

ICEAA Board of Director's Meeting
1200 – 1400, Friday, December 18

Virtual Meeting & Conference Call

AGENDA
as of December 16, 2015

Time	Agenda Item	Leader
12:00 PM	Welcome and Quorum Count	Paul Marston
12:05 PM	IPM Report	Paul Marston, Megan Jones
12:15 PM	Treasurer Report Action: Approve 2016 Budget	Bob Hunt
12:45 PM	Governance Committee Report	Tim Anderson
1:00 PM	Chapter Development Committee Report	Bill Barfield
1:15 PM	2018 Workshop Location	Megan Jones
1:20 PM	2016 International Conference in Bristol	Jason Dechoretz, Paul Marston
1:30 PM	New Business	Paul Marston
	Plan Next Meeting & Adjourn	Paul Marston

2016 Budget Projection

With actual revenue from 2015 IPM Conference

	Income	Expense	Delta	
ICEAA Workshop	\$353,149	(\$219,992)	\$133,157	+ 5% vs. 2014 EAC: Atlanta similar venue to Denver
IPM Conference	\$30,000	\$0	\$30,000	Actual revenue share for 2015. Check will come in early 2016.
Certification Program	\$30,402	(\$826)	\$29,575	+ 5% vs. 2014 EAC: 2015 boosts from Canada unlikely to repeat
CEBoK Sales & Upgrades	\$23,868	\$0	\$23,868	+ 5% vs. 2014 EAC: Sales surge likely anomaly
Publications	\$13,004	(\$49,350)	(\$36,346)	+ 5% vs. 2015 EAC
Memb. Dues & Support	\$87,717	(\$2,786)	\$84,931	+ 5% vs. 2014 EAC: Surge from pre-increase dues sales
Advertising	\$5,000	\$0	\$5,000	+ 5% vs. 2015 EAC
Interest & Misc. Expenses	\$3,465	\$0	\$3,465	+ 5% vs. 2015 EAC
Chapter Support	\$0	\$10,000	\$10,000	Increasing budget to allow for more support activity
Staffing & Support	\$0	(\$201,457)	(\$201,457)	+ 5% vs. 2015 EAC
Office Operations	\$0	(\$94,590)	(\$94,590)	+ 5% vs. 2015 EAC
TOTAL	\$546,605	(\$559,001)	(\$12,397)	

Possible reduction areas:

Eliminate extra chapter support funds added for 2016 to allow for more robust chapter assistance	-\$4,000	2014 actual chapter support spending (dues rebates) approx. \$6,000
Suspend chapter dues rebates for 2016	-\$6,000	2014 actual chapter support spending (dues rebates) approx. \$6,000
Print one less ICEAA World issue (1 hard copy, 2 electronic per year)	-\$7,000	

Governance Review Committee

(Ad hoc)

Chairperson: Tim Anderson

Committee Members: Ray Covert and Meghan Kennedy

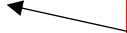
Charter:

To review the current ICEAA Constitution and Bylaws and make recommendations for changes.

Considerations:

1. Eliminate redundancy and conflict between documents
2. Eliminate clauses pertaining to “Interim Board”
3. Correct errors and inconsistencies
4. Reconsider the selection/nomination of Regional Directors
5. Consider strengthening voice of Chapter Presidents
6. Document role of Government Liaison Council
7. Re-evaluate Quorum Requirements

Focus of today's
recommendations



Constitution Recommendations

- Minor editorial changes
 - See attached document, Constitution_ICEAA_Update_20151027 prm.docx
- Delete Article VI Interim Board of Directors
 - No longer relevant
- Article XII (now XI) Records, Section B
 - Recommend changing wording to provide more flexibility to board
 - See attached document, Constitution_ICEAA_Update_20151027 prm.docx

Bylaws Recommendations

- Minor editorial changes
 - See attached document, Bylaws_ICEAA_Update_20151027 prm.docx
- Article I Membership, Section J
 - Apply new wording to be consistent with new dues structure



BYLAWS

ARTICLE I – MEMBERSHIP

Section A: All applications for membership shall be accompanied by remittance of annual dues, the appropriate application fee, and necessary evidence of qualification.

Section B: The membership categories shall consist of Full Members, Professional Affiliates, Corporate Partners, Fellows, and Student Members. Emeritus Members shall be included within the category of Full Members.

Section C: Members who fail to pay their dues within one hundred and twenty (120) days after of the date due are automatically transferred to inactive status and lose all rights and privileges of membership.

