



## **MBD-100: Member Board Governance – February 10, 2010**

### **Objective**

This policy sets the governance structure for the Member Board.

### **Membership**

The Member Board is comprised of elected representatives who are members of INCOSE. A quorum of the Member Board shall be a majority of its voting members. All decisions require a simple majority of those present and voting.

The Regional Representatives are elected by INCOSE members within the regions to represent their respective INCOSE regions. The regions, number of Regional Representatives, and terms of office are defined in CHP-101: INCOSE Regions. A person nominated for election as a Regional Representative shall have a contact address, for INCOSE purposes, in that region.

The Member Board shall have a Chair and a Co-Chair. The Co-Chair shall be elected by the Member Board annually at the International Symposium from those candidates having satisfactorily served as Member Board Regional Representatives for at least six months. At the first International Workshop after this election, the Co-Chair-Elect shall vacate any position held as a Regional Representative and shall be installed by the Member Board as Co-Chair of the Member Board. The Co-Chair shall serve in this position for one (1) year. At the completion of the term, the Co-Chair shall advance to the position of Chair and shall be installed in this position by the Member Board at the International Workshop.

The Chair shall serve in this position for one (1) year.

The Chair shall not vote at any meeting that he/she is presiding over unless his/her vote changes the outcome (e.g., to break a tie or to cause a tie).

The Co-Chair shall not vote on matters that come before the Member Board, except as noted below in Removal and Filling Vacancies.

The Secretary shall be elected annually at the International Symposium by the Member Board from those candidates having served as Member Board regional representatives for at least six months, having at least one year of their term of office remaining, and who are willing to abide by the requirements of the position description. The Secretary will be installed and immediately assume secretarial responsibilities after the election.

The Member Board shall install newly elected Regional Representatives, the Co-Chair, and the Chair at the International Workshop following INCOSE elections. If for any reason this formal



installation fails to occur, those elected shall take possession of office on 01-February following the election.

### **Assistant Directors**

The Chair, with the approval of the Member Board, may appoint one or more Assistant Directors to lead focused initiatives. These may be standing efforts or short-term tasks.

Assistant Directors have no voting privileges within the Member Board and are not members of the INCOSE Board of Directors.

The length of term for an Assistant Director shall be recommended by the Chair. There is no limit to the number of terms than an individual may serve as an Assistant Director, but the selection and approval of each Assistant Director shall be revalidated every two years, at a minimum. Assistant Directors shall be members in good standing of INCOSE.

### **Meetings**

Meetings of the Member Board shall be held at the International Workshop and at the International Symposium and via teleconferences called by the Chair or Co-chair.

### **Removal and Filling Vacancies**

The Member Board may declare vacant the office of any Member Board member who has been declared of unsound mind by a final order of a court or convicted of a felony. The Member Board may also declare vacant the office of a Regional Representative who has failed to participate in three (3) consecutive meetings.

Any Member Board member who has failed to fulfill their responsibilities may be removed by a majority vote of the Member Board. In this case, the Co-chair may vote unless the action is against him/her. Per the Bylaws, any Regional Representative may be removed by the members whom they represent.

Any vacancy occurring in a Regional Representative position on the Member Board may be filled by approval of the Member Board for the unexpired term. A person appointed to fill such a vacancy shall hold that position until his/her successor is installed. A vacancy should be filled within 90 days.

In the event that a Region holds elections for multiple Regional Representatives on the same ballot, each representative election shall be a separate question on the ballot, and an individual may be nominated for only one of the representative offices on the ballot.

Vacancies in the Chair and Co-Chair positions shall be filled by a vote of the Member Board. The candidates should have either past Member Board experience or experience as a chapter officer.



### **Selection of Directors for the INCOSE Board of Directors**

The Member Board shall appoint two (2) Appointed Directors to the Board of Directors. These positions are held by the Member Board Chair and Co-Chair ex officio. In the event that either of these Appointed Director positions is declared vacant, the vacancy shall be filled in accordance with Article III of the Bylaws.

**SUPERCEDES: July 23, 2009**

**APPROVED BY: INCOSE Board of Directors, Mesa, Arizona USA, February 10, 2010**

**MAINTAINED BY: Member Board Chair**