

# **CONSTITUTION of the Los Angeles Chapter Of the International Council on Systems Engineering**

## **ARTICLE I - NAME**

The name of this organization shall be the Los Angeles Chapter of the International Council on Systems Engineering, hereinafter designated as the CHAPTER. The CHAPTER shall maintain an affiliation with the International Council on Systems Engineering, hereinafter referred to as INCOSE.

## **ARTICLE II - PURPOSE**

The purpose of the CHAPTER is to foster the definition, understanding, and practice of world class systems engineering in industry, academia, and government. It is also intended to provide a forum for the dissemination of systems engineering concepts and ideas for the community of system engineering professionals of the Greater Los Angeles area.

## **ARTICLE III - OBJECTIVES**

The CHAPTER provides a regional forum for achieving CHAPTER and INCOSE objectives. The CHAPTER, through its involvement with INCOSE, will:

- Provide a focal point for dissemination of systems engineering knowledge.
- Promote collaboration in systems engineering practice, education, and research.
- Assure the existence of professional standards for integrity in the practice of systems engineering.
- Improve the professional status of all persons engaged in the practice of systems engineering.
- Encourage governmental and industrial support for research and education programs that will improve systems engineering processes and practices.

## **ARTICLE IV - MEMBERSHIP**

ARTICLE IV, SECTION 1. The membership of the CHAPTER consists of individuals and organizations whose interests are consistent with the objectives defined in Article III and who meet the requirements for membership. CHAPTER members shall also be members of INCOSE.

ARTICLE IV, SECTION 2. Any member of INCOSE, in good standing as defined by the policies and by-laws of INCOSE of the Greater Los Angeles area, shall be counted as a member of the CHAPTER, if he/she so chooses to join the CHAPTER or if so designated by INCOSE.

ARTICLE IV, SECTION 3. The CHAPTER supports the principles of equality, equal opportunity, and equal treatment under the law. The CHAPTER is open to all persons, regardless of race, creed, color, national origin, or any other arbitrary classification. The CHAPTER does and will abide by all government regulations relating to equal opportunity and nondiscriminatory practices.

ARTICLE IV, SECTION 4. Membership may be terminated for non-payment of dues. Membership may also be terminated for conduct that can cause detriment to INCOSE or the CHAPTER, for conduct that can adversely affect the reputation of INCOSE or the

CHAPTER, or for conduct which is contrary to or destructive of the objectives of INCOSE or the CHAPTER.

## **ARTICLE V - BOARD OF DIRECTORS**

ARTICLE V, SECTION 1. The CHAPTER shall establish a Board of Directors, hereinafter referred to as the Board, to set CHAPTER goals and direction. Only a CHAPTER individual member may be a Director.

ARTICLE V, SECTION 2. The Board is chaired by the CHAPTER President. The Board shall consist of the CHAPTER officers and five At-large Directors who are the chairman of the five standing committees, (Article VI). The Board directs the operation and management of the CHAPTER. The CHAPTER shall strive to provide Board representation of Academia, Industry, and Government.

ARTICLE V, SECTION 3. The Board meets bimonthly as a minimum and at such other times as the Board may choose.

ARTICLE V, SECTION 4. At-large Directors serve Board terms of two years, taking office on the first Board meeting of the year immediately following the elections. At-large Director terms shall be staggered, such that half the At-large Directors will be elected each year.

## **ARTICLE VI - COMMITTEES**

The standing Committees of the CHAPTER are the:

- Programs Committee
- Communications Committee
- Membership Committee
- Ways and Means Committee
- Systems Engineering Education Committee.

At-large Directors serve ex officio as Committee Chairpersons. Only CHAPTER individual members may be Committee members. Committee members are selected through open solicitations for volunteers via the Communications Committee. In the event of insufficient volunteers, the Committee Chairperson may select members. Committee membership is subject to approval by the Board.

ARTICLE VI, SECTION 1. The Programs Committee chairperson is responsible for organizing a Programs Committee, conducting committee meetings, overseeing all Programs Committee activities, and reporting committee activities to the Board. The Programs Committee is responsible for planning CHAPTER meetings to include establishing meeting locations, finding speakers, and setting up any amenities. The Programs Committee will meet quarterly as a minimum.

