

## BYLAWS

### ARTICLE I – MEMBERSHIP

Section A: All applications for membership shall be accompanied by remittance of annual dues, the appropriate application fee, and necessary evidence of qualification.

Section B: The membership categories shall consist of Full Members, Professional Affiliates, Corporate Partners, Fellows, and Student Members. Emeritus Members shall be included within the category of Full Members.

Section C: Members who fail to pay their dues within one hundred and twenty (120) days after the date due are automatically transferred to inactive status and lose all rights and privileges of membership.

Section D: A Member in good standing may resign by submitting a resignation in writing to the Secretary.

Section E: A Fellow is an individual who has been approved by the Board of Directors to represent himself or herself as a Fellow in a field of specialty. Admission to Fellow status shall be by approval of the Board of Directors upon verification of qualifications by the Secretary. The admission by itself shall not grant the individual any membership privileges. The requirements for Fellow are that:

1. The nominated individual must be sponsored by five (5) members in good standing, each of whom shall submit a letter to the Secretary documenting activity for the good of the cost community including but not limited to teaching, mentoring, research, or publications.
2. The nominated individual shall have been a member of the association and its predecessor organizations for a minimum of five (5) years or made regular contributions to the association (or a predecessor organization) over the course of fifteen (15) years.
3. Election of a Fellow shall be approved by a 2/3 vote of the Board of Directors in recognition of professional attainment and significant accomplishment in areas promoted by the association.
4. Fellow memberships may be renewed every five (5) years based on current fellow's request, documented continuing activity within the cost community and a 2/3 vote of the Board of Directors to approve renewal.

Section F: Emeritus membership may be granted in recognition of individuals who have significantly contributed to the association but have retired from active business or have become incapacitated.

1. Emeritus membership may be awarded by a 2/3 vote of the Board of Directors on its own initiative or upon petition by five (5) Members to the Secretary and then approved by a 2/3 vote of the Board of Directors.
2. Individuals under consideration for emeritus membership shall have been a Member of the association and its predecessor organizations for a minimum of fifteen (15) years or for five (5) years with documented proof of a disability.
3. Emeritus Members shall not be subject to dues or assessments and shall enjoy all the privileges of Full Members.

Section G: A Student Member shall be a student regularly enrolled as a full-time student in a college or university. A Student Member has no voting privileges, cannot nominate candidates for or hold elective office, and cannot petition for changes to the Constitution and Bylaws.

Section H: Life Membership may be granted by the Board of Directors on its own initiative or upon petition by five (5) Members to the Secretary for an individual who has significantly contributed to ICEAA. Members previously

designated as Life Members in either the Society of Cost Estimating & Analysis (SCEA) or the International Society of Parametric Analysts (ISPA) shall be grandfathered to Life Members. All Life Members shall not be subject to dues or assessments and shall enjoy all the privileges of Full Members.

Section I: Corporate Partnerships and Professional Affiliations may be granted by the Board of Directors on its own initiative or upon application to any corporation or organization which:

1. Employs or uses the professional services of a number of current or potential ICEAA Members.
2. Pursues and abides by the Purposes of the association.
3. Will not use its relationship as a means of violating the constraints of the Association contained within Bylaws Article 1 Section K.
4. Agrees to abide by the negotiated memorandum of agreement (MOA) as may be determined by the Board of Directors from time to time, as appropriate.
5. Neither employees of Corporate Members nor members of affiliated organization shall hold any ICEAA office, vote in any ICEAA election, or nominate any individuals for office, unless they are also a member of ICEAA.
6. At the discretion of the Board of Directors and in a publicized manner, employees of Corporate Members and affiliates may join as Full Members at a discounted rate. Other privileges and benefits of the ICEAA membership and participation may be provided from time to time as maybe approved by the Board of Directors (e.g., discounts on advertising).

Section J: A person shall not be a member of an ICEAA Chapter unless s/he is a Member of ICEAA.

Section K: ICEAA members in any category shall support the ICEAA Constitution and Bylaws and shall abide by the Standards and Ethics as may be approved by the Board of Directors.

