors and, on alternate years, the Council Speaker.

10.2.2 The Committee is composed of a Chairperson and four members. The Chairperson will be appointed by the Speaker of the Council on or before the first Thursday in February.

10.2.3 The four Committee Members will be selected by the Council of Representatives from amongst themselves by election.

10.2.4 Alternates shall be elected as the next highest vote getters on the directors' ballot and will serve if another Member is unavailable.

10.2.5 Coordination: All meetings of the Committee shall be coordinated by the Staff Liaison to the Council.

10.2.6 Confidentiality of Meetings: All contents, discussions and documents of the meetings and their results are strictly confidential with the following exception: Any allegation of wrongdoing must be in writing and prospective nominees must be given the right to defend themselves.

10.2.7 Director Nominating Committee - Operations

- a. The committee may interview candidates at its discretion.
- b. The Chairperson may vote only to break a tie.
- c. The Nominating committee shall create five questions of a timely and/or political nature that all candidates will be requested to answer within two weeks. Answers to the questions will be distributed to the Council prior to the election.

10.2.8 Matrix Form for Evaluating Nominees to the Board of Directors/Speaker

10.2.8.1 The ASHI Nomination Matrix form shall include:

- Number of years as a Member of ASHI.
- Chapter leadership positions held.
- Prior and current ASHI involvement (committees, leadership, etc.)
- Leadership positions held in other organizations.
- Current photograph of nominee.

10.3 Policy: Nominating Process for the Board of Directors:

10.3.1 Any Council Member may nominate another Council member or himself/herself using the official form to be obtained from ASHI Headquarters.

10.3.2 All candidates for nomination must agree to serve and provide requested matrix information on the ASHI approved matrix form.

10.3.3 Members of the Board of Directors Nominating Committee who are proposed and accept BOD nomination shall resign from the Committee immediately.

10.3.4 The BOD Nominating Committee Chairperson may contact other Council Members regarding their interest in serving on the Committee.

10.3.5 Staff will verify that all prospective nominees:
Have agreed in writing to serve, have completed a response to the matrix, and are Members in good standing of ASHI who meet the requirements of Bylaws Article 5.5.1, have signed the ASHI Acknowledgment Form indicating they understand and agree to perform the duties of the position, and that they have disclosed whether or not they have been admonished by the Board of Directors or found guilty of an ASHI complaint violation.

10.3.6. The Nominating Committee shall select a slate of up to nine (to become the five directors and the Alternate) and up to three (for Speaker).

The proposed slate shall be conveyed to all nominees, with a letter thanking them for their willingness to serve. This notification is to be sent within five business days following selection of slate.

10.3.7 Staff will provide each nominee with a copy of the ASHI Policies and Procedures concerning campaigning and elections.

10.3.8 Neither the Executive Director nor staff shall be present when the Director Nominating Committee is deliberating either in person, by telephone, or otherwise.

10.4 Petition Candidates for Board positions are allowed as follows

10.4.1 A valid petition containing the names of at least ten percent of the then-in-good-standing ASHI Council Members submitted to ASHI headquarters shall cause the name of the qualified Member to be added to the ballot as a Candidate for the Board.

10.4.2 Petitions must be presented upon a special form available online from ASHI Headquarters and requires the name (printed) and the signature of each petitioner.

10.4.3 The form must arrive at ASHI Headquarters by mail or electronic transmission at least 10 days prior to the distribution of the ballots to the Council members.

10.4.4 Upon Receipt, Staff will verify the validity of the petition prior to placing the name of a Nominee or Petition Nominee on the ballot.

10.5. Election Process

10.5.1 Campaigning

10.5.1.1 Staff, Nominating Committee and ASHI Election Committee Members shall not participate in campaigning.

10.5.1.2 Candidates may obtain mailing labels or lists from Headquarters.

10.5.1.3 Negative campaigning (against candidates or nominees) is not permitted. The Election Committee should preview campaign statements or materials in advance if there is any uncertainty about the appropriateness of their contents.

10.5.1.4 Election and Campaign policies shall be published in the First Thing for three consecutive months prior to the formation of a slate for an election.

10.6 Balloting

10.6.1 Ballots shall be prepared by Staff and approved by the ASHI Secretary.

10.6.2 E-voting is an acceptable substitute for balloting by mail.

10.6.3 The ballot will list candidates in alphabetical order and will not differentiate between petition candidates and those selected by the Nominating Committee.

10.6.4 Ballots will be sent to all Council Members in good standing as of the end of August.

10.6.5 The ballot mailing shall include an addressed return envelope to be signed by the Member with space for the Member's name and membership number to be clearly written. Instructions for completion should be included.

10.6.6 The deadline for return of mailed ballots shall be 35 days following their mailing unless otherwise specified by the Board of Directors. Valid ballots must be received at the designated location by the specified deadline. Postmark dates will be disregarded and not considered.

10.6.7 Ballots shall be opened and counted under the supervision of the Staff liaison to the Council and/or the ASHI Secretary. Any Council Member may unofficially observe.

10.6.8 Prior to opening the returned envelopes, the Council Member's name as presented on the outside of the envelope shall be marked off on a printed list of Members.

10.6.9 No ballots shall be opened until all are accounted for.

10.6.10 All ballots shall be separated from the mail-in envelopes and consolidated prior to opening the plain envelopes.

10.6.11 Ballots shall be counted a minimum of two times.

10.6.12 Envelopes, ballots, and the list of members shall be retained in headquarters for 90 days after the mail-in deadline for return, and then destroyed. In the event of a challenge, materials shall be retained until the ASHI Election Committee directs their disposal.

