

**San Diego 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 San Diego Chapter of the International Cost Estimating and Analysis Association (ICEAA).

Section 2. The regional boundaries of this Chapter shall consist of the following counties in the state of California: San Diego

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

Section 4. The cost estimating and analysis profession is herein concerned with estimating and its derivative functions, to include 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 areas below.

- |                           |                              |
|---------------------------|------------------------------|
| -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 and efficient 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 SCEA 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 SCEA; and encourage recognition by SCEA 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 National Office.

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

### **ARTICLE III. MEMBERSHIP**

Section 1. Membership is open to individuals from government, industry or academia that 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 California, all corporate powers shall be exercised by, or under authority of a Board of Directors who shall control the business and affairs of the Chapter. 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 National Organization prior to installation.

Section 2. General Officers. The elected officers of the Chapter shall consist of a President, Vice-President, Secretary, Treasurer, and Program Chair. 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 may appoint the following Directorships:

1. Director of Membership
2. Director of Education
3. Director of Publicity
4. Director of Elections and 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 a majority of the Board of Directors excluding vacancies.

Section 6. Vacancies. If the Office of President becomes vacant, the Vice-President shall become President. Vacancies occurring in the offices of Vice-President, 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 Admissions and Membership, Director of Education, Director of Publicity, Director of Policy, and Committee Chairman.

Section 2. Vice-President. The Vice-President 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 shall also serve as the President-Elect and assume the office of President at the end of the current President's term. The Vice-President 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, 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. Program Chair. The Director of Programs shall chair the Program Committee, which has 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 chair the Membership Committee, which has overall responsibility of 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 chair the Education Committee, which has the overall responsibility of working with the National organizations in conjunction with the National 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 activities of the Chapter. This can be done through articles in the newsletter, event advertisements sent to the focal points for distribution, and articles sent via e-mail.

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

## **ARTICLE VI. NOMINATION AND ELECTION OF OFFICERS**

Section 1. The President, subject to the approval of the Board of Directors, shall appoint an Election Committee consisting of two or more members (preferably past Chapter Presidents) at least three (3) months prior to the election. The Chairperson of the Election Committee shall be the Director of Elections and Policy. If the Director of Elections and 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 committee to solicit nominations in writing for each elective office from all of the membership by 1 May of each year, obtain the consent of each nominee to serve if elected, and secure biographical data of each nominee. The cut-off for complete nominations is 15 May.

Section 3. The entire slate of candidates, together, with biographical data, shall be prepared in ballot form and sent by 15 May to all Chapter members in good standing. Absentee ballots will be returned to the Secretary prior to 1 June.

Section 4. Under New Business, the President will recognize the Election Committee Chairperson who will distribute ballots, present the nominees for office, and call for nominations from the floor or accept a motion to vote on the ballot as presented. The members of the Election Committee will tally votes, including absentee ballots. The Chairperson of the Election Committee will then announce results.

## **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 for a two year period. (See Constitution, Article VII, Section D)

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 mail or delivered personally to each Director at least three (3) days before the meeting. A majority of serving 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 Program Chair. 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 mailed to all members.

## **ARTICLE IX. LIABILITIES**

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

Section 2. In the 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 no just claims or debts shall be donated to an organization operated exclusively for scientific, educational, or charitable purposes.

## **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. Officers and Directors shall submit detailed, itemized budgets to the Board of Directors at their initial July meeting. Once approved, the Officers and Directors may expend their budget as long as they adhere to the approved items. 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 will be paid in cash.

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

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 Audit. An audit, consisting of two (2) members, neither of which is an Officer or Director, appointed by the Board of Directors shall perform an annual audit at the end of each fiscal year. A formal audit report will be submitted to the Board of Directors within sixty (60) days of the close of the fiscal year.

## **ARTICLE XI. COMMITTEES**

Section 1. The following standing committees are hereby established:

1. Programs Committee
2. Membership Committee
3. Education Committee
4. Publicity Committee

Section 2. The President of the Chapter shall appoint such other committees or Board of Directors who shall from time to time be deemed 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, who shall be an ex-officio member of all Committees.

## **ARTICLE XII. CHAPTER RECORDS**

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

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. 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.

### **CERTIFICATE OF ACCEPTANCE AND IMPLEMENTATION**

I, Lauren Ramirez, President of the San Diego 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 of said Chapter and that these By Laws have been implemented and are now the sole By Laws of said Chapter.

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