ARTICLE VI, SECTION 2. The Communications Committee chairperson is responsible for organizing a Communications Committee, conducting committee meetings, overseeing all Communications Committee activities, and reporting on committee activities to the Board. The Communications Committee is responsible for the dissemination of information among CHAPTER members, publicizing the events and activities of the CHAPTER, publicizing open committee slots, and disseminating election material. The Communications Committee will meet quarterly as a minimum.

ARTICLE VI, SECTION 3. The Membership Committee chairperson is responsible for organizing the Membership Committee, conducting committee meetings, overseeing all

Membership Committee activities, and reporting on committee activities to the Board. The Membership Committee is responsible for developing and implementing methods to expand the membership of the CHAPTER. This includes, but is not limited to, invitations to potential new members, follow-up to convert interest to membership, and retention of existing members. The Membership Committee will meet quarterly as a minimum.

ARTICLE VI, SECTION 4. The Ways and Means Committee chairperson is responsible for organizing a Ways and Means Committee, conducting committee meetings, overseeing all Ways and Means Committee activities, and reporting on committee activities to the Board. The Ways and Means Committee is responsible for the constitution, bylaws, incorporation papers (if required), and long range planning and guidance of the CHAPTER. The Ways and Means Committee will meet quarterly as a minimum. The Ways and Means Committee shall also be responsible for the long range financial planning for the CHAPTER. This function includes preparing the budget for the following fiscal year, and investment oversight of CHAPTER assets, subject to IRS regulations regarding nonprofit organizations. The Vice-President and the Treasurer are members of the Ways and Means Committee.

ARTICLE VI, SECTION 5. The Systems Engineering Education Committee chairperson is responsible for organizing a Systems Engineering Education Committee, conducting committee meetings, overseeing all Systems Engineering Education Committee activities, and reporting on committee activities to the Board. The Systems Engineering Education Committee is responsible for developing and implementing methods to identify and resolve issues concerning the training and education of systems engineers. The Systems Engineering Education Committee will meet quarterly as a minimum and provide CHAPTER representation at the appropriate national working group meetings and activities.

ARTICLE VI, SECTION 6. The Nominations and Elections Committee is a non-standing committee that is constituted annually. It is chaired by the Immediate Past President. The Nominations and Elections Committee is responsible for soliciting nominations for Officers and Directors, for notifying CHAPTER members of pending elections, for administering the election process, and for verifying and announcing election results.

ARTICLE VI, SECTION 7. Ad hoc committees may be established by the Board or standing committees as the need arises. Each ad-hoc committee reports to the Board or the committee that chartered it. The Board or standing committee shall define the need, scope, powers, duties and governing rules for the ad-hoc committee.

ARTICLE VI, SECTION 8. Each standing committee chairperson shall coordinate their efforts with the corresponding INCOSE committee chairperson.

## **ARTICLE VII - OFFICERS**

ARTICLE VII, SECTION 1. The officers of the CHAPTER are the President, Vice President, Immediate Past President, Secretary, and Treasurer. Only CHAPTER individual members may be Officers.

ARTICLE VII, SECTION 2. The President is the Chief Executive Officer of the CHAPTER providing general supervision of CHAPTER affairs. The President presides at CHAPTER meetings and Board meetings. The President is the chairperson of the Board of Directors. The President is a member of the Board and an ex officio member of all committees except the Nominations and Election Committee. The President is responsible for ensuring Board representation at INCOSE annual meetings.

ARTICLE VII, SECTION 3. The Vice President assists the President and assumes the duties of the President when the President is unable to perform his or her aforementioned duties. The Vice President succeeds to the position of the President, if the President vacates his

or her position prior to the completion of the President's term of office. The Vice President is a member of the Ways and Means Committee and a member of the Board.

ARTICLE VII, SECTION 4. The Immediate Past President serves the President in a consultative capacity. The Immediate Past President is the Nominations and Elections Committee Chair, the CHAPTER historian, and a member of the Board. As the historian, the Immediate Past President is responsible for documenting the accomplishments and key events that occurred during the immediate past term. In the event that both the President and the Vice President positions become vacant, the Immediate Past President serves as Interim President until election of a new President.