1. Any Member who violates the Constitution and Bylaws or the Standards and Ethics, or is guilty of conduct prejudicial to ICEAA's best interests or the cost estimating and analysis profession may be expelled by approval of two-thirds of all voting members of the Board of Directors.
2. Charges against a Member shall be prepared in writing and filed with the Secretary. If the charges are deemed substantive by the Board of Directors, a hearing (with provisions made to participate at a minimum via electronic medium) shall be held by the Board upon reasonable advance notification to the Member, but in any case after thirty (30) days and before ninety (90) days after the receipt of the charges by the Board.
3. The Member shall have the opportunity of presenting an answer to the charges at the hearing and to be represented and advised by counsel.

## **ARTICLE II--NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

Section A: Election of Officers and Directors shall be by secure ballot by current ICEAA members.

Section B: Prior to 15 October of the year before an election, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee consisting of the Past President, as chairperson, and four (4) or more members representative of the overall membership. If the office of past president is vacant, another Member shall be appointed as chairman.

Section C: The Nominating Committee shall be responsible for:

1. selecting one or more nominees for each office,
2. obtaining the written consent of each nominee to serve and participate, 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 15 January.

Section D: No later than 1 February, the Nominating Committee's slate of candidates, complete with biographical data, shall be made available to the membership along with information regarding nominations by petition.

Section E: Other nominations for elected office may be made by petition signed by at least twenty-five (25) Members. The petitioners shall be responsible for:

1. obtaining in writing the agreement of the nominee to serve if elected,
2. securing the biographical data of the nominee, and
3. submitting the petitions, the agreement, and the biographical data to the Secretary no later than 1 March.

Section F: The official ballot shall be open to each member via secure ballot process designed by the Board by 15 March. Each voter shall properly signify on the ballot the voter's choice for the various Officers and Directors, and submit their ballot. Ballots may be either electronic or paper, with voting concluding on 15 April. In the event of paper ballot voting, ballots date stamped after 15 April or received after 25 April will not be counted.

Section G: In all voting conducted by ballot to the entire membership:

1. Each member in current standing shall have one vote.
2. Votes provided in person, via mail and via electronic media will be considered equal.
3. A valid vote is defined as one received by either in hard copy (in person or mail) or electronic media.

Section H: The ballots will be counted and the results reported to the Board of Directors by 1 May. Those candidates receiving the greatest number of votes cast shall be elected. In case of a tie vote, the office shall be filled by vote of the Board from among those candidates tied for the office. The President shall see that the entire membership is advised of the election results.

### **ARTICLE III – DEFINITION OF OFFICERS' AND DIRECTORS' DUTIES**

Section A: The President is the chief executive of ICEAA. The President shall preside at all ICEAA business meetings and the Board of Directors, and shall be responsible for administering the affairs of the association in accordance with the policies and regulations established by the Board of Directors.

Section B: The Executive Vice President shall act for the President whenever the President is unable to perform his/her duties. In concert with the President, the Executive Vice President shall establish priorities, provide guidance, and report to the Board of Directors in the areas of chapter development & reinstatement, membership communication, growth and status, publications, and annual honors and awards. To aid the Executive Vice President in the performance of these duties the President shall appoint, with approval by the Board of Directors, Principals to advise in the areas of Chaptering, Membership, Publications, Honors & Awards, or in other areas as necessary. These Principals shall receive their guidance and report their progress through the Executive Vice President.

Section C: The Vice President for Professional Development, in concert with the President, shall establish priorities, provide guidance, and report to the Board of Directors in the areas of Certification, Training and Body of Knowledge. To aid the Vice President for Professional Development in the performance of these duties, the President shall appoint, with approval by the Board of Directors, Principals to advise in the areas of Certification, Training, Body of Knowledge, or in other areas as necessary. These Principals shall coordinate and report their progress through the Vice President for Professional Development.

Section D: The immediate Past President shall chair the Nominating Committee and shall perform additional duties as assigned by the President.

Section E: The Secretary shall be the corporate secretary and legal officer for ICEAA, shall be responsible for membership services, maintaining a roll of Members, arranging for audits of the association's accounts, keeping minutes of ICEAA meetings and conducting all official ICEAA correspondence.

