

**PROVISIONAL BY LAWS OF THE
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE**

(Adopted 05/04/04, Revised 05/28/04)

Article I - Name, Affiliation, Purpose, Plan

Section 1 NAME. The name of this organization shall be the Center for Job Order Contracting Excellence, hereinafter referred to as CJE.

Section 2 AFFILIATION CJE is an affiliate of The Alliance for Construction Excellence at Arizona State University, hereinafter referred to as ACE

Section 3. DEFINITION OF JOC. Job Order Contracting , hereinafter referred to as JOC, is a long term, indefinite-delivery, indefinite quantity, contract for construction services delivered on an on-call basis through firm fixed price delivery orders based on pre-established unit prices.

Section 4. PURPOSE. The purpose of CJE shall be to provide leadership, advice, and counsel on matters related to JOC throughout the United States and abroad and to be a recognized spokesperson for JOC and the industry. In this context, CJE shall:

- a. Expand the JOC market through the education of potential users and practitioners to the benefits and practices of JOC;
- b. Encourage the use of qualifications/performance based competition for the selection of JOC contractors and consultants;
- c. Continuously improve the industry through research, performance feedback, education and training; and
- d. Expand Membership by enhancing Member benefits.

Section 5. STRATEGIC PLAN. CJE shall have a Strategic Plan that guides the energies of its Members and leaders and the allocation of CJE's financial resources. The Executive Committee will update/maintain the Strategic Plan. (See Article VII).

Article II -- Membership

Section 1. QUALIFICATIONS FOR MEMBERSHIP. Membership in ACE shall be a condition of Membership in CJE. In addition, Members shall qualify in the following ways:

- a. **PROVIDER MEMBER.** Provider Members are firms, associations, individuals and others who provide or are interested in providing JOC services.
- b. **USER MEMBER.** User Members are those who use JOC or are interested in using JOC services.
- c. **INDIVIDUAL MEMBER.** Individual Members are those who have or may have an interest in CJE or have a connection with JOC services.

Section 2. ANNUAL DUES. Annual dues of CJE shall be established by the CJE Board of Directors, subject to the approval of the majority of voting Members at a regular CJE business meeting. Dues include Membership in ACE.

- a. Provider Member Annual Dues of \$1,750 per Membership.

Entitlements:

1. One vote on all CJE ballots.
2. One official CJE representative per Provider Membership.
3. Eligible to serve as an elected/appointed officer or director of CJE.
4. Unlimited participation in CJE activates for up to two representatives per Membership. Additional participation by additional representatives will be paid on a "per-use" rate as may be determined and/or levied by CJE to cover basic expenses of additional participates.

- b. User Member Annual Dues of \$575 per Membership.

Entitlements:

1. One vote on all CJE ballots
2. One official CJE representative per User Membership.
3. Eligible to serve as an elected/appointed officer or director of CJE.
4. Unlimited participation in CJE activates for one representative per Membership. Additional participation by additional representatives will be paid on a "per-use" rate as may be determined and/or levied by CJE to cover basic expenses of additional participates.

- c. Individual Member Annual Dues of \$275 per Membership.

Entitlements:

1. No voting rights unless authorized by CJE on special ballots.
2. One official CJE representative per Membership.
3. Ineligible to serve as an elected/appointed officer or director of CJE.
4. Unlimited participation in CJE activates for one representative per Membership.

Section 3. ASSESSMENTS. The CJE Board may, from time to time, recommend that an assessment be levied upon Members of CJE. A recommendation for such an assessment, together with a statement of the purpose of such an assessment, shall be distributed to all Members at least 30 days prior to the next CJE Annual Business Meeting, at which time such a recommendation shall be considered to be adopted if approved by three-fourths of those Members eligible to vote attending the Annual Business Meeting subsequent to the distribution of the recommendation.

Section 4. NON-PAYMENT OF DUES. Members shall become inactive by non-payment of dues.

