

October 2000

**BYLAWS OF THE
INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING
SOUTHERN MARYLAND CHAPTER**

BYLAW I - NAME

The name of this organization shall be the International Council on Systems Engineering (INCOSE) Southern Maryland Chapter. The INCOSE Southern Maryland Chapter, hereafter referred to as the Chapter, shall be an authorized local chapter of the International Council on Systems Engineering, hereafter referred to as the COUNCIL, as provided for by Article V, Section 4 of the COUNCIL Bylaws.

BYLAW II - PURPOSE

The purpose of the Chapter shall be to develop and promote a nationally recognized systems engineering center of excellence in the Southern Maryland area. Underlying activities to support this purpose include: fostering the definition, understanding, and practice of world class systems engineering in industry, academia, and government organizations; facilitating continuing education opportunities and interchange of ideas on best practices; and stimulating collaboration with national and international standards bodies, related professional societies, and other Southern Maryland organizations that share these goals.

BYLAW III - OBJECTIVES

The objectives of the Chapter shall be to provide a focal point for dissemination of systems engineering knowledge, and through its involvement with the COUNCIL to:

1. Promote collaboration in systems engineering education and research;
2. Participate in the establishment of professional standards for integrity in the practice of systems engineering;
3. Foster the professional growth of persons engaged in the practice of systems engineering;
4. Encourage government and industry support for research and educational programs that will improve the systems engineering process and its practice; and
5. Promote Chapter activities with industry, government and academia within the geographical area of the chapter.

BYLAW IV - ACTIVITIES

The Chapter shall:

- (a) Encourage conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.
- (b) Provide its members with a newsletter and use electronic media to improve the dissemination of the systems engineering knowledge base.
- (c) Take actions to increase research and educational activities that enhance the practice of systems engineering.

BYLAW V - MEMBERSHIP

SECTION 1.

The chapter will draw its membership primarily from the Southern Maryland counties of St. Mary's, Charles, and Calvert; however, any member who is accepted by the COUNCIL may elect to be a member of the Southern Maryland Chapter. The Chapter is open to all persons, regardless of race, age, creed, color, national origin, veteran status, disability, or any other arbitrary method of classification.

SECTION 2.

Chapter shall follow the membership policies of Article 1 of the COUNCIL Bylaws.

BYLAW VI - BOARD OF DIRECTORS

SECTION 1.

The affairs of the Chapter shall be managed by the Board of Directors under such rules as the Board of Directors may determine, subject to the specific conditions of these Bylaws.

SECTION 2.

The Board of Directors shall consist of the President, Vice-President/President-Elect, Treasurer, Secretary, Past President, and up to fifteen At-Large Directors. Six or more Chapter members from the same entity (e.g., company, corporation, competency, etc.) automatically qualifies that entity to have one or more of the At-Large Director seats on the Board of Directors. The specific number of directors for the next election period may be modified by a vote of the Board of Directors to accommodate changing needs of the organization.

SECTION 3.

The Board of Directors shall take the necessary actions to provide for the day-to-day operations and management of the Chapter. Under this responsibility the Board of Directors may, at its option, approve appointment of an administrative staff or approve contracting the administrative function. The Board of Directors shall also be responsible for strategic planning for the future of the Chapter.

BYLAW VII - OFFICERS

SECTION 1.

The President shall have general supervision of Chapter affairs. The President shall preside at Chapter meetings and at meetings of the Board of Directors. The President shall oversee the strategic planning and technical program aspects of the Chapter. The President shall represent the Chapter with the COUNCIL.

SECTION 2.

The Vice-President/President-Elect shall assist the President and shall assume the duties of the President when the President is unable to perform these duties. The Vice-President/President-Elect shall succeed to the position of the President upon completion of her/his term of office or if the President resigns.

SECTION 3.

The Treasurer shall be responsible for the financial affairs of the Chapter. The Treasurer shall receive all funds paid to the Chapter and shall approve payment of all bills incurred by the Chapter as approved by the Board of Directors.