Section F: The Treasurer shall have charge of the funds of the association and shall receive and disburse same upon the authorization of the Board of Directors. The Treasurer shall report to the Board of Directors at each of their meetings and prepare a year-end annual report for the membership. The Treasurer shall, with the support of the Executive Committee, prepare and present a five (5) year financial plan to the Board of Directors during the meeting coinciding with the Annual Workshop.

Section G: With the approval of the Board of Directors, the Secretary and Treasurer may delegate certain of their duties to the Executive Director (ED). The roles and responsibilities of the ED shall be documented in a position description, approved by the Board of Directors. At a minimum, the ED shall render to the Board an annual report regarding the Executive Director's duties and the operations of the International Business Office. This description will be made available to Board members, Committee chairs and others as necessary to ensure effective use of this valuable resource.

Section H: The Regional Directors shall have the responsibility for ICEAA the regional affairs and shall provide necessary liaison between the Chapters of the Region and the Board of Directors. The Regional Directors shall be elected by the membership within the Region. Regional Directors shall foster networking and professional development within their regions. The Regional Directors may at their discretion appoint region representatives who are active members within their region to support them in the performance of their responsibilities during the course of their term in office.

Section I: The two (2) At-Large Directors of the association shall serve the interests of all members, including those not aligned with a chapter or region, as well as those duties which may be assigned to them by the President (with approval by the Board of Directors).

Section J: Any notices required to be sent to Officers, Directors or Members may be sent through any means the Board deems reasonable to reach the members in a timely manner, including electronic methods.

Section K: An Officer or Director who misses two (2) consecutive regular meetings of the Board of Directors or three (3) regular meetings of the Board of Directors over a two-year term of office may be removed from office by a majority vote of Executive Committee.

Section L: The Board of Directors shall meet at least three (3) times per year on the call of the President or a majority of all voting members of the Board of Directors.

1. The Secretary shall notify all members of the Board of Directors and committee chairs of the time and place of the meeting at least 30 days prior to the meeting.
2. A quorum of the Board of Directors is outlined in Article VII, Section C of the ICEAA Constitution as "when half of the voting members are present either physically or via continuous electronic medium."
3. When the quorum is dependent on voting members not physically present, roll may be taken prior to a vote to ensure the quorum remains intact.
4. Any vacant voting positions of the Board will count towards the total number of voting positions of which half must be present to establish a quorum.
5. Voting and non-voting members of the Board, committee chairs, and chapter presidents are invited and encouraged to attend all ICEAA Board of Directors Meetings.
6. Voting members of the Board of Directors may assign a proxy in the event they are unable to attend a meeting:
  - a) Proxies must be ICEAA members in good standing.
  - b) The Voting Member must name their proxy in writing to the ICEAA Business Office no later than 2 business days prior to a Board of Directors Meeting.
  - c) Proxies may be assigned to Voting or non-Voting members of the Board. Any ICEAA member may serve as proxy for a maximum of one Voting Member.

- d) The named proxy will participate on behalf of the Voting Member for the entirety of the meeting for which the proxy is assigned, including contributing to a quorum and casting all votes called during the meeting.
- 7. The Secretary shall make the time and place of the Board of Directors meeting publicly available to the membership at least 30 days prior to the meeting to allow members to present questions, resolutions, or announcements for the Board to discuss during the meeting.
- 8. Additional members may be invited to attend by any voting Board member by submitting a request in writing to the Secretary at least five days prior to the meeting that includes a short statement of the purpose of the invitation.
- 9. Any member in good standing may request to attend a Board meeting as an observer by submitting a request in writing to the Secretary at least five days prior to the meeting that includes a short statement of the purpose of the request.
  - a) These observing members may not raise motions, participate in discussion, or otherwise address the board unless recognized by the President.
  - b) Requests to observe will be reviewed and approved by a majority vote of the Executive Committee.

Section M: Meetings of the ICEAA Board of Directors are intended to be cooperative, congenial, and productive. Business will be conducted in the spirit of Parliamentary Procedure, with allowances for deviation when the intent or motivation of business is clear to all in attendance.

- a) If a participant finds any aspect of a board meeting unclear, it is the responsibility of the individual to ask questions necessary for clarification.
- b) Should conflict of intent arise, or a solution cannot otherwise be determined, the Board may consult *Roberts Rules of Order, Revised* for direction.

## **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 association having such powers and charging orders as it designates.