10.6.13 In the event of minor technical flaws on a ballot, the Members right to vote shall be given the benefit of the doubt. For example, a ballot envelope with no name or signature on the outside should be accepted if the Member's name and his or her signature are written on the ballot itself. Ballots without a Member numbers should be accepted.

10.6.14 Envelopes with no name shall be opened to determine if the ballot can be determined to be valid or if the envelope contains materials unrelated to the election.

10.6.15 Ballots without names or signatures shall be marked as invalid and retained with envelopes. They shall be destroyed along with the other materials listed in 10.6.11 above.

10.6.16 Faxed ballots shall not be accepted.

10.6.17 Ballots delivered to the designated location by the prescribed date (in the supplied envelope) by other means such as by hand or courier or other delivery service shall be accepted.

10.6.18 Balloting shall be conducted in such a manner as to maintain the confidentiality of the voter.

10.6.19 The ASHI Secretary may personally verify the count of the ballots, or may choose to accept the written report of the Staff Liaison as verification.

10.7 Announcement of Results

10.7.1 Results of any mail-in ballot voting shall be kept confidential by staff and others until declared official by the ASHI Secretary who shall notify the Board of Directors of the results. The Speaker or Staff shall notify all Nominees of the results.

10.7.2 In the event of questionable or uncertain circumstances surrounding the election, balloting, or counting of ballots, the results shall be kept unofficial and confidential. The ASHI Secretary shall consult the ASHI Legal Counsel for guidance and, as appropriate, seek direction from the ASHI Election Committee.

10.7.3 Balloting results shall be published in the ASHI Reporter and may be announced by other means such as letter, membership newsletter and/or electronic media by the Speaker.

10.7.4 Election nominees shall not be notified of the count, unless a formal challenge is submitted, and the Board of Directors authorizes the count to be released.

10.8 Calendar for BOD/Speaker Election Operations

February:

On the second Thursday in February the Chairperson of the Board of Director Nominating Committee will request the ASHI Reporter staff publish a notice in the April, May, June, and July Reporter. The notice will invite current Council Members to submit the names of BOD and Speaker (when applicable) Nominees; it will contain the election calendar, and the matrix requirements. Each notice should include the information that self-nominations are encouraged and that nominees must submit (in writing) a willingness to serve.

The notice should also contain the information that nominations are closed as of the second Thursday in August.

March:

By the fourth Thursday in March, Committee make-up is finalized.

April:

By the fourth Thursday in April, Committee meets (via teleconference) to discuss the Guidelines and any changes needed. Any proposed changes are submitted to the Speaker and Council Group Leaders for their consideration.

May, June, July, and early August: BOD Nomination Committee Members accept names of possible nominees. Any qualifying Representative may be nominated, either by himself/herself or by another Representative.

By the second Thursday in August:

The Nominating Committee will have developed 5 questions to be asked of the candidates (see 9.6.3). These questions shall be sent to each of the candidates no later than The fourth Thursday in August ~~25~~ and shall be available for petition candidates.

As nominations are received at Headquarters, staff will verify that all nominees have agreed to serve, and their status as a member is in good standing, and they meet the requirements of Bylaws Article 5.5.1.

At 5:00 p.m. Central time on the second Thursday in August, Nominations are closed and all nomination information is distributed to the Committee Members.

September:

The committee will present its slate before the fourth Thursday in September.

October:

Petitions for nominations must be received at ASHI Headquarters not later than the close of business on the third Thursday in October. Each petition nominee shall also submit the approved matrix and answers to the five questions to ASHI Headquarters by the third Thursday in October.

Matrices will be posted to the Members Section of the ASHI Forum on the following Tuesday.

Ballots are mailed or put on-line on the last business day in October.

November:

On the third Thursday in November, at 5:00 p.m. CST, voting is closed.

On the business day immediately following election deadline, Ballots are counted and candidates are notified of results. Election results provided to the ASHI Reporter for publication.

Article 11 John E. Cox Membership of the Year Award

The John E. Cox award honors individuals who have made exemplary contributions to their chapter during the specified year and who have not previously received the Cox Award.

12.1 The recipient must be an ASHI member who had rendered outstanding service to an ASHI Chapter, whether over a period of years or under circumstances that are special and may not occur again.

12.2 Nominees are submitted by ASHI Chapters no later than the fourth Thursday in September 30th each year. One nomination per Chapter is allowed. ASHI Staff forwards the nominees to the Council of Representatives for a vote by secret ballot. The nominee receiving the most votes becomes that year's recipient of the John E. Cox Award.

12.3 Each voting member of the Council will receive, by mail or by electronic means from ASHI Staff, a package containing the matrix form for nominees for the John E. Cox Award by the last Thursday in October. 31 of each year. Representatives may only vote from the nominees listed on the enclosed ballot. The nominees and the materials

submitted are confidential and should not be redistributed under any circumstances.

12.4 Completed ballots must be received by close of business (5:00 P.M. CST) on the date specified (this date may be different each year) via U.S. Mail or electronic means to the attention of the ASHI Executive Administrator at HQ.

12.5 The recipient of the John E. Cox Award will be announced at the annual conference by the Speaker of the Council or his / her designee.