

CONSTITUTION
MID ATLANTIC CHAPTER OF THE
INTERNATIONAL COST ESTIMATING AND ANALYSIS ASSOCIATION

ARTICLE I: NAME

Section A. The name of this organization is:

THE MID ATLANTIC CHAPTER OF THE INTERNATIONAL COST ESTIMATING AND
ANALYSIS ASSOCIATION

and its abbreviated name is:

MID ATLANTIC CHAPTER, ICEAA

ARTICLE II: PRINCIPAL OFFICE

Section A. The Principal Office of this Chapter shall be at such place as may be determined by the Chapter Board of Directors provided that the Principal Office will always be located within the Boundaries of the Chapter.

Section B. The Boundaries of the Chapter shall be defined by the Board of Directors of the International Cost Estimating and Analysis Association and may be redefined by said Board from time to time in its exclusive discretion.

Section C. The Chapter Board of Directors may relocate the Principal Office as may be most expedient for the operation of the Chapter provided that the Chapter Secretary shall immediately notify the Secretary of the International Cost Estimating and Analysis Association of such relocation in writing.

ARTICLE III: FISCAL YEAR

Section A. The Fiscal Year of this Chapter shall be from 1 January through 31 December of each year.

ARTICLE IV: 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 proposes, in furtherance of the public interest.

ARTICLE V: CONSTRAINTS

Section A. No assets or funds of this Chapter shall inure to the benefit of, or be distributed to its members, officers, directors, or other private persons, except that the Chapter 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.

Section B No substantial part of the activities of this Chapter 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 Chapter may take a position on or make statements concerning professional standards, ethics, proficiency, research or other subjects directly related to its Purposes.

Section C. Notwithstanding any other provisions of this Constitution, this Chapter shall not conduct any activities not permitted:

1) to an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

2) to an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

Section D. This Chapter is a part of the International Cost Estimating and Analysis Association and shall operate and conduct all of its activities in accordance with the Constitution, By Laws, rules, regulations and direction of the International Cost Estimating and Analysis Association. The provisions of this Constitution shall, at all times, be in harmony with and controlled by the Constitution of the International Cost Estimating and Analysis Association.

Section E: Recognition of this Chapter may be withdrawn by the ICEAA Board of Directors if, in its sole opinion and discretion, the Chapter is not serving the best interests of the ICEAA.

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

ARTICLE VI: MEMBERSHIP

Section A. The membership categories shall consist of Members and Student Members.

Section B. A Member of this Chapter shall be an individual who is a Member in good standing of the International Cost Estimating and Analysis Association, whose principal address is located within the Boundaries.

Section C. A Student Member of this Chapter shall be an individual who is a Student Member in good standing of the International Cost Estimating and Analysis Association and has voluntarily expressed, by word or action, a desire to be a Student Member of this Chapter.

Section D. The qualifications for membership in any category shall be identical to the membership qualifications of the International Cost Estimating and Analysis Association.

Section E. A Member has the privilege of holding elective office, voting for Officers and Directors, petitioning for and voting on changes to the Constitution and By Laws, and nominating candidates for office.

Section F. A Student Member has no voting privileges, cannot nominate candidates for or hold elective office, and cannot petition for changes to the Constitution and By Laws.

ARTICLE VII: OFFICERS AND DIRECTORS

Section A. The Officers and Directors of this Chapter shall be a President, a Vice President, a Secretary, a Treasurer, and such number of Directors as the Board of Directors shall, from time to time, deem appropriate.

Section B. A person shall not concurrently hold more than one Chapter office or directorship.

Section C. The term of office for all Officers and Directors shall be 2 years beginning on 1 October.

Section D. The term of each officer will be limited to two (2) consecutive terms in the same office.

Section E. Each Officer and Director must be a Member in good standing of the International Cost Estimating and Analysis Association.

Section F. If the Office of President becomes vacant, the Vice President shall become President for the remainder of the vacated term.

Section G. If the Office of Vice President, Secretary, Treasurer, or Director becomes vacant, the vacant office shall be filled by appointment by the President, with the approval of a majority of the members of the Chapter Board of Directors, for the remainder of the term of the vacated office.

Section H. Nomination of all Officers and Directors shall be made as prescribed in the By Laws.

Section I. Election of Officers and Directors shall be by ballot as prescribed in the By Laws.

ARTICLE VIII: BOARD OF DIRECTORS

Section A. The governing body of the Chapter shall be a Board of Directors in which the government and management of the Chapter is vested, except as otherwise provided for in the Constitution and By Laws.

Section B. The Board of Directors shall consist of the Officers, Directors and the Immediate past President.

Section C. A quorum of the Board of Directors shall consist of 50% of the members of the Board.

Section D. The Board of Directors shall be empowered to employ individuals to perform such duties as the Board may direct within the powers vested in the Board by the Constitution and By Laws.

