

GREATER DAYTON CHAPTER INTERNATIONAL COST ESTIMATING AND ANALYSIS ASSOCIATION (ICEAA)

BY LAWS

ARTICLE 1. NAME, BOUNDARY AND DEFINITION

Section 1. The name of this organization shall be the Greater Dayton Chapter of the International Cost Estimating and Analysis Association.

Section 2. The Regional boundaries of this Chapter shall consist of the following Counties in the State of Ohio: Clark, Greene, Miami, Montgomery, Preble, and Warren.

Section 3. The Chapter shall be non-political and non-partisan and shall not engage in collective bargaining.

Section 4. The estimating and analysis profession is herein concerned with estimating and its derivative functions: those concerned with the accumulation, reporting, and analysis of costs, those involved in the establishment of standards for labor hours and material costs; and those in work related to the below:

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|---------------------------|------------------------------|
| -Estimating | -Operations Research |
| -Cost Estimating | -Financial Analysis |
| -Price Estimating | -Systems Analysis |
| -Schedule Estimating | -Risk Analysis |
| -Pricing | -Business Administration |
| -Price Analysis | -Financial Management |
| -Cost Analysis | -Design-To-Cost |
| -Systems Cost Analysis | -Time and Motion Studies |
| -Life Cycle Cost Analysis | -Value Engineering |
| -Parametric Cost Analysis | -Economic Forecasting |
| -Cost Reporting | -Program Planning |
| -Cost Control | -Program Budgeting |
| -Budget Analysis | -Proposal/Program Management |

For purposes of clarity, the word estimating shall herein after include these and other related disciplines.

ARTICLE II. PURPOSE AND OBJECTIVES

Section 1. To unite those persons having as their common objective the desire to promote and advance the field of estimating for the public good.

Section 2. To inspire the maintenance of high standards within the profession and in the fulfillment of the management responsibilities entrusted to its members, and to promote its constant improvement.

Section 3. To cultivate an understanding of the estimating activity as an aid to effective management.

Section 4. To collect, develop, refine, and disseminate information pertaining to estimating, including preparatory techniques and procedures, which are compatible with the advancing state of technical and economic conditions, and which are responsive to current and foreseen requirements.

Section 5. To provide the opportunity for those responsible for the preparation and presentation of estimating to increase their skill and competence.

Section 6. To make available to affected organizations in education, government, and industry the estimating expertise as well as the technical and procedural information collected from the estimating profession and the research activities of ICEAA in the furtherance of public interest.

Section 7. To promote standardization of terminology in estimating and in the management associated with the art; and, in so far as practical, to develop standard methods for various disciplines of the profession.

Section 8. To provide opportunities for the expansion of ideas by means of speakers, discussions, workshops, seminars, personal contacts, and cooperation with other organizations having common or related goals; encourage attendance at conventions and other professional meetings; encourage the submission of articles, papers, and other research reports for inclusion in the publications of ICEAA; and encourage recognition ICEAA of those individuals considered by the Board of Directors to have made exceptional contributions to the advancement of the profession.

Section 9. To provide support to the International Offices.

Section 10. To put forth all efforts necessary for the expansion and advancement of the affairs and attainment of the purposes of the ICEAA.

ARTICLE III. MEMBERSHIP

Section 1. Membership is open to individuals from government, industry or academia who are engaged in, contribute to, or have an interest in any aspect of estimating.

Section 2. Each member has the right to one vote at chapter level and to hold any elective office and/or appointive position of the Chapter.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1. Exercise of Corporate Powers. Subject to the limitations of the Corporation Code of the State of Ohio, all corporate powers shall be exercised by, or under authority of, and the business and affairs of the Chapter shall be controlled by a Board of Directors. The elected officers of the Chapter and appointed Directorships shall constitute the Board of Directors. Elected Officers or appointed Directors shall be current International Cost Estimating and Analysis Association (ICEAA) local chapter members in good standing or, they shall submit a membership application and dues to the ICEAA Organization prior to installation.

Section 2. General Officers. The elected officers of the Chapter shall consist of a President, Vice-President/President Elect, Secretary, and Treasurer. Each officer shall serve in the dual capacity of officer and director of the Chapter and shall be elected as provided herein. No member shall hold more than one office at any one time. The duly elected President shall act as Chairperson of the Board of Directors.

Section 3. Directors. In addition to the General Officers, the President shall, as a minimum, appoint the following Directorships:

1. Director of Programs
2. Director of Membership
3. Director of Education
4. Director of Publicity
5. Director of Policy

Section 4. Board of Directors. The Board of Directors shall have general supervision of the affairs of the Chapter between its business meetings, fix the hour and place of meetings, make recommendations to the Chapter, and shall perform other duties as are specified in these By-Laws. The Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter. Meetings of the Board of Directors shall be open to all chapter members, who may participate in open discussions relative to business matters.

Section 5. Quorum. A quorum of the Board shall consist of at least five (5) members of the Board.

