

BYLAWS

BYLAW I - ACTIVITIES

BYLAW II - MEMBERSHIP

BYLAW III - ORGANIZATIONAL SPONSORSHIP

BYLAW IV - MEETINGS

BYLAW V - NOMINATIONS AND ELECTIONS

BYLAW VI - VACANCIES

BYLAW VII - COMPENSATION

BYLAW VIII - LEGAL STATUS

BYLAW IX - FINANCES

BYLAW X - AMENDMENTS TO BYLAWS

BYLAW XI - INITIAL ORGANIZATION PROCEDURES

BYLAW XII - COMMITTEES

BYLAW XIII- GOVERNMENT

BYLAW I - ACTIVITIES

- (a) The CHAPTER encourages conferences, workshops, seminars, and courses, and may sponsor or co-sponsor such events.
- (b) The CHAPTER will use tools like newsletters, bulletins, electronic bulletin boards, web pages, and electronic mail for spreading CHAPTER news and systems engineering information.
- (c) The CHAPTER will take actions to promote research and educational activities that enhance the practice of systems engineering.

BYLAW II - MEMBERSHIP

Section 1.

The President shall appoint a Membership Committee. This committee shall solicit applications for membership in the CHAPTER and INCOSE.

Section 2.

(a) The CHAPTER is open to individuals that share a common commitment to the enhancement of systems engineering practice and knowledge.

(b) The membership dues for the CHAPTER are a fixed percent of the dues paid to INCOSE. INCOSE sends the money to the Treasurer of the Chapter.

SECTION 3.

The membership year agrees with that of INCOSE.

SECTION 4.

(a) CHAPTER membership and the obligation for dues will continue from year to year until the CHAPTER receives a signed resignation before the end of the current paid membership year. Any one behind in their dues for three months shall cease to be a member of the CHAPTER.

(b) A member whose resignation was received or who was dropped due to non-payment of dues may be reinstated as an active member by the Membership committee upon a request for reinstatement and the payment of the current dues.

- (c) Dues for individual membership provide membership to both INCOSE and the CHAPTER.

BYLAW III – ORGANIZATIONAL SPONSORSHIP

SECTION 1.

Organizations and institutions having members in the local chapter may serve as sponsors of the Central Virginia INCOSE Chapter

SECTION 2.

Organizations and institutions may become CHAPTER sponsors by indicating a desire to support the goals of the local chapter and by contributing an initial sponsorship fee of \$2,000.00 to the CHAPTER. The sponsorship may be renewed annually with a yearly contribution of \$500.00.

SECTION 3.

The CHAPTER shall provide one reproducible copy of all CHAPTER produced products to sponsoring organizations and institutions for their own use at no costs. Further, each sponsoring organization will be entitled to recognition as a sponsoring organization in CHAPTER newsletters and web page media. Links to the supporting organizations own web pages may be supported.

BYLAW IV -- MEETINGS

SECTION 1.

- (a) Program meetings or other membership meetings shall be held at least quarterly.
- (b) The Program Committee handles the organization of CHAPTER business meetings and program meetings.
- (c) Meetings of committees and subcommittees shall be the responsibility of the respective committee and subcommittee chair people and members.
- (d) At any business meeting of the CHAPTER, the order of business shall agree with an agenda distributed before the meeting.

SECTION 2.

- (a) The Program Committee or the Board can schedule special meetings.
- (b) Each registrant at a special meeting shall pay a registration fee to be fixed by the Program Committee.

SECTION 3.

- (a) The Board shall hold meetings at least every four months.
- (b) All Board meetings shall be conducted according to Robert's Rules of Order, Revised, except where a conflict exists with the Constitution and Bylaws.

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

BYLAW V – NOMINATIONS AND ELECTIONS

SECTION 1.

The Nominations and Elections Committee handles the nominations for Officers and Directors and the election process. The Nominations and Elections committee shall receive nominations for Officers and Directors for the following year at least 30 days before distributing ballots. Nominations and Elections committee shall prepare and validate a slate of candidates for open offices and will distribute ballots to all members. Balloting will begin on October 1 and run through October 30 with results available by December 1. Newly elected officers and directors will be introduced and installed at the next meeting of the CHAPTER.

SECTION 2.

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

SECTION 3.

