



BOD-100: Board of Directors – December 14, 2011

Objective

This policy sets the structure of the INCOSE Board of Directors, including classes of directors, titles, and terms of office.

Responsibilities and Meetings

The affairs of INCOSE shall be managed by a Board of Directors, under such rules as the Board of Directors may determine, subject to the specific conditions of the Bylaws. The Board of Directors shall establish policy to direct the activities of INCOSE.

The Board of Directors shall hold a minimum of four (4) regular meetings per year. Meetings shall be scheduled and notice provided as noted in Article III of the Bylaws.

The Executive Committee may review and approve the draft minutes of the board prior to the next meeting of the Board of Directors. Upon approval by the Executive Committee, the Secretary shall publish the minutes. Amendments to the minutes may be approved by the Board of Directors or the Executive Committee.

Members

Under the Bylaws, members of the Board of Directors are referred to as Directors, and are divided into three classes as follows:

- (a) Officers,
- (b) Appointed Directors, and
- (c) At-Large Directors.

The total number of members of the Board is constrained by the Bylaws to be neither less than seven (7) nor more than twenty (20). The terms of office for the members of the Board of Directors are shown in Table 1.

Table 1 - Terms of Office for Members of the Board of Directors

Position No.	Class	Title	Term Concludes at installation of successor, which occurs at the:
1	Officer	President	2012 International Workshop (IW) or 01-Feb if there is no IW, and every 2 nd year thereafter
2	Officer	President-Elect	2012 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
3	Officer	Secretary	2013 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
4	Officer	Treasurer	2012 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
5	Appointed	CAB Chair	2012 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
6	Appointed	Technical Director	2013 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
7	Appointed	Director for Sector I	2013 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
8	Appointed	Director for Sector II	2014 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
9	Appointed	Director for Sector III	2015 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
10	At-Large	Director for International Growth	2014 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
11	At-Large	Director for Commercial Outreach	2012 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
12	At-Large	Director for Communications	2013 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors

Position No.	Class	Title	Term Concludes at installation of successor, which occurs at the:
13	At-Large	Vacant	2014 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
14	At-Large	Director for Information Technology	2012 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
15	At-Large	Director for Strategy	2013 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
16	At-Large	Vacant	2014 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
17	At-Large	Vacant	2012 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
18	At-Large	Director for Academic Matters	2013 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
19	At-Large	Vacant	2014 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
20	At-Large	Vacant	2012 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors

Members of the Board of Directors shall be installed at a plenary session of the International Workshop following their election. If for any reason, this formal installation fails to occur; those elected shall take possession of office on 01-February following the election.

The Officer and Appointed Director positions and terms of office can only be changed by a vote of the INCOSE membership. At-Large Director positions shall be defined, assigned a title, and approved by majority vote of the Board of Directors.



Vacancies on the Board shall be filled in accordance with Article III of the Bylaws.

The terms of the At-Large Directors shall be staggered so that, within the bounds of integer arithmetic, the terms of one-third of the At-Large Directors conclude every year.

In the year that the term of an At-Large Director concludes, the Board of Directors shall authorize by majority vote prior to May 1 either:

- (a) continuation of that position and title for an additional three years,
- (b) continuation of that position with a new title for an additional three years, or
- (c) elimination of that position and changing the title to “Vacant” in Table 1.

Directors shall perform their duties in accordance with, and are subject to removal per the terms of Article III of the Bylaws. Officers shall perform their duties in accordance with, and are subject to removal per the terms of Article IV of the Bylaws.

SUPERSEDES: BOD-100 dated June 23, 2011

APPROVED BY: INCOSE Board of Directors, Special Telecon, December 14, 2011

MAINTAINED BY: Secretary