

February 16, 2004

**INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING
TRI-CITIES CHAPTER
BYLAWS**

BYLAW I - NAME

The name of this organization shall be the Tri-Cities Chapter of the International Council on Systems Engineering herein designated as the Chapter. The Chapter shall maintain its charter with the International Council on Systems Engineering hereafter referred to as INCOSE, as provided for by Article V, Section 4 of INCOSE Bylaws.

BYLAW 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.

BYLAW III - OBJECTIVES

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

1. Improve the professional status of all persons engaged in the practice of systems engineering;
2. Encourage governmental and industrial support for research and educational programs that will improve the systems engineering process and its practice;
3. Promote collaboration in systems engineering education and research;
4. Assure the establishment of professional standards for integrity in the practice of systems engineering; and,
5. Promote Chapter activities with industry, government and academia within the geographical area of the Chapter.

BYLAW IV - ACTIVITIES

(a) The Chapter shall encourage conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.

(b) The Chapter may initiate newsletters, bulletins, technical publications, and electronic bulletin boards, when feasible, to improve the dissemination of systems engineering knowledge.

(c) The Chapter may take actions to increase research and educational activities that enhance the practice of systems engineering.

BYLAW V - MEMBERSHIP

(a) Any member who is accepted by INCOSE may elect to be a member of the Chapter.

(b) The Chapter shall follow the membership policies of Article 1 of the INCOSE Bylaws.

BYLAW VI - MEETINGS

(a) Program meetings or other membership meetings shall be held at least quarterly.

(b) The organization of the Chapter membership business meetings and program meetings shall be the responsibility of the Program Committee.

(c) At any meeting of the Chapter, the order of business shall be in accordance with an agenda distributed in advance.

(d) Special meetings can be scheduled by the Program Committee or the Board of Directors.

(e) The Program committee may assess a registration fee for special meetings.

(f) The Board of Directors shall hold meetings at least twice a year.

(g) At meetings of the Board of Directors a quorum shall consist of a simple majority of the total Board of Directors.

BYLAW VII - BOARD OF DIRECTORS

(a) The affairs of the Chapter shall be managed by the Board of Directors, herein designated the Board, under such rules as the Board may determine, subject to the specific conditions of these Bylaws.

(b) The Board shall consist of the President, Vice President/President-Elect, Treasurer, Secretary, immediate Past President and directors at large to be elected by membership of the Chapter as specified in these Bylaws.

(c) The make up of the Board may be adjusted from time-to-time by a majority vote of the Chapter membership, provided the total membership of the Board shall not be less than seven (7) nor more than thirteen (13).

(d) The Board of Directors shall take the necessary actions to provide the day-to-day operations

and management of the Chapter. Under this responsibility the Board of Directors may, at its option approve appointment of an administrative staff or approve contracting the administrative function.

(e) The President shall have general supervision of Chapter affairs. The President shall preside at Chapter conferences and at meetings of the Board. The President shall represent the Chapter with INCOSE. The President shall draft an annual operating plan for the Chapter. This plan is to be presented to the Board of Directors no later than the first general meeting of each year.

(f) The Vice President/President-Elect shall assist the President and shall assume the duties of the President when the President is unable to perform these duties. The Vice President/President-Elect shall succeed to the position of the President upon completion of his/her term of office or if the President resigns.

(g) 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 draft an annual operating budget for the Chapter for review by the Board no later than the first general meeting of the year. The Treasurer shall make an annual report on the financial affairs of the Chapter.

(e) The Secretary shall prepare minutes of all meetings of the Chapter and the Board of Directors and maintain all permanent records. The Secretary shall provide communication between the Board, INCOSE, and the Chapter membership.

(h) The Board shall approve Chapter operating budgets.

BYLAWS VIII - COMMITTEES

The Board may establish committees in line with INCOSE technical committees, and such committees as Nomination, Membership, Program, Bylaws, and Audit.

BYLAWS IX - GOVERNMENT

(a) General policies of the Chapter shall be controlled by the Board through its powers to initiate changes in these Bylaws, to establish budget policies, and to review the reports of the officers.

(b) 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 these Bylaws.

(c) All questions coming before the Chapter, its governing body and committees, shall be decided by a majority of the votes cast, except as otherwise provided in these Bylaws.

(d) Chapter Membership lists shall only be used for Chapter business, or as otherwise approved by the Board.

(e) Ballots shall be used only when recommended by the board in voting on Chapter matters. The board may elect to use hardcopy ballots or electronic voting. Unless otherwise specified in these Bylaws, vocal or “show-of-hands” voting shall be used in meetings.

(f) 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.

(g) Each member shall be entitled to one (1) vote on all questions submitted to the membership for approval.

(h) Robert’s Rules of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the Chapter, its governing body and committees, except when inconsistent with these Bylaws.

BYLAWS X - NOMINATIONS AND ELECTIONS

(a) Nominations for officers and directors, and the election process is the responsibility of a nominations and elections committee. The nomination and election committee members and chairman are recommended by the President and approved by the Board. The nomination and election committee will prepare and validate a slate of candidates for open offices. Elections will be held prior to the summer break such that newly elected officers and directors will be introduced and installed at the last chapter meeting prior to the break.

(b) The officers and the directors shall be elected by a majority of individual members of the Chapter voting.

(c) Terms of office shall be one (1) year for President, Vice President/President-Elect and secretary and two (2) years (staggered) for the Treasurer, and the Directors.

(d) All Officers and Directors shall be members of INCOSE and the Chapter.

BYLAWS XI - VACANCIES

Vacancies will be filled by nomination of the President and approval of the Board.

BYLAW XII - MANNER OF ELECTION

Officers and Board members shall be elected as specified in these Bylaws through the use of hardcopy ballots or electronic voting.

BYLAW XIII - FINANCES

- (a) The Chapter fiscal year shall always be consistent with the INCOSE fiscal year.
- (b) The Board of Directors shall approve and establish, for each fiscal year, an operating budget of estimated expenditures and receipts prepared by the Budget and Finance Committee. The Treasurer shall be a member of the Budget and Finance Committee. Both the President and the Treasurer shall have signature authority on any bank accounts and financial instruments held by the Chapter.
- (c) Members of committees and the Board of Directors shall not receive compensation in any form for services rendered. The Board of Directors may authorize disbursement for expenses incurred in the accomplishment of Chapter activities.

BYLAW XIV - AWARDS

The Board of Directors shall have the authority to establish awards to recognize individuals and organizations for their achievements in the practice of systems engineering or for their contributions to the Chapter. The qualifications and requirements for such awards, and any associated privilege that may come with such recognition shall be established by the Board of Directors.

BYLAW XV - AMENDMENTS TO THE BYLAWS

- (a) Amendments to these Bylaws may be proposed through a bylaws committee to be established by the President, by the majority of the Board, or by written petition of at least 15% of the members of the Chapter.
- (b) Proposed amendments shall be considered by the Ways and Means Committee or by the Board of Directors, which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted by either written or electronic voting to the entire membership for approval.
- (c) Approval of amendments shall be by either written or electronic voting by the active membership, and requires a 2/3 majority vote of the membership voting, given that a quorum is exceeded.
- (d) For amendment of these Bylaws, a quorum shall be defined as 20 percent of the membership.
- (e) Review and update to these Bylaws shall be completed every four years.

BYLAW XVI - DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and 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. This clause supersedes any previous clause regarding dissolution of the Chapter.