The President, Vice-President, and Secretary shall serve for one year. The Treasurer shall serve for two years. The Directors shall serve for two years in staggered terms so that a new Director is selected each year. Initially, one Director is selected for a two-year term. Thereafter, a new Director is selected each year to replace the Director completing the term of office. The term of office begins at the first CHAPTER meeting held after January 1.

SECTION 4.

All Officers and Directors shall be members of the CHAPTER and INCOSE.

BYLAW VI – VACANCIES

Vacancies will be filled by presidential nomination with the approval of the Board.

BYLAW VII- COMPENSATION

The Officers and directors shall serve without pay. The Board may authorize payment for expenses incurred while doing CHAPTER activities.

BYLAW VIII – LEGAL STATUS

The CHAPTER shall be organized as a satellite of INCOSE under the articles of incorporation of INCOSE.

BYLAW IX - FINANCES

SECTION 1.

All income to the CHAPTER collected by committees or subcommittees, or members of the Board, will be accounted for and given to the Treasurer for inclusion in CHAPTER assets and records.

SECTION 2.

All instruments for the payment by the CHAPTER shall be drawn in the CHAPTER's name and signed by either the Treasurer or President and then countersigned by the President, Treasurer, or Vice-President. The same person will never do the signing and countersigning. However, instruments below a dollar amount decided upon by the Board should not need countersigning and this amount will not exceed \$500.

SECTION 3.

On behalf of the CHAPTER, the Board may receive by any legal means, either real or personal property. That property will be held absolutely or in trust. The Board will invest, reinvest, and manage the property and its income to meet the CHAPTER's objectives. The Board shall also have the power to designate CHAPTER funds for carrying out the CHAPTER's objectives.

SECTION 4.

The Audit committee, appointed by the Board, shall audit the CHAPTER's financial records annually.

SECTION 5.

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

BYLAW X - AMENDMENTS TO BYLAWS

SECTION 1.

The three ways to propose changes to the Bylaws are :

- a. By a Bylaws committee established by the President,
- b. By the majority of the Board, or
- c. By written petition of at least 15 percent of the active members of the CHAPTER.

SECTION 2.

Either the Bylaws committee or the Board shall consider proposed amendments and shall report and make recommendations to the membership at large. Proposed amendments shall be sent 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 needs a 2/3-majority vote of the active membership voting. This vote will not occur at a special meeting unless the intention for such a vote had been included with the announcement of the special meeting. Amendments must be provided in writing to the Board and to the CHAPTER members at least 30 days before the meeting when the vote occurs.

SECTION 4.

A Constitutional and Bylaws Committee shall review and update these Bylaws every two years. The Board will appoint the members of the committee and provide guidelines for this planned upgrade to the Bylaws.

BYLAW XI – INITIAL ORGANIZATION PROCEDURES

In the first year the term of one of the director's positions is for one-year and the other director serves for two years. Future directors will be elected to serve alternate two-year terms. The immediate Past-President will serve as a Board member for a one-year term.

BYLAW XII – COMMITTEES

SECTION 1.

The Board may set up committees if they are considered to be in the best interest of the CHAPTER. Examples of committees are Program, Budget and Finance, Nominations and Elections, Ways and Means, Academic, Award, Membership, Program, Bylaws, Audit, and Chapter Development.

SECTION 2.

The Board shall review committees annually about their objectives and effectiveness and can dissolve committees upon completion of their task.

SECTION 3.

The President will select the chairs of the committees.

BYLAW XIII – GOVERNMENT

SECTION 1.

The Board will control the general policies of the CHAPTER through its powers to initiate changes in this Constitution and Bylaws, to establish budget policies, and to review the reports of the officers and committees.

SECTION 2.

The Board shall determine the operating policies and control of the affairs, property, and funds of the CHAPTER, except as otherwise provided by this Constitution and Bylaws.

SECTION 3.

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

SECTION 4.

CHAPTER membership lists shall only be used for CHAPTER business, or as otherwise approved by the Board.

SECTION 5.

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

SECTION 6.

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

SECTION 7.

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

SECTION 8.

Robert's Rules of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the CHAPTER, the Board, and committees, except when inconsistent with these Articles.

SECTION 9.

The CHAPTER President, with the support of the Vice-President, Secretary, and Treasurer, shall coordinate the day to day activities of the CHAPTER.