

## CONSTITUTION

### ARTICLE I – NAME AND ORIGIN

Section A: The name of the organization is: ***International Cost Estimating and Analysis Association*** and its abbreviated title is: ***ICEAA***.

Section B: Founded on July 17, 1981 as the Institute of Cost Analysis, the Articles of Incorporation were issued pursuant to the non-stock corporation laws of the Commonwealth of Virginia on July 17, 1981. In June 1990 the Institute of Cost Analysis joined with the National Estimating Society to form a non-stock corporation in the Commonwealth of Virginia. On October 26, 2012, the Society of Cost Estimating & Analysis and the International Society of Parametric Analysts merged as a non-stock corporation in the Commonwealth of Virginia to form the International Cost Estimating and Analysis Association (ICEAA).

### ARTICLE II - BUSINESS OFFICE AND FISCAL YEAR

Section A: The International Business Office of the ***International Cost Estimating and Analysis Association*** (or "***ASSOCIATION***") shall be in the Commonwealth of Virginia or such other place as may be designated by the Board of Directors.

Section B: The Fiscal Year of the ***ASSOCIATION*** shall be from January 1 through December 31 of each year or such other annual period as may be designated by the Board of Directors.

### ARTICLE III - PURPOSES

Section A: To advance, encourage, promote and enhance the profession of cost estimating and analysis through the use of parametrics and other data-driven techniques for use by the membership as well as the general public.

Section B: To foster the professional growth of its members within the allied fields of estimating and analysis.

Section C: To enhance the understanding and appreciation of using data-driven estimating and analysis techniques throughout allied fields and the general population.

Section D: To provide educational opportunities to practitioners in cost and parametric estimating and analysis, as well as with allied fields.

Section E: To establish standards in terminology, conduct, and application of estimating and analysis techniques.

Section F: To develop means to achieve and measure established standards.

Section G: To recognize achievement through an appropriate program of recognition and certification.

Section H: To provide forums and media through which experiences with all of the principles and techniques associated with data-driven cost estimating and analysis may be reported, discussed, and published in furtherance of the public interest.

Section I: To foster, promote, and conduct research in all estimating and analysis techniques.

Section J: To develop and maintain standards of proficiency and ethics.

Section K: To cooperate with other national and international organizations and individuals, having common or related purposes, in furtherance of the public interest.

## **ARTICLE IV - CONSTRAINTS**

Section A: No assets or funds of the **ASSOCIATION** shall inure to the benefit of, or be distributed to its members, trustees, officers, directors, or other persons, except that the **ASSOCIATION** is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Purposes set forth in this Constitution. The Board shall establish a conflict of interest policy and annually review it; such policy shall inform procedures and decisions for transactions with directors and other interested individuals.

Section B: No part of the activities of the **ASSOCIATION** shall be spent on influencing legislation or developing, preparing, or disseminating propaganda, or participating in or intervening in (including the publication or distribution of statements or literature) any political campaign on behalf of any candidate for public office, except that the **ASSOCIATION** may take a position on or make statements concerning professional standards, ethics, proficiency, research, or other subjects related to its Purposes.

Section C: Notwithstanding any other provision of this Constitution, the **ASSOCIATION** shall not conduct any activities not permitted to an organization exempt from Federal income tax under *Section 501(c)(6)* of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

## **ARTICLE V - MEMBERSHIP**

Section A: The Membership of the **ASSOCIATION** shall consist of full members, professional affiliate members and corporate partners.

Section B: A full Member shall be an individual who is interested in cost estimating and analysis or a related discipline. A Member has the privilege of holding elective office, voting for Officers and Directors, petitioning for and voting on changes to the Constitution and Bylaws, and nominating candidates for office.

Section C: A Corporate Partner or Professional Affiliate shall be an organization as defined in and with the privileges and benefits specified in the Bylaws.

Section D: The Board of Directors may, from time to time, amend the Bylaws to provide for various sub-categories of membership as appropriate, which may vary the rights, including voting rights, from the primary membership category.