Article III -- The Board of Directors

Section 1. COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors of CJE, hereinafter referred to as the CJE Board, shall consist of the Industry Chair, Industry Chair-elect, immediate Past-Industry Chair, ASU Representative and three Members at Large; all Board Members shall be voting Members of CJE.

Section 2. FUNCTIONS OF THE CJE BOARD. The CJE Board shall serve the following functions:

- a. Make all necessary policy decisions on behalf of CJE during the interim between Annual Business Meetings of CJE.

- b. Formulate general policies concerning the objectives and purposes of CJE and recommend such action as seems necessary to implement these policies to the voting Members of CJE for adoption.
- c. Consider all proposed amendments to these Provisional By laws.
- d. Provide oversight to the CJE Strategic Plan

Section 3. MEETINGS OF THE CJE BOARD.

- a. The CJE Board shall meet, in person, at least twice each year and at the conclusion of the meeting, duties will be delegated to the Executive Committee, in accordance with these Provisional By laws.
- b. At least one-half of the members of the CJE Board shall constitute a quorum throughout any meeting of the CJE Board at which official business is transacted.
- c. On-call meetings, via email or teleconference, may be scheduled by the Industry Chair.

Section 4. TENURE.

- a. The Industry Chair-Elect shall be elected for a one-year term, and shall then succeed to the Industry Chair for a one-year term, and then to the Past-Industry Chair for a one-year term.
- b. One Member at Large shall be elected each year to serve for a three-year term.
- c. In the event of a vacancy in any office but that of Industry Chair or Industry Chair-Elect, the CJE Board shall, by majority vote, elect a successor to serve until the next annual Business Meeting. If a vacancy occurs in the office of Industry Chair, the Industry Chair-elect shall complete the unexpired term and shall then serve a full term in his or her own right. If a vacancy occurs in the office of Industry Chair-elect, the Past-Industry Chair shall perform the duties of the Industry Chair-elect until the next Annual Business Meeting.
- d. Board Members may be re-elected, except that any person who has been elected to the office of Industry Chair-elect may not again be a candidate for that office within four years of his or her previous candidacy.
- e. The term of Board Members shall be from January 1 until December 31.

Section 5. INDUSTRY CHAIR. The duties of the Industry Chair shall be:

- a. To exert leadership in the achievement of the purposes of CJE.
- b. To preside at Business Meetings of CJE and of the CJE Board.
- c. To appoint chairpersons of temporary committees of CJE, which are established under the office of Industry Chair, except as otherwise specified in these Provisional By laws.
- d. To serve as ex officio on all committees of CJE.
- e. To submit such reports and other information as may be requested or required by ACE.
- f. To perform such other duties as directed by the Executive Committee.

Section 6. INDUSTRY CHAIR-ELECT. The duties of the Industry Chair-elect shall be:

- a. To perform the duties of the Industry Chair in the event of the resignation, absence, incapacity, or death of the Industry Chair.
- b. To serve as a Member of the CJE Board.
- c. To serve as co-chair of the Membership Committee.
- d. To perform such other duties as directed by the Executive Committee.

Section 7. PAST INDUSTRY CHAIR. The duties of the immediate Past Industry Chair shall be:

- a. To serve as a Member of the CJE Board.
- b. To serve as Chairperson of the CJE Committee on Nominations and Elections.
- c. To perform the duties of the Industry Chair-elect in the event of the resignation, absence, incapacity, or death of the Industry Chair-elect
- d. To perform such other duties as directed by the Executive Committee.

Section 8. ASU REPRESENTATIVE. The duties of the ASU Representative shall be:

- a. To serve as a Member of the CJE Board.
- b. To keep records of the proceedings of the meetings of CJE and the CJE Board.
- c. To notify ACE of amendments to these Provisional By laws adopted by the Membership.
- d. To solicit such written reports of standing and temporary committees for the CJE Board and the CJE Annual Business Meeting as called for in Article IX.
- e. To review and approve requests for disbursement which have been authorized by the CJE Board.
- f. To present reports of the financial status of CJE to the CJE Board and the CJE Membership at each meeting of these bodies.
- g. To present a proposed budget to the CJE Board.
- h. To perform such other duties as directed by the Executive Committee.