Section D: A Member whose membership has lapsed because of non-payment of dues may be restored to membership by paying in full annual dues for the year in which the Member requests reinstatement plus a reinstatement fee as may be established by the Board of Directors.

Section E: A Member in good standing may resign by submitting a resignation in writing to the Secretary.

Section F: A Member who has resigned in good standing maybe restored to membership by paying dues for the year in which the Member requests reinstatement.

Section G: A Fellow is an individual who has been approved by the Board of Director to represent himself or herself as a Fellow in a field of specialty. Admission to Fellow status shall be by approval of the Board of Directors upon verification of qualifications by the Secretary. The admission by itself shall not grant the individual any membership privileges. The requirements for Fellow are that:

1. the nominated individual must be sponsored by five (5) members in good standing, each of whom shall submit a letter to the Secretary emphasizing the achievements of the nominee in meeting the qualification of the sponsors.
2. the nominated individual shall have been a Member of the Association and its predecessor organizations for a minimum of five (5) years or made regular contributions to the Association (or a predecessor organization) over the course of fifteen (15) years. Election of a Fellow shall be in recognition of professional attainment and significant accomplishment in areas promoted by the Association.

Section H: Emeritus membership may be granted by the Board of Directors, upon verification by the Secretary, to Members who have retired from active business or have become incapacitated, provided that they shall have been Members in good standing for at least ten (10) years prior to the application for Emeritus membership. Membership in the Society of Cost Estimating & Analysis (SCEA) and/or the International Society of Parametric Analysts (ISPA) shall be included in determining the length of membership. Emeritus Members shall not be subject to dues or assessments and shall enjoy all the privileges of Full Members.

Section I: A Student Member shall be a student regularly enrolled as a full-time student in a college or university. A Student Member has no voting privileges, cannot nominate candidates for or hold elective office, and cannot petition for changes to the Constitution and Bylaws. A Student Member may retain that status until the end of the calendar year in which the Student Member ceases to be a regularly enrolled student.

Section J: Life Membership shall consist of two (2) categories: Granted Life Member or Paid-Up Life Member. Both categories may be referred to as Life Member. Granted Life Membership may be granted by the Board of Directors on its own initiative or upon petition by five (5) Members to the Secretary for an individual who has significantly contributed to the ASSOCIATION. Paid-up Life Membership may be granted to those individuals who have paid a fee which shall be designated by the Board of Directors from time to time, as appropriate. Members previously designated as Life Members in either the Society of Cost Estimating & Analysis (SCEA) or the International Society of Parametric Analysts (ISPA) shall be grandfathered to Life Members. All Life Members shall not be subject to dues or assessments and shall enjoy all the privileges of Full Members. New Life Memberships may be discontinued at the discretion of the Board of Directors.

Commented [TPA1]: Need to make sure this is consistent with the new dues structure.

Section K: Corporate Partnerships and Professional Affiliations may be granted by the Board of Directors on its own initiative or upon application to any corporation or organization which employs or uses the professional services of a number of current or potential **ASSOCIATION** Members, pursues and abides by the Purposes of the **ASSOCIATION**, will not use its relationship as a means of violating the constraints of the Association contained within Article 1 Section M, and agrees to abide by the negotiated memorandum of agreement (MOA) as may be determined by the Board of Directors from time to time, as appropriate. Neither employees of Corporate Members nor members of affiliated organization shall hold any **ASSOCIATION** office, vote in any **ASSOCIATION** election, or nominate any individuals for **ASSOCIATION** office, unless they are also a member of the **ASSOCIATION**. At the discretion of the Board of Directors and in a publicized manner, employees of Corporate Members and affiliates may join as Full Members at a discounted rate. Other privileges and benefits of the **ASSOCIATION** membership and participation may be provided from time to time as maybe approved by the Board of Directors (e.g., discounts on advertising).

Section L: A person shall not be a member of a Chapter unless he/she is a Member of the **ASSOCIATION**.

