



CONSTITUTION

ARTICLE I – NAME AND ORIGIN

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

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. On October 26, 2012, the Society of Cost Estimating & Analysis (SCEA) and the International Society of Parametric Analysts (ISPA) merged as a non-stock corporation in the Commonwealth of Virginia to form the International Cost Estimating and Analysis Association (ICEAA). ICEAA established an Interim Board of Directors to govern the Association and facilitate the election of ICEAA's first official Board of Directors that served from October 26, 2012 until the elected Board of Directors was installed on July 1, 2013.

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.

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.

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 proposes, 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 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 – OFFICERS AND DIRECTORS

Section A: The Officers and Directors of the **ASSOCIATION** shall consist of:

1. Elected Officers: President, Executive Vice President, Vice President of Professional Development, Secretary, Treasurer, two (2) At-Large Directors, and Region Directors for each region established by the Board of Directors. Elected Officers are all voting members of the Board.
2. The office of Immediate Past President will be filled by the most recent sitting elected President before the current President. The Immediate Past President is a voting member of the Board.
3. The Executive Director, who will be an ex-officio member of the board and not granted a vote.
4. Positions appointed by the President, to govern areas including but neither limited to nor requiring: Certification, Body of Knowledge, Training, Publications, Chaptering, Membership, Honors & Awards. Appointed positions will be referred to as Principal of [Area] and are not granted a vote.
5. Presidents of each Chapter and all Committee Chairpersons will be non-voting members of the Board unless they also hold a voting position on the Board.

All members of the Board, whether voting or non-voting, must be a Full Member of the **ASSOCIATION**. The Principal of Certification must hold a current certification from the **ASSOCIATION**.

Section B: A person shall not concurrently hold more than one **ASSOCIATION** voting office or directorship.

Section C: The Term of office for all elected Officers and Directors shall be two (2) years beginning on July 1.

Section D: 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 At-Large Directors fulfilling the role of Vice President and Secretary (as directed by the succeeding President with the remaining Board's concurrence).

Section E: 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 F: Elected Officers or may not serve more than two consecutive terms in the same position unless the first term was not a full term.

Section G: The Appointed positions must be reappointed and approved each new two-year term of office. Individuals may serve more than two consecutive terms in the same office or directorship.

Section H: Nominations for and elections of all Elected Officers shall be prescribed in the Bylaws.

Section I: The Board of Directors may amend the Bylaws to provide for additional Directors 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.

ARTICLE 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**, as outlined in Article VI.

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, virtual 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.

Section F: An Executive Committee may be granted authority of the full board to provide direction or address urgent issues. The makeup and responsibilities of the Executive Committee are provided in the Bylaws.

Section G: Notice of board meetings may be sent through any reasonable method, including by electronic means.

ARTICLE 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 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 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 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 by the Board of Directors and represented 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 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 received and expended by the **ASSOCIATION**. These financial records shall be annually audited by a person (or persons) who is (are) qualified to perform this audit in accordance with generally accepted accounting principles. The results of the audit shall be reported to the membership as soon as practicable.

ARTICLE 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.