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

Section C: Committee Chairpersons who are not already members of the Board of Directors shall be ex- officio members of the Board of Directors, without vote, shall appoint committee members, as needed, to achieve the committee's purpose, and shall report to the Board of Directors upon request.

Section D: The President, with approval of the Board of Directors, may appoint Ad Hoc Committees for special assignments. Such committees may be discharged at the discretion of the President.

Section E: From time to time it may be necessary for an Executive Committee to confer as a group related to pressing Association issues, or to provide direction and conduct business related to ongoing or special situations for the association.

- 1. The Executive Committee consists of the President, Executive Vice President, Vice President of Professional Development, Secretary, Treasurer, and the Past President. The Executive Director may participate in these meetings without a vote. The President may identify other participants in these Executive Committee meetings as needed on a case by case basis.
- 2. Decisions implemented as a result of these meeting shall be binding, and the Board of Directors shall be notified as soon as practical, but not later than the next Board meeting.

Section F: In all meetings of ICEAA Committees, each member of said Committee shall be entitled to one vote.

Section G: The President, with the approval of the Board of Directors, may appoint chairs for standing committees, to be known as Special Interest Groups (SIGs). The SIGs will operate as self-sufficient advocates for functional specialty areas within the overall field of cost estimating & analysis. SIG committees will organize and manage professional activities for the advancement of the professional area of interest for which they are established.

A Memorandum of Understanding (MOU) between SIGs and the ICEAA Board of Directors will be executed regarding agreements on logistical support, cost and revenue sharing, and requirements for financial and other reports from the SIG to the International Business Office. The MOU shall be signed by the SIG committee chair, Executive Director, and Board President. SIG committees may be discharged with approval of the Board of Directors.

## **ARTICLE V – ADVISORY PANELS**

Section A: The Board of Directors shall establish Advisory Panels which will serve as liaisons to the Board for the purpose of advising and informing the Board on the needs of specific constituents of the ICEAA membership.

Section B: The Advisory Panels shall be comprised of senior leaders from specific constituencies of ICEAA members. Panel members shall serve for a term to run concurrently with the term of the President, will carry no voting rights, and are not required to be ICEAA members.

## **ARTICLE VI – CHAPTERS**

Section A: Application for the establishment of a Chapter shall be made to the Secretary by a petition signed by at least ten (10) Members in good standing residing within the boundaries of the proposed Chapter.

1. The application for establishment shall include the proposed title of the Chapter, the Chapter's geographical boundaries, its proposed Constitution and Bylaws, together with such other information as maybe required by the Board of Directors. The Constitution and Bylaws of the Chapter shall be in harmony with the ICEAA Constitution and Bylaws.
2. Petitions for establishing new Chapters shall be approved by the Secretary and shall be transmitted to the Board of Directors for action (acceptance, modification, or denial). The Secretary shall notify the petitioners of the Board's action.
3. At its discretion, the Board of Directors may redefine the boundaries of any Chapter. At a minimum, the boundaries of existing Chapters will be redefined in such a way that it does not include the geographical area of newly formed chapter

Section B: The Chapter is responsible for and accountable to the Board of Directors for all its actions.

1. Chapters must submit a financial report to the Board annually. Any Chapter that does not submit an annual report to the Board is subject to having its charter suspended or revoked.
2. Chapter assets remain the property of ICEAA.
3. Chapters shall not commit ICEAA to business relationships, nor publicly comment on the association's behalf unless specifically authorized in writing by the Board of Directors.

Section C: Recognition of any Chapter maybe withdrawn by the Board of Directors if, in its opinion, the Chapter is not serving the best interests of ICEAA.

Section D: In the event that a 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.

Section E: Chapter Presidents may attend meetings of the Board of Directors and may participate as non-voting advisors and do not count towards a quorum, unless they also serve on the board as a voting member.

## **ARTICLE VII – MEETINGS OF THE MEMBERSHIP**

Section A: ICEAA Membership meetings shall be called by the President with the approval of the Executive Committee or may be called by a majority of all voting 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 sixty (60) days before the meeting, except in the case of an emergency.

Section C: At a minimum, an Annual Meeting of ICEAA membership shall be held once per calendar year.