Section M: Members of the **ASSOCIATION** in any category shall support the Constitution and Bylaws of the **ASSOCIATION** and shall abide by the Standards and Ethics as may be approved by the Board of Directors. Any Member who violates the Constitution and Bylaws or the Standards and Ethics or is guilty of conduct prejudicial to the best interests of the **ASSOCIATION** or the cost estimating and analysis profession may be expelled by approval of two-thirds of all voting members of the Board of Directors. Charges against a Member shall be prepared in writing and filed with the Secretary. If the charges are deemed substantive by the Board of Directors, a hearing (with provisions made to participate at a minimum via electronic medium) shall be held by the Board upon reasonable advance notification to the Member, but in any case after thirty (30) days and before ninety (90) days after the receipt of the charges by the Board. The Member shall have the opportunity of presenting an answer to the charges at the hearing and to be represented and advised by counsel.

ARTICLE II--NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section A: Election of those Officers and Directors shall be by secure ballot by Members of the **ASSOCIATION**.

Section B: Prior to 15 August of the year before an election, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of the Past President, as chairperson, and four (4) or more members covering multiple regions. If the office of past president is vacant, another Member shall be appointed as chairman.

Section C: The Nominating Committee shall be responsible for:

1. selecting one or more nominees for each office,
2. obtaining the written consent of each nominee to serve and participate, if elected, and
3. securing biographical data for each nominee.

The entire slate of candidates, complete with biographical data, shall be sent by the Nominating Committee to the Secretary prior to 15 November.

Section D: No Later than 15 December, the Nominating Committee's slate of candidates, complete with biographical data, shall be made available to the membership along with information regarding nominations by petition.

Section E: Other nominations for elected office may be made by petition signed by at least twenty-five (25) Members. The petitioners shall be responsible for:

1. obtaining in writing the agreement of the nominee to serve if elected,
2. securing the biographical data of the nominee, and
3. submitting the petitions, the agreement, and the biographical data to the Secretary no later than 1 February.

Section F: The official ballot shall be open to each member via secure ballot process designed by the Board by 1 March. Each voter shall properly signify on the ballot the voter's choice for the various Officers and Directors, and submit their ballot. Ballots may be either electronic or paper, with voting concluding on 1 April. In the event of paper ballot voting, ballots date stamped after 1 April or received after 7 April will not be counted.

Section G: On or before 15 April, the Secretary shall deliver to two or more tellers appointed by the President all ballots properly received and unopened.

Section H: The tellers will count the ballots and report the results to the Board of Directors by 1 May. Those candidates receiving the greatest number of votes cast shall be elected. In case of a tie vote, the office shall be filled by vote of the Board from among those candidates tied for the office. The President shall see that the entire membership is advised of the election results.

Commented [PM2]: I think this okay. Need two people to "count" and unopened can be interpreted as "unchanged, unreviewed, or not messed with."

Commented [TPA3]: Is this necessary/relevant in today's environment of electronic ballots?

ARTICLE III – DEFINITION OF OFFICERS' AND DIRECTORS' DUTIES

Section A: The President is the chief executive of the **ASSOCIATION**. The President shall preside at all business meetings of the **ASSOCIATION** and the Board of Directors, and shall be responsible for administering the affairs of the **ASSOCIATION** in accordance with the policies and regulations established by the Board of Directors.

Section B: The Executive Vice President shall act for the President whenever the President is unable to perform his/her duties. The Executive Vice President in concert with the President shall establish priorities, provide guidance and report to the Board of Directors in the areas of Chapter development & reinstatement, membership communication, growth and status, publications, and annual honors & awards. To aid the Executive Vice President in the performance of these duties the President shall appoint, with approval by the Board of Directors, a Director of Chaptering, a Director of Membership, a Director of Publications, and a Director of Honor & Awards. These directors shall receive their guidance and report their progress through the Executive Vice President.

Commented [TPA4]: Do we need to define when this is temporary or permanent? Do we want to define a procedure regarding how "inability" is determined (e.g., voluntarily, or by determination of other board members)?

Commented [PM5]: I think we should leave this one alone. The more we try to define, the more complicated we'll make it.

Section C: The Vice President for Professional Development, in concert with the President, shall establish priorities, provide guidance and report to the Board of Directors in the areas of Certification, Training and Body of Knowledge. To aid the Vice President Professional Development in the performance of these duties the President shall appoint, with approval by the Board of Directors, a Director of Certification, a Director of Training and a Director of Body of Knowledge. These directors shall coordinate and report their progress through the Vice President Professional Development.

Section D: The immediate Past President shall chair the Nominating Committee and shall perform additional duties as assigned by the President.

Section E: The Secretary shall be the corporate secretary and legal officer of the **ASSOCIATION**, shall be responsible for membership services, maintaining a roll of Members, arranging for audits of the **ASSOCIATION's** accounts, keeping minutes of the meetings of the **ASSOCIATION** and the Board of Directors, and conducting all official correspondence of the **ASSOCIATION**.

