BY LAWS

THE CANADIAN CHAPTER OF THE 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.

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 returning officers 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 returning officers 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 casts. 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:

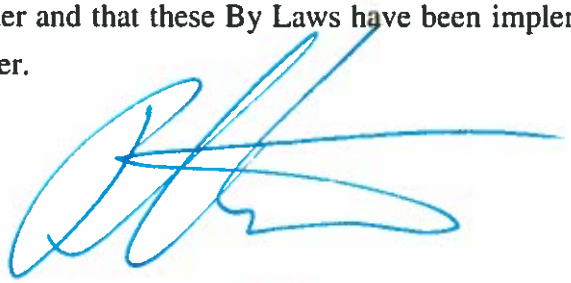
1) all just debts and claims shall be paid from cash on hand, said assets shall be sold if said cash is insufficient to pay all just debts and claims.

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, Peter Weltman, President (pro tem) of the CANADIAN 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.

(signature)



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Jan 22, 2015