The Treasurer shall make an annual report on the financial affairs of the Chapter to the Southern Maryland Chapter membership and to the COUNCIL.

SECTION 4.

The Secretary shall prepare minutes of all meetings of the Chapter and the Board of Directors and shall maintain all permanent records. The Secretary shall serve as parliamentarian in any question of procedure during Chapter and Board of Director meetings. The Secretary shall provide communication between the Board of Directors, the Chapter membership, and the COUNCIL.

SECTION 5.

The Officers and Directors of the Chapter shall serve terms of office as defined in these Bylaws.

BYLAW VIII - GOVERNMENT

SECTION 1.

All questions coming before the Chapter, its governing body and committees, shall be decided by a majority of the votes cast, except as otherwise provided in these Bylaws.

SECTION 2.

Unless otherwise specified in these Bylaws, vocal or "show-of-hands" voting shall be used in meetings. Written ballots shall be used when recommended by the Board of Directors in voting on Chapter matters. Written ballots may be submitted as hard copy or via electronic mail.

If written ballots are used, they shall be distributed to every member entitled to vote. Such ballot shall set forth the proposed action, and provide thirty (30) days to return the ballot. Written ballots shall be solicited by mail, e-mail, or other means of written communication addressed to the member; and shall specify the committee or person(s) designated to receive and tally the completed ballots. The solicitation must specify the time by which the ballot must be received in order to be counted.

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified, or any extension thereof, equals or exceeds the quorum required to be present at a meeting authorizing the action. Once submitted, a written ballot cannot be revoked.

SECTION 3.

Any member may vote by written proxy on issues scheduled for discussion at a meeting. Proxy ballots must be requested from the Secretary. These proxy ballots must be sent to the President, in writing or via e-mail, prior to the meeting at which the issue is scheduled for discussion and vote. A proxy ballot shall be treated as a written ballot, and therefore cannot be revoked. Each member shall act in good faith and fairness by not voting at a meeting on an issue for which the member previously submitted a proxy ballot.

SECTION 4.

All members not in arrears for dues, and otherwise in good standing, may be present and participate in the discussions or proceedings of any membership meetings and may vote on all matters in such meetings.

SECTION 5.

Each member not in arrears for dues, and otherwise in good standing, shall be entitled to one vote on questions submitted to the membership.

SECTION 6.

Robert's Rules of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the Chapter, its governing body and committees, except when inconsistent with these Bylaws. The Secretary shall serve as parliamentarian in any question of procedure during meetings.

BYLAW IX - NOMINATIONS AND ELECTIONS

SECTION 1.

Nominations for Officers and Directors and the election process are the responsibility of the Nominations and Elections Committee. Nominations for Officers and Directors for the following year shall be received by the Nomination and Election Committee at least 30 days before distribution of ballots. All members not in arrears for dues, and otherwise in good standing, may be a candidate for a Chapter office or directorship. The Nomination and Elections Committee shall prepare and validate a slate of candidates for open offices and will distribute ballots to all members. Members shall return their completed ballots to the Nominations and Elections Committee prior to a designated deadline. Members may not change their votes after they have submitted their ballots to the Nominations and Election Committee. The Committee members will tally the votes and determine the winner, ensuring that no results are released until the voting has been closed. Balloting will take place during the month of October with results available by 1 December.

SECTION 2.

Chapter members shall elect Officers and Directors from the validated slate of candidates forwarded by the Nominations and Elections Committee. Where a candidate is running unopposed or where there are only two candidates for a position, election shall be by a majority, or more than half of the total votes cast. Where there are three or more candidates, election shall be by a plurality, with the winner obtaining more votes than the number received by any other candidate for that position.

SECTION 3.

The Officers and Directors shall serve for one year; the term of office shall begin at the first Chapter meeting held after 1 January.

BYLAW X - VACANCIES

The Nomination and Election committee shall solicit nominations for candidates to fill unscheduled vacancies. The list of candidates shall be approved by the Board of Directors. Upon approval, the candidate list shall be submitted to the Chapter membership for voting. As a contingency, the Board of Directors shall have the authority to appoint an interim replacement, subject to confirmation vote by the membership, to fill a vacancy until the next election.