ARTICLE IX: COMMITTEES

Section A. Committees, composed of Chapter members in good standing, may be established by the Board of Directors, as prescribed in the By Laws.

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

ARTICLE X: RECORDS

Section A. A roll of members shall be accepted from the International Cost Estimating and Analysis Association and shall be maintained with such information as may be specified by the International Cost Estimating and Analysis Association. Any changes to the information contained on the membership roll received from any source other than the International Cost Estimating and Analysis Association shall be reported to said Association as soon as practicable.

Section B. A complete accounting shall be kept of all monies received and expended by the Chapter. These financial records shall be annually compiled into financial statements on the form or in the format proscribed by ICEAA. These financial statements shall be reported to the membership and to the International Cost Estimating and Analysis Association as soon as practicable, no later than 1 March of the succeeding year.

ARTICLE XI: AMENDMENTS AND DISSOLUTION

Section A. The Constitution and By Laws may be amended by letter ballot following the procedures as prescribed in the By Laws, including the requirement for approval by the ICEAA President.

Section B. An affirmative vote of two-thirds of the valid votes cast shall be required for adoption of an amendment to the Constitution.

Section C. An affirmative vote of a majority of the valid votes cast shall be required for adoption of an amendment to the By Laws.

Section D. Changes to chapter constitutions or bylaws as promulgated by the International Cost Estimating and Analysis Association shall be immediately adopted and effective as changes to this Constitution or the Chapter's By Laws.

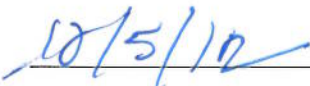
Section E. If the Chapter is dissolved or becomes inactive for any reason as determined by the ICEAA in its exclusive discretion, its assets shall be distributed as prescribed in the By Laws.

CERTIFICATE OF ACCEPTANCE AND IMPLEMENTATION

I, Jeffrey E Sueck, President (pro tem) of the Mid Atlantic Chapter of the International Cost Estimating and Analysis Association, do hereby affirm that this Constitution was accepted and approved by a majority of the members of the Board of Directors (pro tem) of said Chapter and that this Constitution has been implemented and is now the sole Constitution of said Chapter.



Jeffrey E Sueck, CPE



(date)

BY LAWS
Mid Atlantic CHAPTER
INTERNATIONAL COST ESTIMATING AND ANALYSIS ASSOCIATION

ARTICLE I: MEMBERSHIP

Section A. A person shall not be a member of this Chapter unless he or she is a member in good standing of the International Cost Estimating and Analysis Association.

Section B. The membership of this Chapter shall consist of those members of the International Cost Estimating and Analysis Association whose principal address is within the Boundaries of this Chapter except that any such member shall have the option to decline membership in this Chapter by notifying the International Cost Estimating and Analysis Association of his or her declination.

ARTICLE II: NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section A. Election of Officers and Directors shall be by sealed letter ballot or electronic ballot, or such other method as may be allowed by law according to the sole determination of the Board of Directors, by Members of the Chapter during the month of September of each election year. The initial determination of Officers will occur in conjunction with the establishment of the Chapter and need not conform to this Section's September requirement.

Section B. Prior to 1 July of the year before an election, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of a chairperson and 2 or more members who shall be members of the Chapter.

Section C. The Nominating Committee shall be responsible for:

- 1) selecting one or more nominees for each office,
- 2) obtaining the consent of each nominee to serve 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 1 August.

Section D. No later than 1 September, the Nominating Committee's slate of candidates, complete with biographical data, shall be mailed or electronically transmitted to the membership along with information regarding nomination by petition.

Section E. Other nominations for elected office may be made by petition signed by at least 5 Members. The petitioners shall be responsible for:

- 1) obtaining the agreement of the proposed nominee to serve if elected,
- 2) securing the biographical data of the nominee,
- 3) submitting the petitions, the agreement and the biographical data to the Secretary no later than 10 September.

Section F. The official ballot shall be mailed or electronically transmitted to each Member by 15 September. Each voter shall properly signify on the ballot the voter's choice for the various officers and directors and transmit it to the Secretary, or as directed in the case of electronic ballot. So long as ballots from at least five percent (5%) of the eligible voting Members are received, ballots received after 29 September will not be counted.

Section G. The President shall appoint two or more tellers who shall count the ballots or review the electronic tallies and report the results to the Board by 5 October. Those candidates receiving the greatest number of votes cast shall be elected. In case of a tie vote, the office shall be filled by the Board from among those tied for the office. The President shall see that the entire membership is advised of the results. The Secretary shall advise the International Cost Estimating and Analysis Association of the results.

ARTICLE III: DUTIES OF OFFICERS AND DIRECTORS

Section A. The President is chief executive officer of the Chapter. The President shall preside at all business meetings of the Chapter and the Chapter Board of Directors, and shall be responsible for administering the affairs of the Chapter in accordance with the policies and regulations established by the International Cost Estimating and Analysis Association and the Chapter Board of Directors.

