



**Society of Cost
Estimating and Analysis**

BYLAWS

ARTICLE I – MEMBERSHIP

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

Section B: The membership categories shall consist of Members and Corporate Members. Fellows, Emeritus Members, and Student Members shall be included within the Category of 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 whose membership has lapsed because of non-payment of dues may be restored to membership by paying in full annual dues for the year in which the Member requests reinstatement plus a reinstatement fee as may be established by the Board of Directors.

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

Section F: A Member who has resigned in good standing may be restored to membership by paying dues for the year in which the Member requests reinstatement.

Section G: A Fellow is a Member who has been approved by the Board of Director to represent himself or herself as a Fellow in SCEA. Admission to Fellow shall be by approval of the Board of Directors upon verification of qualifications by the Secretary. The requirements for Fellow are that:

1. the nominated Member must be sponsored by five (5) members, each of whom shall submit a letter to the Secretary emphasizing the achievements of the nominee in meeting the qualification of the sponsors.
2. the nominated Member shall have practiced cost estimating and analysis for at least fifteen (15) years.
3. the nominated Member shall have been a Member of SCEA a minimum of five (5) years. Election of a Fellow shall be in recognition of professional attainment and significant accomplishment in cost estimating and analysis.

Section H: Emeritus membership may be granted by the Board of Directors, upon verification by the Secretary, to Members who have retired from active business or have become incapacitated, provided that they shall have been Members in good standing for at least ten (10) years prior to the application for Emeritus membership. Membership in the National Estimating Society (NES) and/or the Institute of Cost Analysis (ICA) shall be included in determining the length of membership. Emeritus Members shall not be subject to dues or assessments and shall enjoy all the privileges of Members.

Section I: 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. A Student Member may retain that status until the end of the calendar year in which the Student Member ceases to be a regularly enrolled student.

Section J: Life Membership shall consist of two (2) categories: Granted Life Member or Paid-Up Life Member. Both categories may be referred to as Life Member. Granted 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 SCEA. Paid-up Life Membership may be granted to those individuals who have paid a fee which shall be designated by the Board of Directors from time to time, as appropriate. Life Members shall not be subject to dues or assessments and shall enjoy all the privileges of Members.

Section K: Corporate Membership may be granted by the Board of Directors on its own initiative or upon application to any organization or corporation which employs or uses the professional services of a number of current or potential Society Members, pursues and abides by the Purposes of the Society, will not use its Corporate Membership as a means of violating the Constraints of the Society, and pays a Corporate Membership fee as may be determined by the Board of Directors from time to time, as appropriate. Corporate Members shall not hold any Society office, vote in any Society election, or nominate any individuals for Society office. Other privileges and benefits of the Society membership and participation may be provided from time to time as may be approved by the Board of Directors.

Section L: A person shall not be a member of a Chapter unless he/she is a Member of the Society.

Section M: Members of the Society in any category shall support the Constitution and Bylaws of the Society and shall abide by the Standards and Ethics as may be approved by the Board of Directors. Any Member who violates the Constitution and Bylaws or the Standards and Ethics or is guilty of conduct prejudicial to the best interests of the Society or the cost estimating and analysis profession may be expelled by approval of two-thirds of all voting members of the Board of Directors. 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 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. 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 those Officers and Directors who are elected shall be by sealed letter ballot by Members of the Society.

Section B: Prior to 15 August 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. 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 November.

Section D: No Later than 15 December, the Nominating Committee's slate of candidates, complete with biographical data, shall be mailed 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 February.

Section F: The official ballot shall be mailed to each Member by 1 March. Each voter shall properly signify on the ballot the voter's choice for the various Officers and Directors, and transmit it to the Secretary. Ballots postmarked after 1 April or received after 7 April will not be counted.

Section G: On or before 15 April, the Secretary shall deliver to two or more tellers appointed by the President all ballots properly received and unopened.

Section H: The tellers will count the ballots and report the results to the Board 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 – DUTIES OF OFFICERS AND DIRECTORS

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

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

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

Section D: The Regional Vice Presidents shall have the responsibility for the regional affairs of the Society and shall provide necessary liaison between the Chapters of the Region and the Board of Directors.

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

Section F: The Treasurer shall have charge of the funds of the Society 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.

Section G: With approval of the Board of Directors, the Secretary and Treasurer may delegate certain of their duties to the Executive Director.

Section H: The Directors of the Society shall be responsible for those duties which may be assigned to them by the President or the Board of Directors.

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

Section J: The Executive Director shall perform such duties as specified and authorized, and shall render to the Board an annual report regarding the Executive Director's duties and the operations of the National Office.

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 Society.

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.

ARTICLE V – 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 residing within the boundaries of the proposed Chapter.

Section B: The application for establishment shall include the proposed title of the Chapter, Chapter boundaries, the proposed Constitution and Bylaws, together with such other information as may be required by the Board of Directors. The Constitution and Bylaws of the Chapter shall be in harmony with the Constitution and Bylaws of the Society.

Section C: Applications approved by the Secretary shall be transmitted to the Board of Directors for action and the Secretary shall notify the petitioners of the Board's action.

Section D: At its discretion, the Board of Directors may redefine the boundaries of any Chapter.

Section E: The Chapter is accountable to the Board of Directors for all its actions and shall submit an annual report to the Board for presentation at the Annual Meeting. Any Chapter that does not submit an annual report to the Board is subject to having its charter revoked.

Section F: Chapters shall not commit the Society unless specifically authorized by the Board of Directors.

Section G: Recognition of any Chapter may be withdrawn by the Board of Directors if, in its opinion, the Chapter is not serving the best interests of the Society.

ARTICLE VI – MEETINGS

Section A: Meetings of the Society shall be called by the President with the approval of the Board of Directors 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: An Annual Meeting of the Society shall be held between 1 April and 1 August of each year.

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

Section E: The Board of Directors shall meet at least three (3) times per year on the call of the President or any four (4) 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 30 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 Bylaws shall be decided in accordance with Robert's Rules of Order, Revised.

ARTICLE VII – VOTES

Section A: In all voting conducted by letter ballot to the membership, each voter shall have one vote.

Section B: In all meetings of the Society, Board of Directors, and all Committees of the Society, each member of said Society, Board, or Committee shall be entitled to one vote.

Section C: At meetings of the Board of Directors, proxy votes will be allowed only for Chapter Presidents. The person voting on behalf of the Chapter President must be a member of that Chapter and must be present at the Board meeting in order to vote. Officers and Directors cannot be given proxies by Chapter Presidents. Proxies do not count in the calculation of a quorum of the Board.

ARTICLE VIII – 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. Changes in the annual dues schedule shall become effective at the beginning of the ensuing fiscal year.

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

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

Section D: In the event that the Society 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 of 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 – EMBLEM AND SEAL

Section A: The official emblem of the Society shall be shape and design as illustrated. The official colors of the Emblem shall be Red Cross Red and Black.

Section B: The official Seal of the Society shall be of the same shape and design as the Emblem but shall carry the additional words “Established 1990”.

ARTICLE X – PROCEDURES FOR AMENDING THE CONSTITUTION AND BYLAWS

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.

Section B: The Secretary shall place the properly submitted proposed Constitutional amendment(s) on an official ballot and shall mail 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: Ballots shall be marked by the voters and returned to the Secretary by the date specified thereon, which date shall be no earlier than forty-five (45) days from the date the ballots are mailed by the Secretary.

Section D: 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 mailed, whichever comes first.

Section F: 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 G: The Board of Directors may number and renumber the various Articles and Sections of the Constitution and Bylaws to facilitate ready reference.