



BYLAWS OF THE INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING COLORADO FRONT RANGE CHAPTER

I. NAME

The name of this organization shall be the Colorado Front Range Chapter of the International Council on Systems Engineering (INCOSE), hereafter referred to as the INCOSE Colorado Front Range (CFR) CHAPTER. The INCOSE Colorado Front Range CHAPTER shall be an authorized local chapter of INCOSE, hereafter referred to as the COUNCIL, as provided for by Article V, Section 4, of the COUNCIL Bylaws.

II. PURPOSE

The purpose of the INCOSE Colorado Front Range Chapter is to foster the definition, understanding, and practice of world-class systems engineering in industry, academia, and government, within the state of Colorado, in the America's Sector of the COUNCIL.

III. OBJECTIVES

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

- Promote collaboration in systems engineering education and research;
- Assure the establishment of profession 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 educational programs that will improve the systems engineering process and its practice; and
- Promote CFR CHAPTER activities with industry, Government and academia within the geographic area of the CFR CHAPTER

IV. ACTIVITIES

- (a) The CHAPTER encourages conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events, as appropriate
- (b) The CHAPTER will provide its members with information via emails and website communications

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

V. MEMBERSHIP

SECTION 1

Any member who is accepted by the COUNCIL may elect to be a member of the INCOSE Colorado Front Range CHAPTER.

SECTION 2

The INCOSE Colorado Front Range CHAPTER shall follow the membership policies of Article 1 of the COUNCIL Bylaws.

VI. EXECUTIVE COMMITTEE/BOARD OF DIRECTORS

SECTION 1

The affairs of the INCOSE Colorado Front Range CHAPTER shall be managed by the Executive Committee (EXCOM) under such rules as the EXCOM may determine, subject to the specific conditions of the COUNCIL and these Bylaws.

SECTION 2

The EXCOM shall consist of the President, Vice-President (President Elect), immediate Past President, Treasurer, Secretary and other at-large Directors as determined by the Board. Other Directors include Communications Director, Technical Program Director, Membership Director, Webmaster, and Area Director(s). The specific number of directors for the next election period may be modified by a vote of the EXCOM to accommodate changing needs of the organization.

SECTION 3

The EXCOM shall take the necessary actions to provide the day-to-day operations and management of the INCOSE Colorado Front Range CHAPTER. Under this responsibility the EXCOM may, at its option, approve appointment of an administrative staff or approve contracting the administrative function.

VII. OFFICERS AND RESPONSIBILITIES

SECTION 1

The President shall have general supervision of the INCOSE Colorado Front Range CHAPTER affairs and execute the policies and programs of the CHAPTER. The

President shall preside at the INCOSE Colorado CHAPTER meetings and at meetings of the EXCOM. The President shall represent the INCOSE Colorado Front Range CHAPTER with the COUNCIL or designate someone to fulfill that responsibility.

SECTION 2

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 shall succeed to the position of the President if the President resigns, or upon completion of her/his term of office, if that was the original intention of becoming Vice President.

SECTION 3

The Treasurer shall be responsible for the financial affairs of the INCOSE Colorado Front Range CHAPTER. The Treasurer shall receive all funds paid to the INCOSE Colorado Front Range CHAPTER and shall approve payment of all bills incurred by the INCOSE Colorado Front Range CHAPTER, as approved by the EXCOM. The Treasurer shall maintain adequate financial records to make an annual report on the financial affairs of the INCOSE Colorado Front Range CHAPTER to the EXCOM and to the COUNCIL.

SECTION 4

The Secretary shall prepare minutes of all meetings of the INCOSE Colorado Front Range Chapter and the EXCOM and, as required, minutes of all meetings of the. The Secretary shall maintain all permanent, non-financial records of the INCOSE Colorado Front Range Chapter in a central location, accessible by the EXCOM, on INCOSE Connect. The Secretary shall prepare the annual Chapter Circle Award nomination package at the direction of the President.

SECTION 5

The Officers and Directors of the INCOSE Colorado Front Range CHAPTER shall serve terms of office as defined in the Bylaws.

VIII. DIRECTORS

SECTION 1

The Communications Director shall be responsible for electronic communication notices (e.g., email) to members. The Communications Director shall assist the EXCOM in providing communication between the EXCOM, the INCOSE Colorado Front Range CHAPTER membership, and the COUNCIL.

