

(August 1, 2024)

BYLAWS OF THE INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING GREATER PHILADELPHIA CHAPTER



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BYLAW I - NAME

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

BYLAW II - PURPOSE

- a) The purpose of the CHAPTER is to provide a forum to establish and nurture the definition, understanding, and practice of world class systems engineering in the local industry, academia, and government.

BYLAW III - OBJECTIVES

- a) The objectives of the CHAPTER are to provide a Greater Philadelphia focal point for dissemination of systems engineering knowledge, and through its involvement with the COUNCIL to:
 - 1. PROMOTE collaboration in systems engineering education and research;
 - 2. ASSURE the establishment of professional standards for integrity in the practice of systems engineering;
 - 3. IMPROVE the professional status of all persons engaged in the practice of systems engineering;
 - 4. ENCOURAGE governmental and industrial support for research and educational programs that will improve the systems engineering process and its practice; and
 - 5. PROMOTE CHAPTER activities with industry, government and academia within the geographical area of eastern Pennsylvania, Southern New Jersey, and Northern Delaware.

BYLAW 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 regular chapter communications and ad-hoc Systems Engineering information to improve the dissemination of the systems engineering knowledge base.
- c) The CHAPTER will take actions to increase research and educational activities that enhance the practice of systems engineering.
- d) The CHAPTER will provide programs that reflect the latest in SE methodology, practices and research pertinent to its members.

BYLAW V - MEMBERSHIP

SECTION 1 – CHAPTER MEMBERSHIP

- a) Any member who is accepted by, and is currently in good standing with the COUNCIL, may elect to be a member of the CHAPTER.

SECTION 2 – INCOSE MEMBERSHIP

- a) The CHAPTER shall follow the membership policies of Article 1 of the COUNCIL Bylaws.

BYLAW VI - BOARD OF DIRECTORS

SECTION 1 – RESPONSIBILITY

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

SECTION 2 – COMPOSITION

- a) The BOARD shall consist of the OFFICERS as defined in Bylaw VII (President, Vice-President, Treasurer, Communications Director, Past President), and a determined number of Directors at Large (DAL) as defined in Bylaw VI, Sections 2b, 2c, 5 and 6.
- b) Any entity (e.g., company, corporation, schools, etc.) having six or more members from the same entity, automatically qualifies to have at least one Organizational DAL (ODAL) seat on the BOARD. The BOARD will determine if additional ODALs should be established for a single entity. See Bylaw VI, Section 5 for more details on this Director position.
- c) Each of the three geographic areas within the Greater Philadelphia area (Eastern PA, Southern NJ, and Northern DE) qualifies for one Regional DAL (RDAL) seat. See Bylaw VI, Section 6 for more details on this Director position.
- d) The specific number of directors for the next election period may be modified by a vote of the BOARD to accommodate changing needs of the organization.
- e) The total number of DALs shall be limited to an integer representing 10% of the total membership.

SECTION 3 – CHAPTER OPERATION

- a) The BOARD shall take the necessary actions to provide the day-to-day operations and management of the CHAPTER.
- b) Under this responsibility, the BOARD may, at its option, approve appointment of an administrative staff or approve contracting of the administrative function.

SECTION 4 – CHAPTER FINANCIALS

- a) The BOARD shall be the sole authority for matters pertaining to the financial commitments for the CHAPTER.
- b) Such authorizations may include fees for speakers at chapter meetings, the decision to subsidize the program attendance fees below cost, and other situations that impose a financial burden on the CHAPTER funds but present an opportunity for longer term benefit to the financial health of the CHAPTER.

SECTION 5 – ORGANIZATIONAL DIRECTORS AT LARGE (ODAL)

- a) As noted in Section 2 of this bylaw, Organizational Directors at Large (ODAL) are responsible to represent their entity to the BOARD and to represent INCOSE to their entity.
- b) The ODAL shall be a de facto member of the Membership Committee.
- c) The ODALs may appoint a member in good standing to serve as a chairperson of the Membership Committee, but one of the ODALs must assume the role if no other member is able or willing to fulfill the duties.
- d) ODALs are expected to serve on at least one committee, in addition to the Membership Committee, and serve as the chair of that committee if that committee lacks a chairperson.
- e) ODALs must be a member of the organization that they represent.