Section 6. Vacancies. If the Office of President becomes vacant, the Vice-President/President Elect shall become President. Vacancies occurring in the offices of Vice-President/President Elect, Secretary, or Treasurer shall be filled by vote of the Board for any unexpired portion of the term of office.

ARTICLE V. DUTIES OF THE BOARD OF DIRECTORS

Section 1. President. The President is the executive head of the Chapter and, when present, shall preside at all meeting of the Chapter and Board of Directors. The President shall sign with the Secretary or Treasurer or other designees, as provided by resolution of the Board, in the name of the Chapter, all contracts, certificates or documents affecting the business of the Chapter. The President shall be responsible for overall coordination of the activities of the Chapter, and shall consult with, and keep the Board of Directors fully informed concerning the business and activities of the Chapter. The President shall appoint the Director of Programs, Director of Membership, Director of Education, Director of Publicity, and Director of Policy.

Section 2. Vice-President/President Elect. The Vice-President/President Elect shall perform the duties of the President when required because of absence or disability, and in such event, shall be vested with all the powers of that office. The Vice-President/President Elect shall assume the office of President at the end of the current President's term. The Vice-President/President Elect shall be an ex-officio member of all committees and be responsible for the overall coordination of the activities of these committees.

Section 3. Treasurer. The Treasurer shall maintain adequate books of account to reflect all of the chapter's business transactions, and shall, on a quarterly basis, prepare a statement of assets, liabilities, receipts, and disbursements of the Chapter. The Treasurer shall receive, deposit, and disburse all monies of the Chapter maintained in an account of a federally insured financial institution. In absence of both the President and Vice-President/President Elect, the Treasurer shall perform the duties of the President.

Section 4. Secretary. The Secretary shall keep a record of the resolutions and minutes of the meetings of the Board of Directors and the Chapter. The Secretary shall handle all correspondence and records of the Chapter; and be custodian of the Chapter seal, laws, documents, and papers of the Chapter.

Section 5. Director of Programs. The Director of Programs shall have overall responsibility for arrangements and agenda of all Chapter meetings. The Director of Programs shall submit to the Board of Directors an annual program for the Chapter.

Section 6. Director of Membership. The Director of Membership shall have overall responsibility for securing new members, following-up on old members, promoting attendance at meetings, and keeping a register showing the names and addresses of all members of the Chapter.

Section 7. Director of Education. The Director of Education shall have the overall responsibility of working with the International organizations in conjunction with the International certification programs and organizing workshops and seminars for the Chapter.

Section 8. Director of Publicity. The Director of Publicity shall chair the Publicity Committee, which has the overall responsibility of notifying Chapter members of all Chapter activities and

publicizing these activities to the larger financial community. The Publicity Committee shall be comprised of representatives from each major command/center/organization/directorate; i.e. AFLCMC, AFMC, AFRL, AFIT / DAU, MSG, and A&AS Contractors. The Director shall be responsible for advertising ICEAA events in the Skywriter and other publications as deemed appropriate. Each Publicity Committee member is responsible for advertising ICEAA events within their respective commands/centers/organizations/directorates. This can be done through articles in newsletters, flyers, and/or electronic distribution.

Section 9. Director of Policy. The Director of Policy has the overall responsibility of advising the Board of Directors on policy matters relating to the Chapter and shall chair the annual Election.

ARTICLE VI. NOMINATION AND ELECTION OF OFFICERS

Section 1 The Election shall be managed/run by the Director of Policy. If the Director of Policy is unable to serve, the President, with prior approval of the Board of Directors, will appoint a Chapter member to chair this committee.

Section 2. It shall be the duty of this Director to solicit nominations in writing for each elective office from all of the membership by 1 April of each year, obtain the consent of each nominee to serve if elected, and secure biographical data of each nominee.

Section 3. The entire slate of candidates, together, with biographical data, shall be prepared in ballot form and emailed by 15 May to all Chapter members in good standing. Ballots will be returned to the Director of Policy prior to the scheduled June meeting.

Section 4. Votes will be tallied by the Director of Policy who will then announce results to the Board of Directors and the at-large Chapter membership.

ARTICLE VII. TENURE OF OFFICE

Section 1. The term of office shall begin on July 1, after installation of officers, and end on June 30 of each year.

Section 2. Any officer may resign his office by tendering to the Board of Directors, at any regular or special meeting, as a written resignation giving a thirty (30) day notice, if possible.

Section 3. Should a vacancy in the Board of Directors occur for any reason, such vacancy may be filled by a majority vote of the remaining Directors. Each Director so appointed shall hold office for the remaining term of the vacated office.

Section 4. Any Director may be removed from his/her office by a two-thirds (2/3) vote of the Board of Directors at any meeting thereof, provided such director shall have been granted an opportunity for a hearing before the Board.

ARTICLE VIII. MEETINGS

Section 1. Board of Directors. Regular or special meetings of the Board of Directors shall be held at the time and place which may be designated by resolution of the board, or as may be designated by the President. Written notice of Board meetings shall be given by email or delivered personally to each Director at least three (3) days before the meeting. A majority (5) of authorized Directors constitutes a quorum for the transaction of business.