SECTION 2

The Technical Program Director shall be responsible for technical programs of the chapter. The Technical Program Director shall be responsible for the content planning for technical meetings, conferences, workshops, seminars, and courses. The Technical Program Director shall be responsible for planning the overall strategy for systems engineering education and professional development. The Technical Program Director shall be the Chairperson of the Program Committee.

SECTION 3

The Membership Director shall be responsible for membership-related matters of the INCOSE Colorado Front Range CHAPTER. The Membership Director will endeavor to sustain and to increase the membership of the Chapter. The Membership Director shall be responsible for maintaining a roster of current members of the INCOSE Colorado Front Range CHAPTER, based upon the membership roster available from the COUNCIL. The Membership Director shall be responsible for communications with prospective members and with lapsed members.

SECTION 4

The Webmaster shall be responsible for developing and maintaining the Chapter website.

SECTION 5

The Area Directors shall be responsible for supporting the Technical Program Director in implementing the technical program. An Area Director shall be responsible for meeting logistics in his or her geographical area of responsibility, including meeting location and presentation equipment.

SECTION 6

The number of Area Directors shall be decided by the EXCOM. As a goal, there shall be a Denver Area Director, a Colorado Springs Area Director, and a Boulder Area Director.

SECTION 7

The Officers and EXCOM members of the INCOSE Colorado Front Range Chapter shall serve terms of office as defined in Article IX.

IX. GOVERNMENT

SECTION 1

All questions coming before the INCOSE Colorado Front Range CHAPTER, its governing body and committees, shall be decided by a simple majority (greater than 50 percent) of the votes cast, except as otherwise provided in these Bylaws. All EXCOM members are voting members. Electronic approvals, via email, are acceptable and should be archived for future reference.

SECTION 2

Ballots shall be used when recommended by the EXCOM in voting on INCOSE Colorado Front Range CHAPTER matters, with a specified time limit. Unless otherwise specified in these Bylaws, vocal or “show-of-hands” voting shall be used in physical meetings.

SECTION 3

All members not in arrears for dues, and otherwise in good standing, may vote on all matters in membership meetings. No votes by proxy shall be permitted.

SECTION 4

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

SECTION 5

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

X. NOMINATIONS AND ELECTIONS

SECTION 1

Nominations for Officers and the election process are the responsibility of the Nominations and Elections Committee. Nominations for Officers and Directors for the following term shall be received by the Nomination and Election Committee at least 15 days before dissemination of ballots. The Nomination and Elections Committee shall prepare and validate a slate of candidates for open offices and shall be responsible for disseminating ballots to all members, in coordination with the

Communications Director As a goal, balloting will be completed no later than 30 calendar days prior to the start of the program year, by e-mail, with results available within 15 calendar days after balloting ends.

SECTION 2

Officers shall be elected by a majority (greater than 50 percent) of the current INCOSE Colorado Front Range CHAPTER members casting votes before balloting ends.

SECTION 3

The Officers shall serve for one year, the term of office to begin at the first CHAPTER meeting held after 1 January.

SECTION 4

Balloting shall be conducted via electronic voting means (email or electronic ballot tool).

XI. VACANCIES

Unscheduled vacancies will be filled by individuals who are nominated by the President and approved by the EXCOM. They shall serve until the next election, at which time they shall be submitted to the CHAPTER membership for voting.

XII. MEETINGS

SECTION 1

Regular meetings.

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

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

(c) Meetings of committees and subcommittees shall be the responsibility of the respective committee and subcommittee chair and members.

(d) At any meeting of the CHAPTER, the order of business shall be in accordance with an agenda distributed in advance or by membership consensus.

SECTION 2

Special meetings.

(a) Special meetings can be scheduled by the EXCOM.

(b) Each attendee at a special meeting may be assessed a fee to cover meeting expenses, as determined by the EXCOM. The EXCOM shall provide advance notice of any such fees.

SECTION 3.

EXCOM meetings.

(a) The EXCOM shall hold meetings at least twice a year, preferably quarterly.

(b) At meetings of the EXCOM, a quorum shall consist of a simple majority (greater than 50 percent) of the elected members of the EXCOM.