SECTION 6 – REGIONAL DIRECTORS AT LARGE (RDAL)

- a) As noted in Section 2 of this bylaw, Regional Directors at Large (RDAL) are responsible to represent the membership within their geographic location to the BOARD and to represent INCOSE to their geographic area.
- b) The current regions of the Greater Philadelphia area are Eastern Pennsylvania, Southern New Jersey, and Northern Delaware.
- c) RDALs are to reach out to academia, other professional groups, and any entities lacking an ODAL within their geographic area to promote collaboration in systems engineering within their geographical area.
- d) RDALs can act as the representative of the BOARD in collaborations with other groups but must report all activities for approval at the soonest BOARD meeting.
- e) The RDAL serves as the de facto University Ambassador to academia within the geographic area but may appoint a member in good standing to serve as a University Ambassador to any one or multiple academic entities.
- f) RDALs are expected to serve on at least one committee, and serve as the chair of that committee if that committee lacks a chairperson.
- g) RDALs shall reside or work within the region that they represent.

SECTION 7 – DIRECTOR TERMS

- a) The Directors of the CHAPTER shall serve terms of office as defined in Bylaw IX, Section 3.
- b) Directors, except for Officers, serve at the discretion of the BOARD and may be removed with a majority of all voting members of the BOARD in agreement.

BYLAW VII - OFFICERS

SECTION 1 - PRESIDENT

- a) The President shall have general supervision of CHAPTER affairs.
- b) The President shall preside at CHAPTER meetings and at meetings of the BOARD.
- c) The President shall represent the CHAPTER with the COUNCIL.
- d) The President shall be responsible for the overall Chapter and any special projects approved by the BOARD that the President wishes to undertake.
- e) The President shall be responsible for creating a CHAPTER yearly schedule for delivery to the BOARD by December 1. Said schedule shall outline the chapter meetings, board meetings, functions, and events for the following calendar year.
- f) The President shall be elected in accordance with Bylaw IX.

SECTION 2 – VICE-PRESIDENT

- a) The Vice-President shall assist the President and shall assume the duties of the President when the President is unable to perform these duties.
- b) The Vice-President shall be the de facto chairperson of the Program Committee. The Vice President may appoint a member in good standing to serve as the chairperson of the Program Committee but assumes the role if that member is unable or unwilling to fulfill the duties.
- c) If the President resigns before completion of the term, the Vice President shall succeed to the position of the President until the next scheduled election.
- d) The Vice-President shall be responsible for creating a program schedule for delivery to the BOARD by December 1. Said program shall outline the contents of chapter meetings, functions and events for the following calendar year.
- e) The Vice-President shall be elected in accordance with Bylaw IX.

SECTION 3 - TREASURER

- a) The Treasurer shall be responsible for the financial affairs of the CHAPTER.
- b) 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.
- c) The Treasurer shall make an annual report on the financial affairs of the CHAPTER to the Greater Philadelphia Chapter membership and to the COUNCIL at the conclusion of the fiscal year or when requested.

- d) The Treasurer shall be the de facto chairperson of the Budget & Finance Committee. The Treasurer may appoint a member in good standing to serve as the chairperson of the Budget & Finance Committee but assumes the role if that member is unable or unwilling to fulfill the duties.
- e) The Treasurer shall be responsible for the establishment / maintenance of a chapter checking account, to which he/she is authorized to credit and debit funds as necessary for chapter business purposes.
- f) The Treasurer shall be responsible for producing a calendar year report for delivery to the BOARD by December 1 outlining the current financial status of the CHAPTER.
- g) The Treasurer shall be elected in accordance with Bylaw IX.

SECTION 4 – COMMUNICATIONS DIRECTOR

- a) The Communications Director shall prepare minutes of all meetings of the CHAPTER and the BOARD.
- b) The Communications Director shall keep and maintain all permanent records.
- c) The Communications Director shall provide communication between the BOARD, the CHAPTER membership, and the COUNCIL including the format and content of the website or any other electronic means (Google+, Facebook, Twitter, etc.).
- d) The Communications Director shall be the de facto chairperson of the Ways & Means Committee. The Communications Director may appoint a member in good standing to serve as the chairperson of the Ways & Means Committee but assumes the role if that member is unable or unwilling to fulfill the duties.
- e) The Communications Directors shall be responsible for producing a status of the chapter report for delivery to the BOARD by December 1 outlining the current membership status, a recording of minutes for the calendar year, communications produced and potential for improvements.
- f) The Communications Director shall be elected in accordance with Bylaw IX.

SECTION 5 – PAST PRESIDENT

- a) When a new President takes office, the immediately former President assumes the title and role of Past President. If that person is not interested, then previous Presidents will be offered the title and role until one accepts going in order of the year(s) of their service.
- b) The Past President shall assist the President and shall assume the duties of the President when the President and Vice President are unable to perform these duties.
- c) The Past President shall be the de facto chairperson of the Nominations & Elections Committee. The Past President may appoint a member in good standing to serve as the chairperson of the Nominations & Elections Committee but assumes the role if that member is unable or unwilling to fulfill the duties. If the Past President role is not filled and there is no chair for the Nominations & Election Committee, the President will become the de factor chairperson of said committee.
- d) If the President resigns before completion of the term and the Vice President is unwilling or unable to assume the duties of President, the Past President shall assume the position of acting President. To avoid a conflict of interest, another Officer or Director in good standing must assume the role of chairperson of the Nominations & Elections Committee in this situation.