Section 2. General. Meetings of the members shall be held at a time and place to be designated by the Director of Programs. Notice of the time and place of each meeting shall be given at least one week prior to the date of the meeting. Thirty percent (30%) of the total membership shall be required at any general meeting to constitute a quorum for the transaction of any business requiring the approval of the membership of the Chapter. Lacking a quorum, the President may call for a written ballot to be emailed to all members.

ARTICLE IX. LIABILITIES

Section 1. The Chapter assumes no responsibility for acts or omissions of any member.

Section 2. In event that the Chapter should be dissolved for any reason, its assets - physical, monetary, or otherwise - shall be disposed of as follows:

1. All just debts and claims shall be paid from cash on hand - this not being sufficient, said assets shall be sold to pay all debts and claims.
2. Any remaining assets for which there are not just debts or claims, shall be sold and the funds derived therefrom shall be turned over, without any restrictions whatsoever, to the International Cost Estimating and Analysis Association.

ARTICLE X. BUDGETS, EXPENDITURES, AND REVENUES

Section 1. Authorization. There shall be no expenditures made other than those budgeted items approved by the Board of Directors. Any variance must be submitted to the Board of Directors for approval prior to the expenditure. The President may approve expenditures up to one hundred dollars (\$100.00) per month prior to Board approval. However, the expenditures must have formal Board ratification at the next regular Board of Directors meeting.

Section 2. Funds. All funds collected for the Chapter shall be forwarded to the Treasurer within thirty (30) days and deposited intact into the Chapter Treasury by the Treasurer within seven (7) days of their receipt. The monies shall be accompanied by a report detailing the collection(s). No bills shall be paid by cash.

Section 3. Payment of Obligations. The Treasurer shall ensure proper documentation by invoices and memo of explanation. Checks will be signed by the Treasurer or, in his/her absence, by the President or Vice-President/President Elect.

Section 4. Budget Carry-Over. There shall be no budgeted funds carried over from one period to another. Monies not committed or spent during that budget period will revert to cash reserves for reallocation in accordance with the next period's approved budget.

Section 5. Annual Statement. At the end of each fiscal year the Treasurer shall prepare an annual statement for review by the outgoing and incoming Presidents. If an audit is requested by the Presidents or Treasurers, an Audit Company, consisting of two (2) members, neither of which is an Officer or Director, appointed by the Board of Directors shall perform a formal audit with a report to be submitted to the Board of Directors within sixty (60) days of the request.

ARTICLE XI. COMMITTEES

Section 1. The following standing committees are hereby established:

1. Publicity Committee

Section 2. Such other committees shall be appointed by the President as the Chapter or Board of Directors shall from time to time deem necessary to carry on the work of the Chapter.

Section 3. Membership on the above committees shall be for such period of time as is approved by the Board of Directors. No member shall serve on more than one standing committee at any one time, except the Vice-President/President Elect, who shall be an ex-officio member of all Committees.

ARTICLE XII. CHAPTER RECORDS

Section 1. The following records, as a minimum, shall be maintained on a permanent basis by the Chapter:

1. Chapter By-Laws
2. Chapter Board of Directors
3. Minutes of the Chapter Board of Director's meetings

Section 2. The Chapter's books of account shall be retained until audited and for the period required by applicable laws, statutes, and regulations.

Section 3. The incoming and outgoing Presidents and Treasurers shall review financial records together when an elected or appointed Treasurer completes the term of office.

ARTICLE XIII. RULES OF ORDER

Section 1. Meetings of the Chapter and Board of Directors will be conducted in accordance with Robert's Rules of Order, Revised.

Section 2. If necessary, the President shall appoint a Parliamentarian, who shall advise the Chapter and Board of Directors on proper application of Robert's Rules of Order. Decisions made by the Parliamentarian are final.

ARTICLE XIV. AMMENDMENTS TO BY-LAWS

Section 1. These By-Laws of the Chapter may be amended by vote of the membership.

Section 2. Proposals to amend these By-Laws may be made by the Board of Directors or by a petition signed by at least five (5) members who are in good standing with the Chapter, and must be submitted to the Board of Directors at least fourteen (14) days prior to the meeting at which they are to be presented for approval.

Section 3. The By-Laws Committee shall mail a copy of proposed amendment(s) to each member at least one (1) week before the meeting at which they are to be presented for a vote. As an alternative, the By-Laws Committee may email a copy of the proposed amendment(s) to each member with an email address and mail a copy of the proposed amendment(s) to members without an email address .

Section 4. At the meeting designated for action on proposed amendment(s), the members shall be allowed to vote on acceptance or rejection of the proposed amendments. Members who are unable to attend this meeting may also vote electronically (email) or by absentee ballot, provided the ballots are delivered to the Secretary by the night of the meeting.

Section 5. Any proposed amendment which receives the affirmative vote of a majority of the valid votes cast shall be declared adopted and shall become effective immediately.