BYLAW XI - MEETINGS

SECTION 1.

(a) Program meetings or other membership meetings shall be held at least quarterly.

(b) The organization of Chapter membership business meetings and program meetings shall be the responsibility of the Program Committee.

(c) Meetings of committees and subcommittees shall be the responsibility of the respective committee and subcommittee chair people and members.

(d) At any meeting of the Chapter, the order of business shall be in accordance with an agenda, which shall be distributed in advance by the Secretary.

SECTION 2.

(a) The Board of Directors shall hold meetings at least twice a year.

(b) At meetings of the Board of Directors, a quorum shall consist of a simple majority of the total Board of Directors.

SECTION 3.

(a) Special events, such as workshops or symposia, shall be scheduled and organized by the Program Committee with the concurrence of the Board of Directors.

(b) Each registrant for a special event shall pay a registration fee to be determined by the Program Committee with the concurrence of the Board of Directors.

BYLAW XII - COMMITTEES

SECTION 1.

Committees may be established by the Board of Directors if they are deemed to be in the best interest of the Chapter. The committees of the Southern Maryland Chapter shall include: Program Committee, Budget and Finance Committee, Nominations and Election Committee, Ways and Means Committee, Technical Committee, Communications Committee, and Membership Committee.

SECTION 2.

Committees shall be reviewed annually by the Board of Directors relative to their objectives and effectiveness. The Board of Directors shall have the authority to abolish or add committees.

SECTION 3.

Chairs of committees shall be selected by the President.

BYLAW XIII - FINANCES

SECTION 1.

The fiscal year of the Chapter shall be from May 1 to April 30, to match the fiscal year of the COUNCIL.

SECTION 2.

The Board of Directors shall approve and establish, for each fiscal year, an operating budget of estimated expenditures and receipts prepared by the Budget and Finance Committee. The Treasurer shall chair the Budget and Finance Committee.

SECTION 3.

Committee members and the Board of Directors shall not receive compensation in any form for services rendered. The Board of Directors may authorize disbursement for expenses incurred in the accomplishment of Chapter activities.

SECTION 4.

All income to the Chapter collected by committees or the Board of Directors will be accounted for and given to the Treasurer. Chapter finances shall be independently audited once per year.

SECTION 5.

The Treasurer, with assistance from the Budget and Finance Committee, shall be responsible for preparing financial reports.

SECTION 6.

The Board of Directors is authorized and empowered on behalf of the Chapter to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising therefrom to the objectives of the Chapter. The Board of Directors shall also have the power to allocate funds of the Chapter for the purposes of carrying out the objectives of the Chapter.

SECTION 7.

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall inure to or be distributed to the members of the Chapter. On dissolution of the Chapter, the net assets remaining after payment of all debts shall revert to the COUNCIL within ninety (90) days of dissolution.

BYLAW XIV - AWARDS

The Board of Directors shall have the authority to establish awards to recognize individuals and organizations for their achievements in the practice of systems engineering or for their contributions to the Chapter. The qualifications and requirements for such awards, and any associated privilege that may come with such recognition, shall be established by the Board of Directors.

BYLAW XV - AMENDMENTS TO THE BYLAWS

SECTION 1.

Amendments to these Bylaws may be proposed through the Ways and Means Committee, by a majority of the Board of Directors, or by written petition of at least 15 percent of the active members of the Chapter.

SECTION 2.

Proposed amendments shall be considered by the Ways and Means Committee or by the Board of Directors, which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted by written ballot to the entire membership for approval .

SECTION 3.

Approval of amendments shall be by written ballot presented to the active membership, and requires a two-thirds (2/3) majority vote of the membership voting, given that a quorum is met.

SECTION 4.

For amendment of these Bylaws, a quorum shall be defined as 35 percent of the membership.

SECTION 5.

A review and update to these Bylaws shall be completed every four years by the Ways and Means Committee or by the Board of Directors.