- e) The Nominations & Elections Committee, at their discretion, may call for a special election for the office of President or they may ask the Past President to continue to act in the role of President until the next scheduled election.

SECTION 6 – OFFICER TERMS

- c) The Officers of the CHAPTER shall serve terms of office as defined in the Bylaw IX, Section 3

BYLAW VIII - GOVERNMENT

SECTION 1 - VOTING

- a) 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 2 - BALLOTS

- a) 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.

SECTION 3 – VOTING QUALIFICATIONS

- a) All members in good standing, may be present and participate in the discussions or proceedings of any membership meetings, and may vote on all matters in such meetings.

SECTION 4 – NUMBER OF VOTES

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

SECTION 5 – RULES OF ORDER

- a) 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.

BYLAW IX - NOMINATIONS AND ELECTIONS

SECTION 1 – ELECTIONS PROCESS

- a) Nominations for Officers and Directors and the election process itself are the responsibility of the Nominations and Elections Committee.
- b) General elections are to be held in even-numbered years.
- c) Candidates must be members of the CHAPTER, in good standing. ODALs must be members of the entity they represent. RDALs must reside or work within the region they represent.
- d) The Nomination and Election Committee shall open nominations for Officers and Directors for the following term after August 15 of an even-numbered year.
- e) The Nomination and Elections Committee shall prepare and validate a slate of candidates for open offices by September 15 of an even-numbered year for review by the BOARD.

- f) In an even-numbered year, balloting will commence on October 1 and continue for four consecutive weeks with results available to the BOARD by November 15 and announced to the general membership by December 1.

SECTION 2 – VOTING PROCESS

- a) Officers and Directors shall be elected by a majority of CHAPTER members voting.
- b) ODALs are only voted on by members of the specific organization they represent.
- c) RDALs are voted on by all members but must reside in the region.

SECTION 3 – TERMS OF OFFICE

- a) The Officers and Directors shall serve for two-year terms and may be re-elected to the same position; each term of office to begin at the first CHAPTER meeting held after January 1 in odd-numbered years.

BYLAW X - VACANCIES

- a) The Nomination and Election committee shall be responsible to identify candidates to fill unscheduled vacancies
- b) The Nomination and Election committee shall send a list of candidates to the BOARD within 45 days of notice of a vacancy.
- c) The BOARD shall approve/reject the list of candidates for any vacancies within 10 days of receipt from the Nomination and Election committee.
- d) Upon approval, the candidate list shall be submitted to the CHAPTER active membership for voting.
- e) If an Officer or Director does not respond to the BOARD after three consecutive attempts to contact them, the BOARD can deem that position vacant with a simple majority vote.

BYLAW XI - MEETINGS

SECTION 1 – TYPES OF MEETINGS

- a) Program meetings or other membership meetings shall be held nominally monthly to bimonthly, at alternating PA / NJ locations.
- b) The frequency of the meetings shall be decided by the BOARD, while the specific scheduling of the meetings shall be the responsibility of the Program Committee.
- c) The organization of CHAPTER membership business meetings and program meetings shall be the responsibility of the Program Committee.
- d) Meetings of committees and subcommittees shall be the responsibility of the respective committee and subcommittee chair people and members.
- e) At any meeting of the CHAPTER, the order of business shall be in accordance with an agenda distributed in advance.

SECTION 2 – SPECIAL MEETINGS

- a) Special meetings can be scheduled by the Program Committee or the BOARD.
- b) Each registrant at a special meeting shall pay a registration fee to be fixed by the Program Committee.

SECTION 3 – BOARD MEETINGS

- a) The BOARD shall hold meetings at least twice a year in person.
- b) At meetings of the BOARD, a quorum shall consist of at least five (5) members of the total BOARD with at least two (2) of those in attendance being Officers.

BYLAW XII - COMMITTEES

SECTION 1 – CURRENT COMMITTEES

- a) Current standing committees are the Program Committee, Budget and Finance Committee, Nominations and Election Committee, Ways and Means Committee, and Membership Committee.
 - a. Program Committee – de facto chair – Vice-President
 - i. See Bylaw VII, Section 2
 - ii. See Bylaw XI, Section 1 & 2
 - iii. See Bylaw XIII, Section 9
 - b. Budget and Finance Committee – de facto chair – Treasurer
 - i. See Bylaw VII, Section 3
 - ii. See Bylaw XIII, Section 2 & 5
 - c. Nominations and Election Committee – de facto chair – Past President
 - i. See Bylaw VII, Section 5
 - ii. See Bylaw IX, Section 1
 - iii. See Bylaw X
 - d. Ways and Means Committee – de facto chair – Communications Director
 - i. See Bylaw VII, Section 4
 - ii. See Bylaw XV, Section 1, 2 & 5
 - e. Membership Committee – de facto chair – one Regional DAL
 - i. See Bylaw VI, Section 5
- b) Additional committees may be established by the BOARD if they are deemed to be in the best interest of the CHAPTER. Examples of additional committees are Technical Committee, Tutorial Committee, and Strategic Planning Committee.