Section D: Questions, resolutions, announcements, and discussions by the membership from the floor will be entertained at all ICEAA membership meetings.

Section E: Any notices required to be sent to Officers, Directors or Members may be sent through any means the Board deems reasonable to reach the members in a timely manner, including electronic methods.

Section F: In all voting conducted by ballot to the entire membership: Each member in current standing shall have one vote.

1. Votes provided in person, via mail and via electronic media will be considered equal.
2. A valid vote is defined as one received by either in hard copy (in person or mail) or electronic media.

Section G: Meetings of the ICEAA Membership are intended to be cooperative, congenial, and productive. Business will be conducted in the spirit of Parliamentary Procedure, with allowances for deviation when the intent or motivation of business is clear to all in attendance.

- a) If a participant finds any aspect of an ICEAA membership meeting unclear, it is the responsibility of the individual to ask questions necessary for clarification.
- b) Should conflict of intent arise, or a solution cannot otherwise be determined, the President may consult *Roberts Rules of Order, Revised* for direction.

## **ARTICLE VII – FINANCIAL**

Section A: The schedule of annual dues for Members of various categories shall be established by a two-thirds vote of the entire Board of Directors. The membership and general public shall be provided at least 30 days' notice before the fee change takes effect. Any memberships purchased before the new rates take effect will be honored until expiration.

Section B: Membership dues shall be collected by the International Business Office. Under no circumstances will an individual be allowed to be a member of a Chapter without at the same time being an ICEAA Member in good standing.

Section C: Annual dues shall be payable in the anniversary month of membership. It shall be the duty of the International Business Office to notify each Member thirty (30) days in advance of his/her dues date.

Section D: As directed under Article III Section G, the International Business Office will support the Treasurer as required in the collection, dispersal and reporting of all sources of income for the association.

Section E: In the event that the association 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 off if cash is insufficient to pay off just debts and claims.
2. Any remaining assets, for which there are not just debts and claims, shall be sold and the funds derived there from shall be turned over, without any restrictions whatsoever, to colleges, universities, or other non-profit professional associations as may be agreed to by a majority vote of all voting members on the Board of Directors.

## **ARTICLE IX – PROCEDURES FOR AMENDING THE CONSTITUTION**

Section A: Proposed amendments to the Constitution shall be submitted to the Secretary by:

1. a petition signed by twenty-five (25) Members, or
2. a majority vote of all voting members of the Board of Directors.

A short statement of the purpose, goals, and expected benefits of each proposed amendment shall accompany submission to the Secretary. The Secretary shall then inform the membership of proposed amendment and make available a venue available to the members to provide comments for not less than 30 days.

Section B: The Secretary shall place the properly submitted proposed Constitutional amendment(s) on an official ballot and shall distribute 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 not be a part of said ballot.

Section C: Voting shall be open to each member via secure ballot process and returned to the Secretary by the date specified thereon, which date shall be no earlier than thirty (30) days from the date the ballots are distributed by the Secretary.

Section D: Ballots may be either electronic or paper. In the event of paper ballot voting, ballots date stamped more than seven calendar days after the close of voting will not be counted. The President shall appoint two (2) or more tellers who shall count the ballots and report the results to the Board of Directors at the next meeting.

Section E: Amendments to the Constitution shall become effective at the close of the Board meeting following their adoption, or one-hundred and twenty (120) days from the date the ballots for the adopted amendment(s) are distributed, whichever comes first.

Section F: Non-substantive edits to the Constitution, such as spelling or grammatical errors, document formatting, or re-numbering subsequent articles or sections as a result of amendments will not require a vote of the membership. The Secretary will notify the Board of Directors of any such edits and record those changes in the official ICEAA Board of Directors Minutes.



## **ARTICLE X – PROCEDURES FOR AMENDING THE BYLAWS**

Section A: The Bylaws may be amended by an affirmative vote of a majority of all voting members of the Board of Directors, and such amendment(s) will become effective immediately.

Section B: Non-substantive edits to the Bylaws, such as correcting spelling or grammatical errors, document formatting, or re-numbering subsequent articles or sections as a result of amendments will not require a vote of the membership. The Secretary will notify the Board of Directors of any such edits and record those changes in the official ICEAA Board of Directors Minutes.