Section F: The Treasurer shall have charge of the funds of the **ASSOCIATION** and shall receive and disburse same upon the authorization of the Board of Directors. The Treasurer shall report to the Board of Directors at each of their meetings and prepare a year-end annual report for the membership. In addition, the Treasurer with the support to the Executive Committee shall prepare and present a five (5) year financial plan to the Board of Directors during the meeting coinciding with the Annual Conference.

Commented [TPA6]: Should the treasurer share signature authority with the President, VP, Secretary, or be the sole signature authority on the accounts of the association? Who should be required to receive copies of the financial statements (e.g., bank statements and receipts) of the Association?

Section G: With the approval of the Board of Directors, the Secretary and Treasurer may delegate certain of their duties to the Executive Director (ED). The ~~role~~ roles and responsibilities of the ED shall be documented in a position description, approved by the Board of Directors. At a minimum the ED shall render to the Board an annual report regarding the Executive Director's duties and the operations of the International Business Office. This description will be made available to Board members, Committee chairs and others as necessary to ensure effective use of this valuable resource.

Commented [PM7]: I think we can leave this By-law unchanged. We have internal Policy & Procedure that dictates that we have two signatures on checks and multiple people on the accounts.

Section H: The Regional Directors shall have the responsibility for the regional affairs of the **ASSOCIATION** and shall provide necessary liaison between the Chapters of the Region and the Board of Directors. The Regional Directors shall be nominated by that Region's Chapter President(s) and then elected by the membership within the Region.

Section I: The two (2) Elected Directors of the **ASSOCIATION** shall be responsible for those duties which may be assigned to them by the President (with approval by the Board of Directors).

Section J: The two (2) ~~appointed~~ Outside Directors of the **ASSOCIATION** ~~shall be appointed by the President and approved by the Board of Directors from the ASSOCIATION membership. Outside directors shall be intended to represent geographical constituencies seen as under-represented and offer opportunities for growing the Association's ASSOCIATION's presence within those geographical constituencies.~~ Additionally, these ~~Outside~~ Directors shall be responsible for any other duties which may be assigned to them by the President (with approval by the Board of Directors). The Outside Directors ~~positions~~ shall be appointed by the President, with approval by the Board of Directors.

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Commented [PM8]: The intent is that an Outside Director represents a constituency like a large body of members from a company (Boeing, etc) to give voice to them at our BoD meetings. Think we should leave this as is.

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Section K: An Officer or Director who misses two (2) consecutive regular meetings of the Board of Directors or three (3) regular meetings of the Board of Directors over a two-year term of office may be removed from office by a majority vote of ~~Executive Committee~~ the Board of Directors.

ARTICLE IV – COMMITTEES

Section A: Committees shall be established by the Board of Directors, at its discretion, to fulfill and achieve the Purposes of the **ASSOCIATION** having such powers and charging orders as it designates.

Section B: Committee Chairpersons shall be appointed by the President, subject to the approval of the Board of Directors, for a term to run concurrently with the term of the President.

Section C: Committee Chairpersons who are not already members of the Board of Directors shall be ex- officio members of the Board of Directors, without vote, shall appoint committee members, as needed, to achieve the committee's purpose, and shall report to the Board of Directors upon request.

Section D: The President, with approval of the Board of Directors, may appoint Ad Hoc Committees for special assignments. Such committees may be discharged at the discretion of the President.

Section E: From time to time it may be necessary for an Executive Committee consisting of the President, Executive Vice President, Vice President of Professional Development, Secretary, Treasurer, and the Past President to confer as a group related to pressing Association issues, or with the addition of the Executive Director to provide direction and conduct business related to ongoing or special situations for the **ASSOCIATION**. The President may identify other participants in these Executive Committee meetings as needed on a case by case basis. Decisions implemented as a result of these meeting shall be binding, and the Board of Directors shall be notified as soon as practical, but not later than the next Board meeting.

Section F: The President, with the approval of the Board of Directors, may appoint chairs for standing committees, to be known as Special Interest Groups (SIGs). The SIGs will operate as self-sufficient advocates for functional specialty areas within the overall field of cost estimating & analysis. SIG committees will organize and manage professional activities for the advancement of the professional area of interest for which they are established.