## **ARTICLE VI – INTERIM BOARD OF DIRECTORS**

Section A: Immediately following the founding of the **ASSOCIATION**, there shall be established an interim Board of Directors whose sole purpose is to oversee the operations of the **ASSOCIATION** until full slate of Officers and Directors can be elected from the membership. This Board shall be composed of members in good standing from either SCEA or ISPA.

Section B: The interim Board of Director shall not have the right to modify the Constitution nor Bylaws.

Section C: The Interim Board of Directors is charged with following responsibilities:

1. Ensure a nomination process is conducted which is consistent with the guidelines in the Bylaws;
2. Ensure a transparent and fair election process is completed;
3. Ensure that the legal and financial commitments of the Association are met;
4. Ensure that the membership is afforded a level of service (business office, certification, training, publications, etc) consistent with those provided before the merger.

## **ARTICLE VII – OFFICERS AND DIRECTORS**

Section A: The Officers and Directors of the **ASSOCIATION** shall consist of:

1. Elected Officers and Directors: President, an Executive Vice President, the immediate Past President, a Secretary, a Treasurer, a Vice President for Professional Development, a Non-aligned Regional Director, Regional Director for each region that may be established under the provisions of Article VIII of this Constitution, and at large Elected Directors;
2. Appointed Directors: Directors of Certification, Body of Knowledge, Training, Publications, Chaptering, Membership, Honors & Awards, and appointed Outside Directors; and
3. Ex Officio Officers and Directors: the immediate Past President and the Executive Director.

Each Officer and Director must be a Full Member of the **ASSOCIATION**. The Director of Certification must hold a current certification from the **ASSOCIATION**.

Section B: The Elected Directors shall be nominated and elected in accordance with the provisions of the Constitution and Bylaws. The Elected Directors shall be elected without designated areas of responsibility. Their specific areas of responsibility (if any) shall be designated by the President, with approval of the Board of Directors, after the Directors are elected.

Section C: A person shall not concurrently hold more than one **ASSOCIATION** voting office or directorship.

Section D: The Term of office for all elected Officers and Directors shall be two (2) years beginning on July 1.

Section E: If the office of the President becomes vacant, the Executive Vice President shall become President for the remainder of the vacated term, with the immediate Past President fulfilling the role of the Executive Vice President. If the offices of the President and Executive Vice President become vacant simultaneously, the Secretary shall become President for the remainder of the vacated term with the Elected Directors fulfilling the role of Vice President and Secretary (as directed by the succeeding President with the remaining Board's concurrence).

Section F: If any other elected office or directorship becomes vacant, the vacancy shall be filled by appointment of any Full Member by the President, with the approval of a majority of all voting members of the Board of Directors, for the remainder of the term of the vacated office or directorship.

Section G: Elected Officers or Directors may not serve more than two consecutive terms in the same office or directorship unless the first term was not a full term.

Section H: The Appointed Directors must be reappointed and approved each new two-year term of office and may serve more than two consecutive terms in the same office or directorship.

Section I: Nominations of all elected Officers and Directors shall be made by a Nominating Committee. Nominations may also be made by Members as prescribed in the Bylaws.

Section J: Election of all elected Officers and Directors shall be as prescribed in the Bylaws.

Section K: The Board of Directors may, from time to time, amend the Bylaws to provide for additional Directors, as appropriate, to aid the association in accomplishment of its purposes. The specific roles & responsibilities for these Directors shall be defined by a majority vote of the Board of Directors

## **ARTICLE VIII– BOARD OF DIRECTORS**

Section A: The governing body of the **ASSOCIATION** shall be a Board of Directors in which the government and management of the **ASSOCIATION** is vested, except as otherwise provided for in the Constitution and Bylaws.

Section B: The Board of Directors shall consist of the Officers and Directors of the **ASSOCIATION**, the Presidents of each Chapter, and all Committee Chairpersons not already Board members. Voting Board members are the Officers and Directors excluding the appointed Directors (i.e. Directors of Certification, Body of Knowledge, Training Publications, Chaptering, Membership, Honors & Awards, Non-Aligned Director, Outside Director(s) and the Executive Director), Chapter Presidents, and all Committee Chairpersons not already Board members.

