

**CONSTITUTION AND BYLAWS OF THE
CENTRAL VIRGINIA CHAPTER
INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING**

CONSTITUTION

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ARTICLE I - NAME

The name of this organization shall be the Central Virginia Chapter of the International Council On Systems Engineering, referred to in this document as the CHAPTER. The CHAPTER shall maintain its charter with International Council On Systems Engineering, hereafter referred to as INCOSE.

ARTICLE II - PURPOSE

This CHAPTER'S purpose is to foster the definition, understanding, and practice of world class systems engineering in industry, academia, and government.

ARTICLE III - OBJECTIVES

The CHAPTER'S objectives are to provide a focal point for dissemination of systems engineering knowledge, and through its involvement with INCOSE to:

1. promote improvements in systems engineering education and research;
2. advocate the establishment of professional standards for integrity in the practice of systems engineering;
3. support the professional status of all individuals 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, academia, and government within the geographical area of the CHAPTER.

ARTICLE IV – MEMBERSHIP

SECTION 1

The CHAPTER membership 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.

Individual CHAPTER members must also be members of INCOSE.

SECTION 3.

Any member may be dropped from membership for nonpayment of dues; or for conduct that either causes detriment to INCOSE or the CHAPTER, adversely affects the reputation of INCOSE or the CHAPTER, or contradicts the objectives of INCOSE or the CHAPTER.

SECTION 4.

The Bylaws describe the amount and collection method for membership dues.

SECTION 5.

This organization supports the principles of equality, equal opportunity, and equal treatment under the law. This organization is open to everyone, without regard to race, creed, color, national origin, age, sex, or status as disabled or Vietnam era Veteran, or the presence of a disability. This organization does and will abide by all government regulations relating to equal opportunity and non-discriminatory practices.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1.

A Board of Directors, also called the Board, shall manage the CHAPTER's affairs under such rules as the Board may determine, subject to the specific conditions of this Constitution and Bylaws.

SECTION 2.

The Board shall consist of the President, the Vice-President, Treasurer, Secretary, the recent Past President, and at least two (2) At-Large Directors. The Vice-President is also the President-Elect, see Article VI. The specific number of directors for the next election period may be modified by a vote of the Board to accommodate changing needs of the organization.

SECTION 3.

The make up of the Board may be adjusted from time to time by a 2/3 vote of the CHAPTER membership.

SECTION 4.

Board meetings shall be held as provided in the Bylaws.

SECTION 5

The Board shall serve as the authority for approving the CHAPTER's operating budgets.

SECTION 6.

The Board shall take the necessary actions to provide the day-to-day operations and management of the CHAPTER. Under this responsibility, the Board may, at its option, approve of either appointing an administrative staff or contracting the administrative work.

ARTICLE VI – OFFICERS

SECTION 1.

The President shall have general supervision of the CHAPTER affairs. The President shall preside at CHAPTER meetings and at Board meetings. The President shall represent the CHAPTER with INCOSE.

SECTION 2.

The Vice-President/President-Elect shall assist the President and shall assume the duties of the president when the President cannot perform these duties. The President-Elect shall succeed to the position of the President upon completion of their terms of office or if the President resigns.

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. The Treasurer shall make an annual report on the financial affairs of the CHAPTER to the CHAPTER membership.

SECTION 4.

The Secretary shall prepare minutes of all meetings of the CHAPTER and the Board and shall keep all permanent records. Permanent records can include the Constitution and Bylaws, membership rolls, meeting summaries, important correspondence, and records of special distinction. The Secretary shall prepare correspondence and reports as required by the President and the Board to communicate with INCOSE or to the CHAPTER membership. The President shall endorse all communication to INCOSE.

SECTION 5.

The Bylaws define the terms of office.

ARTICLE VII – MANNER OF ELECTION

The Bylaws specify the election procedures for the officers and Board members.

ARTICLE VIII - FINANCES

SECTION 1.

The fiscal year of the CHAPTER shall be from May 1 to April 30, to match the fiscal year of INCOSE.

SECTION 2.

The President, assisted by the Vice-President, Secretary, and Treasurer, shall prepare a proposed budget based upon expected receipts and projected expenditures and then present it to the Board for approval.

ARTICLE IX - BYLAWS

SECTION 1.

The Board shall not make Bylaws in conflict with the CHAPTER Constitution or the INCOSE Constitution and Bylaws.

SECTION 2.

The Board may amend Bylaws by the method approved in the Bylaws.

ARTICLE X - AMENDMENTS TO THE CONSTITUTION

SECTION 1.

Amendments to this Constitution may be proposed through a Constitutional and Bylaws committee established by the President, by the majority of the Board, or by written petition of at least 15 percent of the active members of the CHAPTER.

SECTION 2.

Either the Constitutional and 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.

SECTION 4.

A Constitutional and Bylaws Committee shall review and update this Constitution every four years after the date the CHAPTER is chartered by INCOSE. The Board will appoint the members of the committee and provide guidelines for this planned upgrade to the Constitutional.

ARTICLE XI - DISSOLUTION

The CHAPTER shall use its funds only to carry out the objectives and purpose specified in this Constitution and Bylaws and no part of its funds shall be distributed to the members of the CHAPTER. Upon dissolution of the CHAPTER, the net assets remaining, after payment of all debts, shall revert to INCOSE within ninety (90) days of dissolution. The assets will be used for charitable and educational purposes as described in Section 501©(3) of the U.S. Internal Revenue Code as it now exists or as amended. This clause supersedes any other clauses about CHAPTER dissolution.

ARTICLE XII- AUTHORITY

SECTION 1.

The CHAPTER is not organized for personal financial gain, nor shall it have any power to issue stock certificates or pay dividends. No authority exists at any point for subjecting others for private benefit.

SECTION 2.

The CHAPTER has the authority to create and cancel sponsorship arrangements with other organizations interested in supporting the Central Virginia Chapter of INCOSE as specified in the Bylaws.