

International Council on Systems Engineering
Chesapeake Chapter
Constitution and Bylaws

14 December 1993
Amended 16 January 2001

International Council on Systems Engineering Chesapeake Chapter

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the Chesapeake Chapter of the International Council on Systems Engineering, hereinafter designated as CSPK. The CSPK is a branch of the International Council on Systems Engineering (INCOSE), a California Nonprofit Corporation, hereafter referred to as the COUNCIL, and operates under the COUNCIL tax identification number and rules of incorporation.

ARTICLE II - PURPOSE

The purpose of the CSPK is to foster the definition, understanding, and practice of world class systems engineering in industry, academia, and government.

ARTICLE III - OBJECTIVES

The objectives of the CSPK are to provide a focal point for dissemination of systems engineering knowledge, and through involvement with the COUNCIL:

1. assure the existence of professional standards for the practice of systems engineering,
2. improve the professional status of all persons engaged in the practice of systems engineering,
3. encourage governmental and industrial collaboration and support for research and educational programs that will improve the systems engineering process and its practice, and
4. promote the acquisition and exchange of information on new technology, methods and practices within the systems engineering community.

ARTICLE IV - MEMBERSHIP

SECTION 1.

The membership of the CSPK shall consist of individuals whose interests are consistent with the objectives and who meet the requirements for membership as provided by the Bylaws.

SECTION 2.

Membership in the CSPK shall be contingent upon membership in the COUNCIL.

SECTION 3.

Members of any classification may be dropped from membership for non payment of dues; or for conduct which tends to cause detriment to, adversely affect the reputation of, or contradicts the objectives of the COUNCIL or the CSPK.

SECTION 4.

Any person interested in the objectives of the COUNCIL or the CSPK shall be eligible for membership of a class for which he or she is qualified in accordance with the Bylaws.

SECTION 5.

The amount and method of collection of dues of the members shall be as provided in the Bylaws.

SECTION 6.

This organization supports the principles of equality, equal opportunity, and equal treatment under the law. This organization opposes discrimination in any form. This organization is open to all persons, regardless of race, creed, color, national origin, or any other arbitrary method of classification. This organization does and will abide by all governmental regulations relating to equal opportunity and non-discriminatory practices.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1.

The affairs of the CSPK shall be managed by the Board of Directors, hereinafter designated as the Board, under such rules as the Board may determine and subject to the specific conditions of this Constitution and Bylaws.

SECTION 2.

The functions of the Board are:

- (a) To define the specific CSPK objectives consistent with the COUNCIL objectives,
- (b) To establish the strategic plan of the CSPK,
- (c) To acquire the resources necessary to execute the strategic plan, and
- (d) To approve the CSPK operating plan and make it available to the membership.

SECTION 3.

The Board shall consist of the: President, President Elect, Treasurer, Secretary, Immediate Past President, and three Directors at Large. They shall be elected by the membership of the CSPK as specified in the Bylaws.

SECTION 4.

The Board shall develop annual operating plans that execute the strategic plan which has been approved by a majority of the membership voting.

SECTION 5.

The Board shall take the necessary actions to provide for the day-to-day operations and management of the CSPK. Under this responsibility the Board may, at their option, approve appointment of an administrative staff or alternatively approve the subcontracting of the administrative function.

SECTION 6.

The officers and directors of the Board shall serve terms in office as defined in the Bylaws.

ARTICLE VI - OFFICERS

SECTION 1.

The President shall have general supervision of the CSPK affairs. The President shall preside at the CSPK meetings and at meetings of the Board. The President shall represent the CSPK with the COUNCIL. Additionally, other officers shall interface with the COUNCIL at the International level as detailed in CSPK Operating Plan and as otherwise designated by the President.

SECTION 2.

The President Elect shall assist the President and shall assume the duties of the President when the President is unable to perform these duties. The President Elect shall succeed to the position of the President upon the completion of the President's term of office, or if the President resigns or is unable to perform the duties of the President.

SECTION 3.

The Treasurer shall be responsible for the financial affairs of the CSPK. The Treasurer shall receive all funds paid to the CSPK and shall approve payment of all bills incurred by the CSPK as approved by the Board. The Treasurer shall prepare an annual report on the financial affairs of CSPK. This report shall adhere to standard accounting practices and be submitted to the CSPK membership and to the COUNCIL.

SECTION 4.

The Secretary shall prepare minutes of all meetings of the CSPK and the Board of Directors and maintain all permanent records. The Secretary shall provide communication between the Board, the COUNCIL, and the CSPK membership.

SECTION 5.

The Directors at Large shall each be responsible for one of the major function areas of the chapter. The major function areas are: a) Technical, b) Chapter Development, and c) Administration. Each function will operate under the direction of one of the Directors at large with committees, goals and objectives, budgets, and volunteers as required. Responsibilities overlap when necessary to accomplish the goals and objectives of the chapter at-large.

