

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the Liberty 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.

ARTICLE III - OBJECTIVES

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

1. Provide a focal point for dissemination of systems engineering knowledge.
2. Promote collaboration in systems engineering practice, education, and research.
3. Assure the existence of professional standards for integrity in the practice of systems engineering.
4. Improve the professional status of all persons engaged in the practice of systems engineering.
5. 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, 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 six At-large Directors. 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, the Communications Committee, the Membership Committee, the Ways and Means Committee, the Systems Engineering Practices Committee, and the Systems Engineering Development 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 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 Communications 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 to the CHAPTER. 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. The Ways and Means Committee will meet quarterly as a minimum.

ARTICLE VI, SECTION 5.

The Systems Engineering Practices Committee chairperson is responsible for organizing a Systems Engineering Practices Committee, conducting committee meetings, overseeing all Systems Engineering Practices Committee activities, and reporting on committee activities to the Board. The Systems Engineering Practices Committee is responsible for developing and implementing methods to identify and resolve issues concerning systems engineering practices. The Systems Engineering Practices Committee is also responsible for compiling a data base of technical data on systems engineering and making the information available to CHAPTER members. The Systems Engineering Practices 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 Systems Engineering Development Committee chairperson is responsible for organizing a Systems Engineering Development Committee, conducting committee meetings, overseeing all Systems Engineering Development Committee activities, and reporting on committee activities to the Board. The Systems Engineering Development Committee is responsible for developing and implementing methods to identify and resolve issues concerning the training and education of systems engineers. The Systems Engineering Development Committee will meet quarterly as a minimum and provide CHAPTER representation at the appropriate national working group meetings and activities.

ARTICLE VI, SECTION 7.

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 8.

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 9.

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 Elections 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 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 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 (Bylaw V).

ARTICLE IX - FINANCES

ARTICLE IX, SECTION 1.

The fiscal year of the CHAPTER is from May 1 to April 30, inclusive. The calendar year is January 1 to December 31.

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.

Board members, officers, committee chairs, and members of committees shall not receive compensation in any form for services rendered.

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.

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 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.

BYLAWS

BYLAW I - ACTIVITIES

BYLAW I, SECTION 1.

The CHAPTER encourages member participation in committees, working groups, and forums formed to identify and resolve systems engineering issues of local and national interest.

BYLAW I, SECTION 2.

The CHAPTER encourages conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.

BYLAW I, SECTION 3.

The CHAPTER provides its members with a membership listing and will initiate newsletters, bulletins, technical journals, and electronic bulletin boards, when feasible, to improve the dissemination of the systems engineering knowledge base.

BYLAW II - MEMBERSHIP

BYLAW II, SECTION 1.

The CHAPTER is open to individuals, institutions, and organizations which share a common commitment to the enhancement of systems engineering practice and knowledge. Applications for all membership classes are reviewed for eligibility by the Membership Committee and provided to the Board for election to membership by majority vote of the Board. CHAPTER membership is conditional upon acceptance as an INCOSE member. Membership in the CHAPTER is effective the date of receipt of the INCOSE established dues or the date of Board approval, whichever occurs later.

BYLAW II, SECTION 2.

Individual and student membership dues provide membership to both INCOSE and CHAPTER.

BYLAW II, SECTION 3.

Membership in the CHAPTER and the obligation for dues continue from year to year, unless the member's resignation, signed by the member, is received by the CHAPTER Membership chairperson, prior to the end of the membership year for which dues have been paid. Each member's membership year begins with the month the dues are paid to INCOSE. Any member not in arrears for dues is considered to be in good standing. Any member in arrears for dues for three months shall cease to be a member of the CHAPTER.

BYLAW II, SECTION 4.

A member whose resignation was received or who has been dropped from INCOSE or the CHAPTER due to non-payment of dues may be reinstated as an active member by the Board upon the member's request for reinstatement and payment of the dues for one year.

BYLAW II, SECTION 5.

Involuntary separation of a member from the CHAPTER for reasons other than non-payment of dues requires an affirmative two-third vote by the CHAPTER members present and voting at a

CHAPTER meeting. Notice of such a vote must be provided in writing to the Board and the CHAPTER membership at least thirty days prior to the meeting.

BYLAW III - CHAPTER MEETINGS

BYLAW III, SECTION 1.

Business meetings of the CHAPTER shall be quarterly as a minimum. The dates of these meetings and scheduling of any special meetings shall be the responsibility of the Board.

BYLAW III, SECTION 2.

All questions coming before the CHAPTER shall be decided by a majority of the votes cast, except as otherwise provided in the CHAPTER Constitution and Bylaws. For any vote of the CHAPTER members, a valid quorum shall be 25% of the eligible individual membership.

BYLAW III, SECTION 3.

Unless otherwise specified in this Constitution and Bylaws, vocal or “show-of-hands” voting shall be used in meetings. Ballots shall be used when voting to amend the Constitution and Bylaws, when voting for Officers and Directors At-large, and when recommended by the Board in voting on CHAPTER matters.

BYLAW III, SECTION 4.

