

The following bylaws were put forward for voting by the members of the Chicagoland Chapter of INCOSE on 9/17/2009. The Chapter attendees unanimously approved adoption of the modified bylaws as described below. These bylaws are from the chapter startup guidelines provided by INCOSE. The chapter startup guidelines also include an "Instructions for using the bylaws template" which has been included at the end of this document for reference.

Bylaw modification from the template:

- BYLAW VIII - Government, SECTION 3, regarding electronic voting. This is to allow our members the maximum opportunity to participate in elections regardless of geographic location.
- BYLAW VII - Officers, SECTION 2, regarding the position of Vice-President. The template was modified to remove the requirement for the outgoing Vice-President to automatically become the next President upon completion of her/his term of office. This is to allow flexibility in the event that the Vice-President prefers not to become the next President.

**BYLAWS OF THE
INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING
CHICAGOLAND CHAPTER**

BYLAW I – NAME

The name of this organization shall be the International Council on Systems Engineering Chicagoland Chapter, hereinafter designated as the CHAPTER. 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 is to foster the definition, understanding, and practice of world class systems engineering in industry, academia, and government.

BYLAW III – OBJECTIVES

The objectives of the CHAPTER are 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. assure the establishment of profession standards for integrity in the practice of systems engineering;
3. improve the professional status of all persons engaged in the practice of systems engineering;
4. encourage governmental and industrial 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

(a) The CHAPTER encourages conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.

(b) The CHAPTER will provide its members with a newsletter and may initiate bulletins and electronic bulletin boards when feasible to improve the dissemination of the systems engineering knowledge base.

(c) The CHAPTER will take actions to increase research and educational activities that enhance the practice of systems engineering.

BYLAW V – MEMBERSHIP

SECTION 1

Any member who is accepted by the COUNCIL may elect to be a member of the CHAPTER.

SECTION 2

The 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 the COUNCIL and these Bylaws.

SECTION 2

The Board of Directors shall consist of the President, Vice-President/President-Elect, Treasurer, Secretary, immediate Past President, and other at-large Directors as determined by the Board. 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 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.

BYLAW VII – OFFICERS

SECTION 1

The President shall have general supervision of CHAPTER affairs and execute the policies and programs of the CHAPTER. The President shall preside at CHAPTER meetings and at meetings of the Board of Directors. The President shall represent the CHAPTER with the COUNCIL.

SECTION 2

The Vice-President shall assist the President and shall assume the duties of the President when the President is unable to perform these duties. The Vice-President shall succeed to the position of the President if the President resigns. The Board of Directors may, at its option, appoint the outgoing Vice-President to the position of President at completion of her/his term of office.

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 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 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 the 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

Ballots shall be used when recommended by the Board of Directors in voting on CHAPTER matters. Unless otherwise specified in these Bylaws, vocal or “show-of-hands” voting shall be used in meetings.

SECTION 3

All members not in arrears for dues, and otherwise in good standing, may vote on all matters in membership meetings. Voting by electronic means on published matters is an acceptable method to conduct elections and perform the transaction of business. A request to vote by electronic means on any matter shall be submitted to the board of directors for approval.

SECTION 4

Each member shall be entitled to one vote on questions submitted to the membership.

SECTION 5

[Robert's Rules of Order, Condensed](http://incose.org/Chicagoland/docs/Roberts%20Rules%20Condensed.pdf) (<http://incose.org/Chicagoland/docs/Roberts%20Rules%20Condensed.pdf>), 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.

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 term shall be received by the Nomination and Election Committee at least 30 days before mailing of ballots. The Nomination and Elections Committee shall prepare and validate a slate of candidates for open offices and will mail ballots to all members. Balloting by mail will commence on 1 October through 30 October with results available by 1 December.

SECTION 2

Officers and Directors shall be elected by a majority of CHAPTER members voting.

SECTION 3

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

SECTION 4

Unless a specific method of balloting is decided by the Board of Directors, both paper mail and electronic mail shall be permitted for balloting.

BYLAW X – VACANCIES

Unscheduled vacancies will be filled by individuals who are nominated by the President and approved by the Board of Directors. They shall serve until the next election, at which time they shall be submitted to the CHAPTER membership for voting.