Section C: A quorum of the Board of Directors shall exist when half of the voting members are present either physically or via continuous electronic medium (e.g., telephone conference, WebEx, Net-Meeting, etc).

Section D: The Board of Directors may employ, appoint, or contract for the services of individuals or organizations to perform those activities necessary for the operation of the **ASSOCIATION**. Such individuals or organizations shall be

fully qualified to assume the functions, duties, and responsibilities of such office, position, or activity and may be fully and fairly compensated for the actual cost of the duties assumed and functions performed. Such individuals or organizations shall report to the Board of Directors.

Section E: The Board of Directors shall be empowered to employ an Executive Director to manage the International Business Office and to perform other duties as the Board may direct within the powers vested in the Board by the Constitution and Bylaws. The Executive Director shall be an ex-officio member of the Board of Directors without vote.

Section F: From time to time it may be necessary for an Executive Committee, acting with the authority of the full board, to address pressing association issues, provide direction and/or conduct business related to ongoing or special situations for the **ASSOCIATION**. The Board of Directors shall be notified as soon as practical, but not later than the next Board meeting, of any decisions or actions implemented as a result of these meetings.

Section G: Notice of board meetings may be sent through any reasonable method, including by electronic means. In absence of a meeting, the Board may through written consents to act, signed in counterparts by a majority of the voting Members.

## **ARTICLE IX - COMMITTEES**

Section A: Committees, composed of **ASSOCIATION** Members (full, affiliate or corporate) in good standing, may be established by the Board of Directors, as prescribed in the Bylaws, and shall have such power or authority as delegated by the Board. Any Board purporting to act with Board authority will have at least one Board member as a committee member.

Section B: The Committees of the **ASSOCIATION** shall consist of those committees deemed necessary by the Board of Directors to manage the affairs and pursue the Purposes of the **ASSOCIATION**.

## **ARTICLE X - CHAPTERS**

Section A: Chapters, composed of **ASSOCIATION** Members in good standing, may be established by the Board of Directors, as prescribed in the Bylaws. The Board retains full plenary authority, exercisable in its sole and exclusive discretion, over any Chapter of the Association.

Section B: The function of the Chapters shall be to further the Purposes of the **ASSOCIATION** at the local level.

## **ARTICLE XI - REGIONS**

Section A: As needed from time to time, the Board of Directors may establish Regions, as geographically compact as possible, such that Members residing within said Region can reasonably expect to be represented by their Regional Director.

Section B: Regional organizations may be established and/or redefined by a majority vote of a Board of Directors quorum.

Section C: As Regions are established they shall be represented on the Board of Directors by a *Regional Director*, who shall be elected in accordance with the provisions of the Constitution and Bylaws.

Section D: Each *Regional Director* shall maintain permanent residence within the Region they represent. In cases where a Regional Director relocates from a Region which they were originally elected to represent, they may serve out the duration of their term.

Section E: The boundaries of a Region shall not be changed in such manner that would prohibit a *Regional Director* from serving the remainder of his/her term.

## **ARTICLE XII - RECORDS**

Section A: A roll of Members shall be maintained which shall include the names, addresses, membership category and other information as specified by the Board of Directors for each Member in good standing.

Section B: A complete accounting shall be kept of all monies received and expended by the **ASSOCIATION**. These financial records shall be annually audited by a person (or persons) who is (are) qualified to perform this audit in accordance with generally accepted accounting principles. The results of the audit shall be reported to the membership as soon as practicable.

### **ARTICLE XIII – AMENDMENTS AND DISSOLUTION**

Section A: This Constitution may be amended by letter ballot (electronic or hard copy medium) following the procedures as prescribed in the Bylaws. The Board may establish such voting procedures for other questions, including procedures to allow for electronic voting, as it deems appropriate.

Section B: An affirmative vote of two-thirds of the valid votes as defined by the Bylaws cast shall be required for adoption of an Amendment to this Constitution.

Section C: An affirmative vote of a majority of all voting members of the Board of Directors shall be required for adoption of an amendment to the Bylaws.

Section D: If the **ASSOCIATION** is dissolved for any reason, its assets shall be distributed as prescribed in the Bylaws and the laws of the Commonwealth of Virginia.