

**BYLAWS OF THE
INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING
HAMPTON ROADS AREA CHAPTER**

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ARTICLE I - NAME

The name of this organization shall be the International Council on Systems Engineering (INCOSE) Hampton Roads Area Chapter herein designated as the CHAPTER. The CHAPTER shall be an authorized local chapter of the International Council on Systems Engineering, hereafter 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. Specifically, the CHAPTER will foster the professional growth of chapter members in systems engineering.

ARTICLE III – MEANS

The Means by which the Chapter will accomplish the Purpose are:

1. Provide educational and professional growth through regular programs on systems engineering topics.
2. Provide a focal point for fellowship and dissemination of systems engineering knowledge.
3. Provide focused systems engineering workshops to supplement government and industry training programs.
4. Promote collaboration in systems engineering education and research.
5. Support establishment of professional standards for integrity in the practice of systems engineering.
6. Support INCOSE’s technical committees.
7. Support Chapter members in their efforts to understand, apply, and represent systems engineering in their specific industry, academic, and/or government positions.
8. ***Support Chapter members financially, in their effort to participate and contribute to INCOSE sponsored projects and events, at venues outside of Hampton Roads Area.***

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ARTICLE IV - ACTIVITIES

SECTION 1.

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

SECTION 2.

The CHAPTER encourages wide dissemination of systems engineering knowledge and may communicate with members and others interested in systems engineering through the use of newsletters, homepages, and mail as appropriate.

SECTION 3.

The CHAPTER encourages increase in research and education to enhance the practice of systems engineering and may sponsor or co-sponsor such development as appropriate.

ARTICLE V - MEMBERSHIP

SECTION 1.

The President shall appoint a membership committee. This committee shall solicit applications for membership in the CHAPTER and INCOSE.

SECTION 2.

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

SECTION 3.

CHAPTER shall follow the membership policies of Article 1 of the INCOSE bylaws.

SECTION 4.

The CHAPTER is open to individuals that share a common commitment to the enhancement of systems engineering practice and knowledge.

SECTION 5.

The annual dues for INCOSE provide membership to both INCOSE and CHAPTER.

SECTION 6.

This organization supports the principles of equality and equal opportunity and equal treatment under the law; opposes discrimination in any form; is open to all persons, regardless of race, creed, color, national origin or any other arbitrary method of classification; and does and will abide by all governmental relations relating to equal opportunity and non-discriminatory practices.

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ARTICLE VI - BOARD OF DIRECTORS

SECTION 1.

The Board of Directors, hereafter referred to as the Board, shall manage the affairs of the CHAPTER under such rules as the Board may determine, subject to the specific conditions of these bylaws.

SECTION 2.

The Board shall consist of the following members:

- President
- Vice-President/President Elect
- Treasurer
- Secretary
- Past President (most recent)
- Webmaster
- Director at Large for Programs
- Director at Large for Membership
- Director at Large for University Liaison
- Director at Large for Publications
- Director at Large for Training and Education

The Board is to be elected by membership of the CHAPTER as specified in the bylaws. Directors At Large will be the Chairs of Committees formed to address matters in their respective areas. Chairs of other committees that may be formed from time to time will be Directors at Large for the duration of their committee. Committee Chairs also will serve on the Board as At-Large Directors (see ARTICLE XII).

SECTION 3.

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

SECTION 4.

Meeting of the Board shall be held as provided by the bylaws.

SECTION 5.

The Board shall approve CHAPTER 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 appointment of an administrative staff or approve contracting the administrative function.

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ARTICLE VII – OFFICERS AND DIRECTORS

SECTION 1.

The President shall have general supervision of CHAPTER affairs, be responsible for the overall functioning of the CHAPTER, assure that the Board is effective and achieves the CHAPTER vision, mission and objectives. The President shall preside at CHAPTER meetings and meetings of the Board. The President shall represent the CHAPTER with INCOSE.

SECTION 2.