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~~An A Memorandum of Understanding (MOU) between SIGs and the ASSOCIATION's Board of Directors to will be executed regarding agreements on logistical support, cost and revenue sharing, and requirements for financial and other reports from the SIG to the International Business Office. The MOU shall be signed by the SIG committee chair, Executive Director, and Board President, will specify agreements on logistical support, cost and revenue sharing, and requirements for financial and other reports from the SIG to the International Business Office.~~ SIG committees may be discharged with approval of the Board of Directors.

ARTICLE V – ADVISORY PANELS

Section A: The Board of Directors shall establish ~~Advisory Panels~~ panels which will serve as liaisons to the Board for the purpose of advising and informing the Board on the needs of specific constituents of the Association's membership.

Section B: The ~~Advisory panels~~ **Panels** shall be comprised of senior leaders from specific constituencies of members of the Association. Panel members shall serve for a term to run concurrently with the term of the President, will carry no voting rights, and are not required to be ICEAA members.

ARTICLE VI – CHAPTERS

Section A: Application for the establishment of a Chapter shall be made to the Secretary by a petition signed by at least ten (10) Members in good standing residing within the boundaries of the proposed Chapter.

Section B: The application for establishment shall include the proposed title of the Chapter, the Chapter's geographical boundaries, ~~the its~~ proposed Constitution and Bylaws, together with such other information as maybe required by the Board of Directors. The Constitution and Bylaws of the Chapter shall be in harmony with the Constitution and Bylaws of the **ASSOCIATION**.

Section C: ~~Applications~~ Petitions for establishing new Chapters shall be approved by the Secretary and shall be transmitted to the Board of Directors for action (acceptance, modification, or denial), ~~and the~~ The Secretary shall notify the petitioners of the Board's action.

Section D: At its discretion, the Board of Directors may redefine the boundaries of any Chapter. At a minimum, ~~an existing chapter's boundary~~ the boundaries of existing Chapters will be redefined in such that a way that it does not include the geographical area of newly formed chapter.

Section E: Chapter assets remain the property of the **ASSOCIATION**. The Chapter is responsible for and accountable to the Board of Directors for all its actions and must submit an annual report to the Board for presentation at the Annual Meeting. Any Chapter that does not submit an annual report to the Board is subject to having its charter suspended or revoked.

Section F: Chapters shall not commit the **ASSOCIATION**, nor publically comment on its behalf unless specifically authorized in writing by the Board of Directors.

Section G: Recognition of any Chapter maybe withdrawn by the Board of Directors if, in its opinion, the Chapter is not serving the best interests of the **Association**.

Section H: Chapter Presidents may attend meetings of the Board of Directors, and may participate as non-voting advisors, and do not count towards a quorum, unless they also serve the Association as a Regional Director.

ARTICLE VII – MEETINGS

Section A: Meetings of the **ASSOCIATION** shall be called by the President with the approval of the Executive Committee or may be called by a majority of all voting members of the Board of Directors.

Section B: Notices of the time and place of each meeting and general information shall be sent to all members at least sixty (60) days before the meeting, except in the case of an emergency.

Section C: At a minimum, an Annual Meeting of the **ASSOCIATION** shall be held between 1 April and 1 August of each year.

Section D: Questions, resolutions, announcements, and discussions by the membership from the floor will be entertained at all meetings of the **ASSOCIATION**.

Section E: The Board of Directors shall meet at least three (3) times per year on the call of the President or a majority of all voting members of the Board of Directors. The Secretary shall notify all members of the Board of Directors and committee chairs of the time and place of the meeting at least 30 days prior to the meeting.

Section F: Any notices required to be sent to Officers, Directors or Members may be sent through any means the Board deems reasonable to reach the members in a timely manner, including electronic methods.

Section G: At all meetings noted in this article, any procedural question requiring parliamentary ruling not provided for in the Constitution and Bylaws shall be decided in accordance with Robert's Rules of Order, Revised.

ARTICLE VIII – VOTES

Section A: In all voting conducted by ballot to the membership, each voter shall have one vote.

Section B: Votes provided in person, via mail and via electronic media will be considered equal.

Section C: A valid vote is defined as one received by either in hard copy (in person or mail) or electronic media.

Section D: In all meetings of the **ASSOCIATION**, Board of Directors, and all Committees of the **ASSOCIATION**, each member of said **ASSOCIATION**, Board, or Committee shall be entitled to one vote.