Section B. The Vice President shall act for the President whenever the President is unable to perform his or her duties.

Section C. The Secretary shall be the corporate secretary and legal officer of the Chapter, shall be responsible for membership services, arranging for audits or reviews of the Chapter's accounts, keeping minutes of the meetings of the Chapter and the Chapter Board of Directors, and conducting all official correspondence of the Chapter.

Section D. The Treasurer shall have charge of the funds of the Chapter and shall receive and disburse same upon the authorization of the Board of Directors. The Treasurer shall report annually or more often if requested.

Section E. Directors shall be responsible for those duties which may be assigned to them by the President or 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 Chapter.

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

Section C. Committee Chairpersons shall appoint committee members as needed to achieve the committee's purposes, shall report to the Board of Directors upon request, and may serve any number of successive terms to which they are appointed.

Section D. Committees of the Chapter shall devise and adopt their own rules of procedure, subject to the approval of the Board of Directors.

Section E. The President may appoint Ad Hoc Committees for special assignments. Such committees may be discharged at the discretion of the President.

ARTICLE V: MEETINGS

Section A. Meetings of the Chapter shall be called by the President or by a majority of the 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 15 days before the meeting, except in case of emergency.

Section C. A Meeting of the Chapter for the purposes of discussing and conducting Chapter business shall be held at least once each year.

Section D. Questions, resolutions, announcements, and discussion by the membership from the floor will be entertained at all regular meetings of the Chapter.

Section E. The Board of Directors shall meet at least three times a year on the call of the President or a majority of the members of the Board of Directors. The Secretary shall notify all members of the Board of Directors of the time and place of the meeting at least 15 days prior to the meeting.

Section F. At all meetings noted in this Article, any procedural question requiring parliamentary ruling not provided for in the Constitution and By Laws shall be decided in accordance with Roberts' Rules of Order, Revised.

ARTICLE VI: VOTES

Section A. All voting conducted by this Chapter, its Board of Directors, and all Committees shall be non-cumulative; each member of said Chapter, Board or Committee shall be entitled to one vote.

ARTICLE VII: PROCEDURES FOR AMENDING THE CONSTITUTION AND BY LAWS AND DISSOLVING THE CHAPTER

Section A. Proposed amendments to the Constitution and By Laws shall be submitted to the Secretary by:

- 1) a petition signed by 10 Chapter Members, or
- 2) a majority vote of the Board of Directors.

A short statement of the purpose, goals and expected benefits of each proposed amendment shall accompany the submission to the Secretary.

Section B. The Secretary shall submit the proposed change to the ICEAA President for approval, which may be withheld in the ICEAA President's absolute discretion. Upon approval, the Secretary shall place the properly submitted proposed amendment on an official ballot and shall mail or electronically submit 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 will not be a part of said ballot.

Section C. Ballots shall be marked by the voters and returned to the Secretary or completed electronically by the date specified thereon which date shall be no earlier than 30 days from the date the ballots are transmitted.

Section D. The President shall appoint two or more tellers who shall count the ballots or review the electronic tallies and report the results to the Board of Directors at the next Board meeting. Amendments to the Constitution shall be adopted upon a two-thirds supermajority of the valid votes cast. Amendments to these Bylaws shall be adopted upon majority of the valid votes cast.

Section E. Amendments to the Constitution and By Laws shall become effective at the close of the Board meeting following their adoption or 120 days from the date the ballots for the adopted amendments are transmitted, whichever comes first.

Section F. Changes to Chapter Bylaws promulgated by the International Cost Estimating and Analysis Association's Board of Directors that apply to all Chapters shall be adopted by the Chapter and become immediately effective.

Section G. The Board of Directors may number and renumber the various Articles and Sections of the By Laws to facilitate ready reference without a vote required.

Section H: Recognition of the Chapter may be withdrawn, and control of the Chapter and its assets taken over by ICEAA's Board of Directors if, in its sole opinion and discretion, the Chapter is not serving the best interests of the ICEAA.

Section I. In the event that this Chapter 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 if said cash is insufficient to pay all just debts and claims.

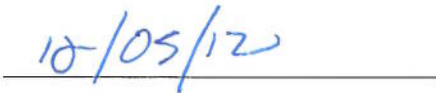
2) any remaining assets for which there are not just debts or claims, shall be sold and the funds derived therefrom shall be turned over, without any restrictions whatsoever, to the International Cost Estimating and Analysis Association.

CERTIFICATE OF ACCEPTANCE AND IMPLEMENTATION

I, Jeffrey E. Sueck, President (pro tem) of the Mid Atlantic Chapter of the International Cost Estimating and Analysis Association, do hereby affirm that these By Laws were accepted and approved by a majority of the members of the Board of Directors (pro tem) of said Chapter and that these By Laws have been implemented and are now the sole By Laws of said Chapter.



Jeffrey E Sueck, CPE



(date)