XIII. COMMITTEES

SECTION 1

Committees may be established by the EXCOM as deemed in the best interest of the INCOSE Colorado Front Range CHAPTER. Examples of committees are Program Committee, Budget and Finance Committee, and Nominations and Election Committee. In the absence of a committee, the responsibilities of a committee shall be solely assumed by the following officer, or another person designated by the EXCOM, for the duration of the program year:

Technical Program Director	Program Committee
Treasurer	Budget and Finance Committee
President	Nominations and Election Committee

The officers identified above may designate a current member of the chapter to fulfill the committee responsibilities in their place, subject to approval by the EXCOM.

SECTION 2

The EXCOM may also establish ad hoc committees, such as a Bylaws Committee, as needed.

SECTION 3

Committees shall be reviewed annually relative to their objectives and effectiveness.

SECTION 4

Chairs of committees will be recommended by the President, or by the EXCOM if there is no President, and ratified by the EXCOM.

XIV. FINANCES

SECTION 1

The fiscal year of the Colorado Front Range CHAPTER shall match the fiscal year of the COUNCIL. The Treasurer shall provide financial information and reports to the COUNCIL in support of the COUNCIL's financial year.

SECTION 2

The EXCOM shall approve and establish, for each fiscal year, an operating budget of estimated expenditures and receipts. The EXCOM may designate another officer, in addition to the Treasurer, to have signature authority on any bank accounts and financial instruments held by the INCOSE Colorado Front Range CHAPTER.

SECTION 3

Members of committees, officers, the EXCOM, and appointed officials shall not receive compensation in any form for services rendered. The EXCOM may authorize disbursement for expenses incurred in the accomplishment of the INCOSE Colorado Front Range CHAPTER activities. The EXCOM is authorized to allocate funds for expenditure at EXCOM meetings in person, such as a working lunch or dinner, not to exceed \$25/member attending. The EXCOM shall take minutes at such meetings, including attendance, and provide receipts to the Treasurer.

SECTION 4

All income to the INCOSE Colorado Front Range Chapter collected by committees or subcommittees, chapter members, or members of the EXCOM, will be accounted for, given to the Treasurer, and audited by the Treasurer.

SECTION 5

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

SECTION 6

The EXCOM is authorized and empowered on behalf of the INCOSE Colorado Front Range 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, reinvest, and manage the same and to apply said property and the income arising therefrom to the objectives of the INCOSE Colorado Front Range CHAPTER. The EXCOM shall also have the power to allocate funds of the INCOSE Colorado Front Range CHAPTER for the purposes of carrying out the objectives of the INCOSE Colorado Front Range CHAPTER.

SECTION 7

The INCOSE Colorado Front Range Chapter shall use its funds only to accomplish the goals, objectives and purposes specified in these Bylaws, and no part of its funds shall inure to or be distributed to the members of the INCOSE Colorado Front Range CHAPTER. On dissolution of the INCOSE Colorado Front Range CHAPTER, the net assets remaining after payment of all debts shall revert to the COUNCIL within thirty (30) days of dissolution.

XV. AWARDS

The EXCOM 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 INCOSE Colorado Front Range CHAPTER. The qualifications and requirements for such awards, and any associated privileges that may come with such recognition, shall be established by the EXCOM.

XVI. AMENDMENTS TO THE BYLAWS

SECTION 1

Amendments to these Bylaws may be proposed through a Bylaws Committee established by the EXCOM, by a majority of the EXCOM, or by written petition of at least fifteen percent (15%) of the current members of the INCOSE Colorado Front Range CHAPTER.

SECTION 2

Proposed amendments shall be considered by a Bylaws Committee or by the EXCOM, which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted by electronic ballot (email) to the current membership for approval, 30 days in advance of the vote.

SECTION 3

Approval of amendments shall be by electronic ballot presented to current chapter members. Amendments require approval by a 2/3 majority vote by the membership voting, given that a quorum is exceeded.

SECTION 4

For amendment of these Bylaws, a quorum shall be defined as 15 percent of the membership.

SECTION 5

A review and update to these Bylaws shall be completed every four years by the EXCOM or by a Bylaws Committee established by the EXCOM.

Initial Release: prior to June 1997

Revision A: September 1999

Revision B: March 2005

Revision C: November 2006

Revision D: March 2010

Revision E: May 2014

Revision F: February 2019

(To be Completed) CERTIFICATE OF THE SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of International Council on Systems Engineering, Colorado Front Range Chapter, and that the above bylaws, consisting of 10 pages, have been approved by general vote of the Membership and adopted at a EXCOM meeting on MM/DD/YY.