ARTICLE IX – FINANCIAL

Section A: The schedule of annual dues for Members of various categories shall be established by a two-thirds vote of the entire Board of Directors. The membership and general public shall be notified of approved changes ~~with~~-within 30 days of the decision and the changes in the annual dues schedule shall become effective at the beginning of the ensuing fiscal year.

Section B: Membership dues shall be collected by the International Business Office. Under no circumstances will an individual be allowed to be a member of a Chapter without at the same time being a Member in good standing of the **ASSOCIATION**.

Section C: Annual dues shall be payable in the anniversary month of membership. It shall be the duty of the International Business Office to notify each Member thirty (30) days in advance of his/her dues date.

Section D: As directed under Article III Section F, the International Business Office will support the Treasurer as required in the collection, dispersal and reporting of all sources of income for the **ASSOCIATION**.

Section E: In the event that the **ASSOCIATION** should be dissolved for any reason, its assets – physical and monetary – shall be disposed of as follows:

1. All just debts and claims shall be paid from cash on hand; said assets shall be sold off if cash is insufficient to pay off just debts and claims.
2. Any remaining assets, for which there are not just debts and claims, shall be sold and the funds derived there from shall be turned over, without any restrictions whatsoever, to colleges, universities, or other non-profit professional associations as may be agreed to by a majority vote of all voting members on the Board of Directors.

ARTICLE X – PROCEDURES FOR AMENDING THE CONSTITUTION AND BYLAWS

Section A: Proposed amendments to the Constitution shall be submitted to the Secretary by:

1. a petition signed by twenty-five (25) Members, or
2. a majority vote of all voting members of the Board of Directors.

A short statement of the purpose, goals, and expected benefits of each proposed amendment shall accompany submission to the Secretary. The Secretary shall then inform the membership of proposed amendment and make available a venue available to the members to provide comments for not less than

30 days.

Section B: The Secretary shall place the properly submitted proposed Constitutional amendment(s) on an official ballot and shall distribute said ballot to all Members. The short statement of the purpose, goals, and expected benefits of each proposed amendment submitted as specified in Section A above shall accompany each ballot but not be a part of said ballot.

Section C: Ballots shall be marked by the voters and returned to the Secretary by the date specified thereon, which date shall be no earlier than thirty (30) days from the date the ballots are distributed by the Secretary.

Section D: The President shall appoint two (2) or more tellers who shall count the ballots and report the results to the Board of Directors at the next meeting.

Section E: Amendments to the Constitution shall become effective at the close of the Board meeting following their adoption, or one-hundred and twenty (120) days from the date the ballots for the adopted amendment(s) are mailed, whichever comes first.

Section F: The Bylaws may be amended by an affirmative vote of a majority of all voting members of the Board of Directors, and such amendment(s) will become effective immediately.

Section G: The Board of Directors may number and renumber the various Articles and Sections of the Constitution and Bylaws to facilitate ready reference.



CONSTITUTION

ARTICLE I – NAME AND ORIGIN

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

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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 called the *Society of Cost Estimating and Analysis (SCEA)*. 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)*.

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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.

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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.

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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~~ Only full members have 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-VI~~ – OFFICERS AND DIRECTORS

Commented [TPA1]: Delete. No longer relevant.

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.

Commented [TPA2]: Listed under #3; also this position isn't elected.

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

Commented [TPA3]: "Constitution and/or Bylaws?"

ARTICLE VIII-VII- 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~~-VIII - 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 Committee~~ 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-IX~~ - 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-X~~ - 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-XI~~ - 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-funds~~ received and expended by the **ASSOCIATION**. These financial records shall be annually audited ~~in accordance with generally accepted accounting principles~~ by a ~~person (or persons) who is (are) qualified to perform this audit in accordance with generally accepted accounting principles~~ Member chosen in accordance with the Bylaws. The results of the audit shall be reported to the membership as soon as practicable.

Commented [PM4]: Probably need to think about this one. Currently forces us to get a professional audit. Your language would give us more flex. Let's discuss with Megan.

ARTICLE ~~XIII~~ XII – 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.

2018 Workshop Location

Renaissance Phoenix Downtown Hotel
50 East Adams Street, Phoenix, AZ 85004

- About 15 minutes from Phoenix Sky Harbor Airport
- Vibrant downtown location in walking distance to Arizona Diamondbacks stadium, shopping, dining.
- \$179 per night room rate, reasonable meetings fees
- Beautiful meeting and lobby spaces that will be undergoing a full renovation between now and 2018