The Vice-President/President Elect shall assist the President in all matters of administration of the CHAPTER, 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 her/his term 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 as approved by the Board. The Treasurer shall make an annual report on the financial affairs of the CHAPTER.

SECTION 4.

The Secretary shall prepare minutes of all meetings of the CHAPTER and the Board and shall maintain permanent records. The Secretary shall provide communication between the Board, INCOSE, and CHAPTER membership.

SECTION 5.

The most recent Past President shall advise the BOARD on matters of policy and procedure, and mentor the President to ensure a successful transition of responsibilities.

SECTION 6.

The Webmaster shall develop and manage a website for the CHAPTER to ensure accurate and current information is available to the membership and the general public, and to promote awareness of the CHAPTER's activities at the regional, national, and international levels.

SECTION 7.

The Director at Large for Programs shall develop and coordinate activities for the CHAPTER, generate the annual calendar, and ensure committees are established to support the activities as appropriate.

SECTION 8.

The Director at Large for Membership shall maintain a current and complete list of CHAPTER members, solicit feedback from the membership, coordinate recruitment and retention efforts to ensure continued growth and viability, and serve as the CHAPTER's liaison with industry and government organizations.

SECTION 9.

The Director at Large for University Liaison shall coordinate CHAPTER activities with academia in the Hampton Roads area, assist with development of student chapters, and act as the primary conduit for communication with academia.

SECTION 10.

The Director at Large for Publications shall coordinate and publish the CHAPTER newsletter at least quarterly, update the Chapter information pamphlet at least annually, and review articles submitted for publication as appropriate.

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SECTION 11.

The Director at Large for Training and Education shall coordinate INCOSE certification preparation by CHAPTER members, including developing and implementing tutorials as appropriate.

SECTION 12.

The BOARD shall assist the Directors at Large who lead CHAPTER committees. See ARTICLE XII

SECTION 13.

The officers and directors of the CHAPTER shall serve terms of office as defined in the Bylaws.

ARTICLE VIII - GOVERNMENT

SECTION 1.

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

SECTION 2.

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.

SECTION 3.

Chapter membership lists shall only be used in consonant with the policies of INCOSE for CHAPTER business or as otherwise approved by the Board.

SECTION 4.

Ballots shall be used, when recommended by the Board, in voting on CHAPTER matters. Unless otherwise specified in these bylaws, vocal or "show-of-hands" voting shall be used in meetings. Voting may be accomplished by voice vote during teleconferences, or by email, at the discretion of the President or Vice President/President Elect.

SECTION 5.

All members not in arrears for dues, and otherwise in good standing, may be present and participate in the discussions or proceedings of any regular, annual, or special membership meetings and may vote on all questions and in all elections in such meetings.

SECTION 6.

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

SECTION 7.

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.

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ARTICLE IX - NOMINATIONS AND ELECTIONS

SECTION 1.

Nominations for Officers and Directors and the election process are the responsibility of a nominations and elections committee. The nominations and election committee members and chairman are recommended by the President and approved by the Board at least 90 days before the election. The nomination and elections committee will prepare and validate a slate of candidates for open offices. Balloting will commence on October 1st through October 30th with results available by December 1st. Newly elected officers and directors will be introduced and installed during a Chapter meeting in January or as soon thereafter as possible.

SECTION 2.

The officers and two directors shall be elected by a majority of individual members of the CHAPTER voting. If only one candidate is identified for each Board position, voting by the Chapter membership is not required and the board will be approved by proclamation and installed at a Chapter meeting in January or as soon thereafter as possible.

SECTION 3.

The term of office for officers and directors shall be for one year.

SECTION 4.

All officers and directors shall be current members of INCOSE and the CHAPTER.

ARTICLE X - VACANCIES

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

ARTICLE XI - MEETINGS

SECTION 1.

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

SECTION 2.

At meetings of the Board, a quorum shall consist of a simple majority of the total Board.

SECTION 3.

The Board shall hold meetings at least quarterly.

SECTION 4.