Each individual member in good standing may participate in the discussions or proceedings of any of the regular, annual, or special CHAPTER meetings, and may vote on all questions and in all elections in such meetings.

BYLAW III, SECTION 5.

Each individual member in good standing, present at any of the regular, annual, or special CHAPTER meetings shall be entitled to one vote on all questions submitted to the membership.

BYLAW III, SECTION 6.

Robert’s Rules of Order, where applicable, shall determine the conduct of business in all meetings of the CHAPTER, its governing body and committees, except when inconsistent with the CHAPTER Constitution and Bylaws.

BYLAW IV - BOARD OF DIRECTORS

BYLAW IV, SECTION 1.

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

BYLAW IV, SECTION 2.

All meetings of the Board shall be conducted according to Robert’s Rules of Order, Revised, except where there is a conflict with the CHAPTER Constitution and Bylaws.

BYLAW IV, SECTION 3.

At meetings of the Board a quorum shall consist of a simple majority of the total Board. The President (Vice President in the absence of the President or Immediate Past President in the absence of both the President and the Vice President) must be presiding at Board meetings at which a quorum is required.

BYLAW IV, SECTION 4.

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

BYLAW V - NOMINATIONS AND ELECTIONS

BYLAW V, SECTION 1.

Nominations for Officers and Directors and the election process is the responsibility of the Nominations and Elections Committee. If the Immediate Past President position is vacant, the Nominations and Elections Committee chairperson shall be selected by the Board. The Nominations and Elections Committee members shall be recommended by the committee chairperson and approved by the Board at least ninety (90) days prior to the election.

BYLAW V, SECTION 2.

The Nominations and Elections Committee shall prepare and validate a slate of candidates for open offices. The slate shall be presented to the membership at least thirty (30) days before the beginning of the calendar year. The slate of candidates will include all Officers except the Immediate Past President, whose position is filled automatically. At-large Directors shall be elected to specific committee chairs, with three At-large Directors elected each year. No candidate may be presented for more than one office.

BYLAW V, SECTION 3.

The Officers (except Immediate Past President) and At-large Directors shall be elected by receiving the largest number of the votes cast by the CHAPTER individual members during the balloting period. When a new President is installed, the President being replaced becomes the Immediate Past President. He/she remains Immediate Past President until replaced by the newly installed President.

BYLAW V, SECTION 4.

Newly elected officers and directors will be introduced and installed at the first meeting of the CHAPTER calendar year for which the officers were elected.

BYLAW V, SECTION 5.

Officer or Director vacancies will be filled by the President, with the approval of the Board, to serve out the remaining term of office. Immediate Past President vacancies shall not be filled.

BYLAW V, SECTION 6.

Officers initially elected shall serve until the end of the first calendar year. Three At-large Directors (chairing the Communications, Systems Engineering Practices, and Systems Engineering Development Committees) initially elected shall serve until the end of the first calendar year. The remaining At-large Directors (chairing the Programs, Membership, and Ways and Means Committees) initially elected shall serve until the end of the second calendar year.

BYLAW VI - FINANCES

BYLAW VI, SECTION 1.

The Liberty Chapter of the International Council on Systems Engineering (INCOSE) shall operate as a local chapter of INCOSE under IRS regulation Section 501 (c). The Liberty Chapter shall abide by INCOSE's Articles of Incorporation, Constitution and Bylaws and written Operating Procedures, as they pertain to INCOSE's local chapters.

BYLAW VI, SECTION 2.

The Board is responsible for ensuring adherence to the annual budget. The annual budget shall be prepared by the Treasurer and reviewed by the Board. The proposed annual budget shall be presented to the CHAPTER for approval at least thirty days before the beginning of the fiscal year.

BYLAW VI, SECTION 3.

The Treasurer is authorized and empowered on behalf of the CHAPTER 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, re-invest, and manage the same and to apply said property and the income arising therefrom to the objective of the CHAPTER. The Treasurer shall also have the power to allocate available funds for the purposes of carrying out the objectives of the CHAPTER. Security of all income to the CHAPTER shall be the responsibility of the Treasurer. Preparation of the CHAPTER annual budget shall be the responsibility of the Treasurer.

BYLAW VI, SECTION 4.

All instruments of the payment of money in an amount of less than or equal to one thousand dollars (\$1000.00) by the CHAPTER shall be drawn in the name of the CHAPTER and signed by the Treasurer. All instruments of the payment of money in excess of one thousand dollars (\$1000.00) by the CHAPTER shall be drawn in the name of the CHAPTER, signed by the Treasurer, and countersigned by the President, Vice President, or Secretary of the CHAPTER.

BYLAW VII - AMENDMENTS TO THE BYLAWS

These Bylaws may be modified, altered, or amended at any meeting of the CHAPTER for which quorum is met, by the affirmative vote of two-thirds of the members present and voting, but not at any special meeting, unless notice of such intention has been included in the notice of such special meeting. Amendments must be provided in writing to the Ways and Means Committee, to the Board, and to all other members of the CHAPTER at least thirty days prior to the meeting at which a vote is to be taken upon the amendment.