BYLAW XI - MEETINGS

SECTION 1

- (a) Program meetings or other membership meetings should be held at least quarterly.
- (b) The organization of the 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 and members.
- (d) At any meeting of the CHAPTER, the order of business shall be in accordance with an agenda distributed in advance or by membership consensus.

SECTION 2

- (a) Special meetings can be scheduled by the Program Committee or the Board of Directors.
- (b) Each registrant at a special meeting may pay a registration fee to be fixed by the Program Committee.

SECTION 3

- (a) The Board of Directors shall hold meetings at least twice a year, preferably quarterly.
- (b) At meetings of the Board of Directors, a quorum shall consist of a simple majority of the elected members of the Board of Directors.

BYLAW XII – COMMITTEES

SECTION 1

Committees may be established by the Board of Directors as deemed in the best interest of the CHAPTER. Committees shall be reviewed annually relative to their objectives and effectiveness.

SECTION 2

The Board of Directors may also establish ad hoc committees, such as a Bylaws Committee, as needed.

SECTION 3

Chairs of committees will be recommended by the President and ratified by the Board of Directors.

BYLAW XIII - FINANCES

SECTION 1

The fiscal year of the CHAPTER shall 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.

SECTION 3

Members of committees 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 subcommittees, or members of the Board of Directors, will be accounted for, given to the Treasurer and audited by the Treasurer.

SECTION 5

The Budget and Finance committee, if established, shall assist the Treasurer in preparing operating budgets and providing 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 thirty (30) 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 a Bylaws Committee, by the majority of the Board of Directors, or by written petition of at least 15% of the active members of the CHAPTER.

SECTION 2

Proposed amendments shall be considered by a Bylaws 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 30 days in advance of the vote.

SECTION 3

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

SECTION 4

For amendment of these Bylaws, a quorum shall be defined as 20 percent of the membership.

SECTION 5

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

CERTIFICATE OF THE SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of International Council On Systems Engineering, Chicagoland Chapter, and that the above bylaws have been approved by general vote of the Membership and adopted at a Board of Directors meeting on 9/17/2009.

Dated: Original signed by Steve J. Lindo, Secretary

INSTRUCTIONS FOR USING THE BYLAWS TEMPLATE

It is highly recommended that the core team drafts the bylaws and presents them to the Chapter Advisory Committee for a quick pre-approval BEFORE ratifying them with your members. If there are inconsistencies, changes will be required, and those will need to be re-ratified in an extra meeting of the members before the chapter can be chartered.

In Bylaw 1, replace (Your Name) with the approved name of your chapter. The following are mandatory articles that should appear virtually unchanged unless otherwise noted. Any changes should be called out in a cover page with a rationale for the change.

Mandatory Article	Changes allowed
Bylaw II	none
Bylaw III	none
Bylaw V	none
Bylaw VIII	none
Bylaw X	none
Bylaw XI	Note, it is not a requirement to hold quarterly meetings, but having fewer is deemed unhealthy for the chapter membership.
Bylaw XII	none
Bylaw XIII	In section 1 the fiscal year may be changed and need not match the COUNCIL fiscal cycle, if there is good reason for the difference.
Bylaw XIV	none
Bylaw XV	none

The following are tailorable articles that should appear with content approved by your chapter members. In most cases, these tailorings are necessary to account for chapters outside the USA or to express unique features of a chapter's charter.

Tailorable Article	Changes recommended
Bylaw I	Insert chapter name and adjust grammar to accommodate name of chapter
Bylaw IV	Adjust clauses to reflect the focus of chapter activities without being overly specific; the bylaw should express intention not implementation
Bylaw VI	Section 1 and 3 should remain unchanged. Outside of the USA, a fourth section could be used to indicate the nature of incorporation and the fact that the organisation is non-profit, and the business language of the chapter. Suggested wording "The business language shall be (your language), but documents produced for use by the international community shall be English unless otherwise requested."
Bylaw VII	In section 3, chapters outside of the USA may need to indicate "The Treasurer shall be responsible for filing (your country) tax returns." Other duties may be tailored as deemed necessary.
Bylaw IX	Each chapter is encouraged to determine the most effective terms of office. It may be easiest from the start to have one-year terms, and then evaluate the feasibility of longer terms later.