ARTICLE VII - ELECTIONS

Officers and Directors shall be elected as specified in the Bylaws.

ARTICLE VIII - FINANCES

SECTION 1.

The fiscal year of the CSPK shall be from 1 January to 31 December, inclusive.

SECTION 2.

The board shall approve and establish for each fiscal year, a budget of estimated expenditures and receipts.

ARTICLE IX - BYLAWS

SECTION 1.

The Board shall not make Bylaws in conflict with either the CSPK Constitution, or the COUNCIL Constitution and Bylaws. This Article IX of the Constitution may not be changed.

SECTION 2.

The Bylaws may be amended by the Board in the manner provided in the Bylaws.

ARTICLE X - AMENDMENTS TO THE CONSTITUTION

SECTION 1.

Amendments to this Constitution will be proposed through a Bylaws Committee to be established by the President at the request of (a) a majority of the Board, or (b) by written petition of at least 15% of the members of the CSPK.

SECTION 2.

Proposed amendments shall be considered by the Bylaws Committee of the Board, which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted to the entire membership at least thirty (30) days before the meeting of the CSPK at which the vote for approval/disapproval will be held.

SECTION 3.

Approval of Amendments requires a simple majority vote of the membership voting.

SECTION 4.

A review and consideration of update to this Constitution and the Bylaws shall be completed every four years after the date CSPK is chartered by the COUNCIL. The Board shall appoint a Constitution Committee and provide guidance for this planed review and consideration of update to the Constitution and the Bylaws.

ARTICLE XI - DISSOLUTION

SECTION 1.

The CSPK shall only use its funds to accomplish the objectives and purposes specified in this Constitution and Bylaws and no part of its funds shall inure to or be distributed to the members, officers, or Directors of the CSPK. On dissolution of the CSPK, the net assets remaining after payment of all debts shall revert to the COUNCIL within ninety days of dissolution to be used for charitable and educational purposes under Section 501 (c) (3) of the U. S. Internal Revenue Code as it now exists or as may be amended.

ARTICLE XII - INUREMENT

SECTION 1.

The CSPK is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, inure, upon dissolution or otherwise, to the private benefit of any member.

**International Council on Systems Engineering
Chesapeake Chapter**

BYLAWS

BYLAW I - ACTIVITIES

- (a) The Chesapeake Chapter of the International Council on System Engineering (INCOSE), hereinafter referred to as CSPK, shall encourage conferences, workshops, seminars and courses, and may sponsor or cosponsor such events as appropriate.
- (b) The CSPK will provide its members with a membership listing and will initiate newsletters, bulletins, technical publications, and electronic bulletin boards (when feasible), to improve the dissemination of the systems engineering knowledge base.
- (c) The CSPK will support and implement the goals and objectives of the International Council on Systems Engineering, hereinafter referred to as the COUNCIL, and will represent the views and interests of the local members to the COUNCIL.

BYLAW II - MEMBERSHIP

SECTION 1.

A Membership Committee shall be appointed by the President for the purpose of soliciting applications for membership in the CSPK and concurrent membership in the COUNCIL.

SECTION 2.

The CSPK is open to individuals, regardless of race, gender, age, or creed, that share a common commitment to the enhancement of systems engineering practice and knowledge. The CSPK of the COUNCIL supports the principles of equality, equal opportunity and equal treatment under the law. The CSPK opposes discrimination in any form. The CSPK is open to all persons, regardless of classification. The membership function of the CSPK is to represent the petitions for membership to the COUNCIL Membership Committee, and to maintain rosters of elected members for the benefit of the local chapter.

The annual dues for the CSPK membership shall be in accordance with those of the COUNCIL.

SECTION 3.

The membership year shall be in accordance with that of the COUNCIL.

SECTION 4.

- (a) Yearly membership in the CSPK and the obligation for dues will continue from year to year unless the member's signed resignation is received by the CSPK, prior to the end of the membership year for which dues have been paid. Any person in arrears for dues for three months shall cease to be a member of the CSPK.
- (b) A member whose resignation was received, or who has been dropped from the CSPK due to non-payment of dues, may be reinstated as an active member by the International Membership Committee upon the member's request for reinstatement and payment of the member's current dues.
- (c) Individual membership dues provides membership to both the COUNCIL and CSPK.

BYLAW III - MEETINGS

SECTION 1.

- (a) Meeting of the CSPK will be held quarterly as a minimum. The dates of these meetings and scheduling of any meetings shall be the responsibility of the Board.
- (b) All meetings of the CSPK shall be conducted according to Robert's Rules of Order, Revised, except where there is a conflict with the Constitution and Bylaws.
- (c) At meetings of the CSPK, a quorum for the conduct of business shall consist of 15% of the total chapter membership.

SECTION 2.