Section 9. MEMBERS-AT-LARGE. The duties of the three Members-at-Large shall be:

- a. To serve as Members of the CJE Board.
- b. To participate at the request of the Industry Chair in CJE activities related to the functions of the CJE Board, which are extrinsic to the duties of other officers of CJE.
- c. To perform such other duties as directed by the Executive Committee.

Article IV -- Officers

Section 1. OFFICERS. The officers of CJE shall be composed of the Industry Chair, Industry Chair-elect, immediate Past Industry Chair and ASU Representative. They shall also be referred to as the Executive Committee. (See Article VI, Section 1.a).

Article V -- Fiscal Year and Dues

Section 1. FISCAL YEAR. The fiscal year of CJE shall be from January 1 to December 31 of each calendar year.

Article VI -- Committees

Section 1. COMMITTEES OF CJE. There shall be Standing Committees and Temporary Committees to further the work of CJE.

- a. **Standing Committees**
 1. **EXECUTIVE.** There shall be an Executive Committee of the CJE Board, composed of the Industry Chair, Industry Chair-elect, immediate Past Industry Chair, ASU Representative, which shall perform the functions of the CJE Board between meetings of the Board.
 2. **NOMINATIONS AND ELECTIONS.** There shall be a Standing Committee on Nominations and Elections, the composition of which shall consist of the three most recent Past Industry Chairs available to serve.
 3. **OTHER STANDING COMMITTEES.** There shall be such other Standing Committees as may, from time to time, be established by the CJE Board to deal with matters of a continuous or recurring character related to the accomplishment of the general purposes of CJE.
 4. **NUMBER OF MEMBERS.** Unless specified in these Provisional By laws, each Standing Committee shall be composed of at least three voting Members of CJE, including the chairperson.
 5. **TENURE.** Member of the Standing Committees, except the Executive Committee, will normally serve the three-year terms on a rotating basis and they may be reappointed. Members of the Executive Committee will serve for their respective terms of office.
 6. **DISCONTINUANCE.** Standing Committees, except the Executive Committee and Committee on Nominations and Elections, may be discontinued by the CJE Board.
- b. **Temporary Committees.** The CJE Board or the Industry Chair may establish Temporary Committees to deal with matters of an immediate or non-recurring character related to specific purposes of CJE.
 1. **NUMBER OF MEMBERS.** The number of Members of each Temporary Committee shall be determined at the time the committee is established, by the Board or Industry Chair establishing the Temporary Committee.
 2. **TENURE.** The term of service for Members of each Temporary Committee shall expire with the term of the Industry Chair, but may be renewed.
 3. **DISCONTINUANCE.** Temporary committees shall be discontinued at the time which shall be specified when each committee is established, unless action to the contrary shall have been taken by the CJE Board prior to such termination date.

Section 2. DESIGNATION OF COMMITTEES. Except as otherwise provided in these Provisional By laws, all other committees shall be designated as Standing Committees or Temporary Committees at the time they are established, such designation to be determined by the CJE Board on the basis of the criteria set forth in Section 1, a(3-6), and Section 1, b. of this Article.

Section 3. METHOD OF APPOINTMENT. Except as otherwise provided in these Provisional By laws, the chairperson of each committee shall be designated by the Industry Chair, unless a specific chairperson designation is made by the CJE Board. The appointment of other committee members shall be made by the Industry Chair or by the Committee Chairperson with the approval of the Industry Chair from among the Members of CJE.

Section 4. MEETINGS. Meetings of committees shall be called by the chairperson and the chairperson of each committee shall submit a written report of the committee's activities and recommendations to the CJE Board, and to the CJE Membership at the time of the Annual Business Meeting.