Meetings of committees and subcommittees shall be the responsibility of the respective committee and subcommittee chair people and members.

SECTION 5.

Meetings shall be open to all CHAPTER members and invited guests.

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ARTICLE XII - COMMITTEES

SECTION 1.

Committees may be established by the Board if they are deemed to be in the best interest of the CHAPTER. Examples of committees are Program Committee, Membership Committee, Budget and Finance Committee, Nominations and Election Committee, Ways and Means Committee, Academic Committee, and Chapter Development Committee.

SECTION 2.

Committees shall be reviewed annually by the Board relative to their roles, responsibilities, and effectiveness.

SECTION 3.

Chairs of committees will be selected by the President.

SECTION 4.

Committees shall operate under their own written set of rules. Newly appointed Committee Chairs shall review and update the rules and submit to the board for approval.

ARTICLE XIII - FINANCES

SECTION 1.

The fiscal year of the CHAPTER shall match the fiscal year of the INCOSE.

SECTION 2.

The Board shall approve and establish, for each fiscal year, a budget of estimated expenditures and receipts.

SECTION 3.

Members of committees and the Board shall not receive compensation in any form for services rendered. However, the Board may authorize disbursement for expenses incurred in the accomplishment of CHAPTER activities.

SECTION 4.

All income to the CHAPTER collected by committees, subcommittees, and members of the Board will be accounted for, given to the Treasurer, and audited by the Treasurer.

SECTION 5.

The Treasurer shall be responsible for preparing financial reports and submitting an update of the CHAPTER's financial report to the Board at each Board meeting.

SECTION 6.

The Board shall have the power to allocate funds of the CHAPTER for the purposes of carrying out the means of the CHAPTER.

SECTION 7.

The CHAPTER shall use its funds only to accomplish the means and purposes specified in these bylaws and no part of its funds shall be distributed to the members of the CHAPTER. On dissolution of the CHAPTER, the net assets remaining after payment of all debts shall revert to the INCOSE within ninety (90) days of dissolution.

SECTION 8 – Check Signature Authority

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Either the President or Treasurer must sign INCOSE Chapter financial transactions requiring a check from the Chapter account. Checks under \$2000.00 need only one signature, while checks equal to or over \$2000.00 need two signatures. A detailed financial transaction log will be maintained by the Treasurer and will be made available to any Board member, or INCOSE, on request.

ARTICLE XIV - AWARDS

The Board 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 shall be established by the Board.

The chapter Vice President shall be responsible for submitting award nominations for chapter members for awards of recognition achievements and contribution to the chapter, INCOSE HQ (Charter, Pioneer, Founder, Fellow, Outstanding Service) , and local engineering councils (PEC EOY and DEA and maybe Tidewater EOY, Richmond EOY, etc.). The Vice President shall present a plan to the Board of Directors for implementation each year for all award activities. The plan shall address Chapter Awards, soliciting award nominations, evaluating award nominations, forwarding the award nominations when appropriate, and how the chapter can support individual members to achieve levels of performance worthy of an award.

ARTICLE XV - BYLAWS

SECTION 1.

Initial CHAPTER bylaws shall be developed using INCOSE startup chapter bylaws as a guide, be agreed upon by the CHAPTER startup team, and voted in by a simple majority of the INCOSE members establishing the CHAPTER.

SECTION 2.

Amendments to these bylaws may be proposed through a bylaws committee established by the President, a majority of the Board, or written petition of at least 15 percent of the active members of the CHAPTER.

SECTION 3.

Proposed amendments shall be considered by a bylaws committee or the Board, which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted by the President to the Chapter membership.

SECTION 4.

Approval of amendments to the Bylaws shall require a simple majority of active membership voting at a Chapter meeting.

SECTION 5.

A review and update to these Bylaws shall be completed annually by the new Board.

ARTICLE XVI – LEGAL STATUS

The CHAPTER shall be organized as a satellite of INCOSE under the articles of incorporation of INCOSE.