ARTICLE VII, SECTION 5. The Secretary prepares minutes of all meetings of the CHAPTER and maintains all records not especially assigned to others. The Secretary maintains the list of current membership. The Secretary provides communication between the Board and INCOSE. The Secretary is also responsible for providing communications from the Board or the committees to the Communications Committee. The Secretary is a member of the Board.

ARTICLE VII, SECTION 6. The Treasurer is responsible for the financial affairs of the CHAPTER. The Treasurer receives all funds paid to the CHAPTER and makes payment of all bills incurred by the CHAPTER as approved by the Board. The Treasurer makes a written annual report of the financial affairs of the CHAPTER available to all members. He/She also provides a current financial statement at each Board meeting. The Treasurer shall provide appropriate financial reports to the Treasurer of INCOSE. The Treasurer is a member of the Ways and Means Committee and a member of the Board.

ARTICLE VII, SECTION 7. Officer terms are one year, taking office on the first Board meeting of the year immediately following the elections. The number of terms, consecutive or otherwise, is not to be limited except as provided for in the CHAPTER nominations and elections process.

ARTICLE VII, SECTION 8. In the event that the Vice President, Secretary or Treasurer vacates his or her position prior to the completion of his or her term, the Board shall appoint a Director At-large to fill that position. In the event that both the President and the Vice President vacates their position, the Immediate Past President shall serve as Interim President and new elections shall be held within 60 days of the time that the President vacated his or her position. If the Past President position is also vacant, then the Board shall appoint a Director At-large to serve as Interim President and new elections shall be held within 60 days of the time that the President vacated his or her position. The new President's and new Vice President's terms shall begin no later than two (2) weeks after the election.

## **ARTICLE VIII - MANNER OF ELECTION**

Officers and Board members are elected as specified in the Bylaws.

## **ARTICLE IX - FINANCES**

ARTICLE IX, SECTION 1. The fiscal year and the calendar year of the CHAPTER is from January 1 to December 31, inclusive.

ARTICLE IX, SECTION 2. A budget of estimated expenditures and receipts shall be established for each fiscal year. The budget must be accepted by the majority of the CHAPTER individual membership present at a CHAPTER meeting. Debts shall not be incurred by the CHAPTER beyond available funds.

ARTICLE IX, SECTION 3. Chapter members may receive such reimbursement of pre-approved expenses as may be determined by the board of directors.

#### **ARTICLE X - BYLAWS**

ARTICLE X, SECTION 1. The CHAPTER may enact by vote such Bylaws as may be required to implement the provisions of the Constitution. Bylaws will not be instituted which are in conflict with the CHAPTER Constitution or the INCOSE Constitution and Bylaws.

ARTICLE X, SECTION 2. The Bylaws may be amended in the manner provided in the Bylaws.

#### **ARTICLE XI - AMENDMENTS TO THE CONSTITUTION**

ARTICLE XI, SECTION 1. Amendments to this Constitution may be proposed by the Ways and Means Committee, by the Board, or by written petition of at least 15% of the active individual members of the CHAPTER.

ARTICLE XI, SECTION 2. Proposed amendments shall be considered by the Ways and Means Committee and the Board which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted to the entire membership for review at least thirty (30) days prior to the membership voting for approval or disapproval.

ARTICLE XI, SECTION 3. Approval of Amendments requires a two-thirds affirmative vote by the voting membership of the CHAPTER present at the time the vote is taken.

ARTICLE XI, SECTION 4. An initial review and update to both this Constitution and the Bylaws shall be completed within four years after the CHAPTER date of incorporation. The Ways and Means Committee will provide guidance for the planned review of the Constitution and Bylaws.

#### **ARTICLE XII - DISSOLUTION**

The CHAPTER shall use its funds only to accomplish the objective and purposes specified in this Constitution and Bylaws. No part of its funds or assets shall inure to or be distributed to the members or officers of the CHAPTER. On dissolution of the CHAPTER, the net assets remaining after payment of all debts shall revert to INCOSE within ninety (90) 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.

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