- (a) Meeting of the CSPK Board will be held quarterly as a minimum. The dates of these meetings and scheduling of any meetings shall be the responsibility of the Board.
- (b) All meetings of the CSPK Board shall be conducted according to Robert's Rules of Order, Revised, except where there is a conflict with the Constitution and Bylaws.
- (c) At meetings of the Board, a quorum shall consist of a simple majority of the total Board.

BYLAW IV - NOMINATIONS AND ELECTIONS.

SECTION 1.

The Nominations and Election Committee is responsible for nominations of the officers and directors and the election process. The Nominations and Election Committee chairman and members shall be recommended by the President and approved by the Board at least (90) days prior to the election. The Nominations and Election Committee shall prepare and validate a slate of candidates for open offices.

Balloting by mail shall be conducted during the month of October. Election results shall be announced and newly elected officers and directors shall be introduced at the November meeting following the CSPK voting. Newly elected officers and directors shall assume office on January 1 at the beginning of the new operating year.

SECTION 2.

The officers and directors shall be elected by a majority of individual members of the CSPK voting.

SECTION 3.

All elected positions are for a 2 year term, with the President Elect serving the first year as President Elect and the second year as President. The Directors at large will have staggered starting terms such that half of the directors are elected each year. The Immediate Past President will continue as an ex officio member of the Board of Directors for one year.

SECTION 4.

All officers, directors, and any others in leadership positions must be members of both the CSPK and the COUNCIL.

BYLAW V - VACANCIES

Vacancies, to complete a term of office, shall be filled by nomination of the President and approval of the Board.

BYLAW VI - COMPENSATION

The Officers, Directors, and Committee Members shall serve without pay.

BYLAW VII - NON-PROFIT STATUS

The CSPK shall be organized as a non-profit local chapter of the COUNCIL under the articles of incorporation of the COUNCIL.

BYLAW VIII - FINANCES

SECTION 1.

The fiscal year of the CSPK shall be from 1 January to 31 December, inclusive.

SECTION 2.

All instruments for the payment of money by the CSPK shall be drawn in the name of the CSPK, and signed by either the Treasurer or the President of the CSPK upon receipt of an approved Disbursement Request Form for a valid CSPK expenditure. A Disbursement Request Form shall be completed and approved for a valid CSPK expenditure, signed by any current CSPK officer except the one signing the payment instrument. The Treasurer shall maintain these forms and all other financial records. The Treasurer shall ensure that the appropriate signature authority is maintained for all financial instruments.

SECTION 3.

The Board shall approve and establish for each fiscal year, a budget of estimated expenditures and receipts.

SECTION 4.

The Treasurer is authorized and empowered on behalf of the CSPK 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 CSPK. The Treasurer shall also have the power to allocate funds for the purposes of carrying out the objectives of the CSPK.

SECTION 5.

An Audit Committee, appointed by the newly elected President, shall conduct an audit of the previous year's CSPK financial records and prepare a report which is to be furnished to the CSPK membership within 90 days of the beginning of the new fiscal year.

BYLAW IX - AMENDMENTS TO THE BYLAWS

These Bylaws may be modified, altered, or amended at any regularly scheduled meeting of the CSPK by the affirmative vote of 2/3 of the members in good standing present and voting, but not at any special meeting, unless notice of such intention shall have been included in the notice of such special meeting. Amendments must be submitted in writing to the Board and to members of the CSPK at least 30 days prior to the meeting at which they are to be voted upon.

BYLAW X - INITIAL ORGANIZATIONS PROCEDURES

In the initial term, one Director position shall be served for one year and the other director position shall be served for two years. Future Directors will be elected to serve alternate two year terms. The Immediate Past President position will be vacant during the first year of operation of the CSPK.

BYLAW XI - COMMITTEES

The Board may establish committees in line with the COUNCIL technical committees, and such as Membership, Program, Constitution and Bylaws, and necessary standing committees on an as-needed basis.

BYLAW XII - GOVERNMENT

SECTION 1.

General policies of the CSPK shall be controlled by the Board through its powers to initiate changes in this Constitution and Bylaws, to establish budget policies, and to review the reports of the officers.

SECTION 2.

The determination of operating policies and the control of the affairs, property and funds of the CSPK shall be vested in the Board, except as otherwise provided by this Constitution and Bylaws.

SECTION 3.

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

SECTION 4.

Ballots shall be used when recommended by the Board in Voting on the CSPK matters. Unless otherwise specified in this Constitution and Bylaws, vocal or "show-of-hands" voting shall be used in meetings.

SECTION 5.

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

SECTION 6.

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

SECTION 7.

Robert's Rules of Order - Revised shall determine the conduct of business in all meetings of the CSPK, its governing body and committees, except when inconsistent with this Constitution and Bylaws.

SECTION 8.

Policies and procedures defined by the Board require approval by a majority vote of the membership in good standing.