Article VII – Strategic Plan

The CJE Strategic Plan shall be developed and implemented to align the goals and objectives of CJE in accordance with the Provisional By laws, needs and desires of the Members and financial resources of CJE.

Article VIII -- Nominations and Elections

Section 1. PROCEDURES. The procedures set forth shall be used by the Committee on Nominations and Elections in filling the elective offices of CJE specified in Article III, Section 1.

- a. The Committee shall canvass by email, mail or newsletter announcement the voting Members of CJE for nominations to the elective offices of CJE.
- b. Except as here specified, all voting Members shall be eligible to be nominated for any office in CJE. Any person who has been elected to the Office of Industry Chair-elect may not again be a candidate for that office within four years of his or her previous candidacy.
- c. Guided by the nominations, the Committee shall prepare a slate containing not fewer than two names for each CJE office to be filled; and shall provide the slate to Members no later than 30 days prior to the Annual Business Meeting.
- d. The Committee shall select the nominees to appear on the aforementioned slates on the basis of qualifications for the office, number of nominating votes received from the CJE Membership geographical location, field of interest, and the consent of the nominee.
- e. Nominations may be made by voting Members, from the floor at the Annual Business Meeting.

Article IX -- Meetings

Section 1. ANNUAL BUSINESS MEETING.

- a. There shall be a meeting of CJE Members once each calendar year. The CJE Board shall be responsible for designating the time and place of the meeting.
- b. The voting Members present at the meeting shall constitute a quorum for the purpose of conducting the business of CJE.
- c. The fixed agenda items at the meeting of CJE Members will include, but not be limited to:
 1. Nomination and re-election of the CJE Board
 2. Ratification of the Strategic Plan
 3. Setting of Member's dues and fees
 4. New Business matters
 5. Review and approval of Annual Report which is prepared by the ASU Representative
 6. Committee Reports
 7. Ratification of Minutes from prior year

Section 2. OTHER BUSINESS MEETINGS. Other meetings may be called, as determined, by the CJE Board. The voting Members present shall constitute a quorum.

Article X -- Amendments

Section 1. AMENDMENTS WITH PREVIOUS NOTICE. Procedures for the amendment of these Provisional By laws, with previous notice, shall be as follows:

- a. Amendments may be proposed by the CJE Board, or by a petition signed by 10 voting Members of CJE and sent to the ASU Representative of CJE at least 120 days, or such shorter period as the CJE Board may prescribe, in advance of the CJE Annual Business Meeting. Copies of all proposed amendments other than those initiated by the CJE Board shall be submitted by the ASU Representative to the CJE Board for study and recommendation.
- b. Proposed amendments, together with such comments or recommendations as may have been formulated by the CJE Board, , or the petitioners, if any, shall be distributed by the ASU Representative in writing to the voting Members of CJE at least 30 days prior to the next CJE Annual Business Meeting, at which time such proposals shall be discussed and voted upon.
- c. Proposed amendments shall be considered to have been adopted if approved by a majority of votes cast at the next CJE Annual Business Meeting following their distribution to the voting Members of CJE.

Section 2. AMENDMENTS WITHOUT PREVIOUS NOTICE. These Provisional By laws may be amended without previous notice by 90 percent of the votes cast at the CJE Annual Business Meeting, provided a quorum of the CJE Board is present.

Article XI -- Parliamentary Authority

Section 1. ROBERT'S RULES OF ORDER. Parliamentary procedure shall be as defined in the current edition of Robert's Rules of Order.

Article XII -- Dissolution

Section 1. DISSOLUTION. In case of dissolution of this organization all assets remaining after payment of accrued expenditures shall be distributed to one or more organizations which qualify for a tax exemption as provided by the Internal Revenue Code of the United State of America as determined by the CJE Board and no part of any assets shall go to benefit any private individual or Member.

Article XIII -- Nondiscrimination

Section 1. This association shall not discriminate against any individual on the basis of ethnic group, color, creed, age, national origin, sex, or sexual orientation and/or handicapping condition.