SECTION 2 – COMMITTEE REVIEW

- a) Committees shall be reviewed annually, at the beginning of each calendar year by the BOARD, relative to their objectives and effectiveness.
- b) Each committee shall have a purpose, an objective, a chairperson and at least two other members to be considered active.

SECTION 3 – COMMITTEE CHAIRS AND REPORTING

- a) Chairs of committees, other than the standing committees identified in Bylaw XII Section 1, shall be selected by the BOARD.
- b) All committees shall report to the BOARD meetings as defined by the yearly schedule and at the BOARD's request.

BYLAW XIII - FINANCES

SECTION 1 – FISCAL YEAR

- a) The fiscal year of the CHAPTER shall be from May 1 to April 30, to match the fiscal year of the COUNCIL.

SECTION 2 – BUDGET

- a) Prior to the final BOARD meeting of the current fiscal year and no later than April 15, the BOARD shall approve and establish, for the upcoming fiscal year, an operating budget of estimated expenditures and receipts prepared by the Budget and Finance Committee.
- b) The Treasurer shall be a member of the Budget and Finance Committee.

SECTION 3 – COMPENSATION AND EXPENSES

- a) Members of committees and the BOARD shall not receive compensation in any form for services rendered.
- b) The BOARD may authorize disbursement for expenses incurred in the accomplishment of CHAPTER activities.

SECTION 4 – INCOME ACCOUNTABILITY

- a) All income to the CHAPTER collected by committees or subcommittees, or members of the BOARD, will be accounted for, given to the Treasurer and audited by the Treasurer.

SECTION 5 – FINANCIAL REPORTS

- a) The Treasurer, with assistance from the Budget and Finance Committee, shall be responsible for preparing financial reports.

SECTION 6 – BOARD USE OF FUNDS

- a) The BOARD is authorized and empowered in 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, reinvest, and manage the same and to apply said property and the income arising therefrom to the objectives of the CHAPTER.
- b) The BOARD shall also have the power to allocate funds of the CHAPTER for the purposes of carrying out the objectives of the CHAPTER.

SECTION 7 – USE OF CHAPTER FUNDS

- a) 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 of the CHAPTER.

- b) On dissolution of the CHAPTER, the net assets remaining after payment of all debts shall revert to the COUNCIL within ninety (90) days of dissolution.

SECTION 8 – CHAPTER FINANCIAL OBLIGATIONS

- a) Nominally, the Treasurer shall disposition all financial obligations of the CHAPTER with his/her signature.
- b) However, financial obligations greater than or equal to \$500 shall require two signatures. Those signatures shall be from any of the following: President, Vice-President, Treasurer, Past President, Communications Director or a Program Chair.

SECTION 9 – MEETING FEES

- a) Meeting Attendance Fees: The BOARD shall authorize the Program Committee to collect a fee at Program and Membership Business Meetings for the purpose of offsetting the cost associated with the meeting.
- b) With concurrence from the BOARD, the Program Committee may elect to waive the attendance fee for any special person(s) invited to the meeting (e.g. students invited to an industry / academia mixer program).

BYLAW XIV - AWARDS

- a) 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.
- b) The qualifications and requirements for such awards, and any associated privilege that may come with such recognition shall be established by the BOARD.

BYLAW XV - AMENDMENTS TO THE BYLAWS

SECTION 1 - SOURCE

- a) Amendments to these Bylaws may be proposed through the Ways and Means Committee, by a majority of the BOARD, or by written petition of at least 15 percent of the active members of the CHAPTER.

SECTION 2 – PROPOSAL PROCESS

- a) Proposed amendments shall be considered by the Ways and Means Committee, or by the BOARD, which shall report and make recommendations to the membership at large.
- b) Proposed amendments shall be submitted by written ballot to the entire membership for approval

SECTION 3 – APPROVAL PROCESS

- a) Approval of amendments shall be by written ballot presented to the active membership, and requires a 2/3 majority vote of the membership voting, given that a quorum, as defined in Section 4, is equaled or exceeded.

SECTION 4 – AMENDMENT QUORUM

- a) For amendment of these Bylaws, a quorum shall be defined as 20 percent of the membership.

SECTION 5 – BYLAW REVIEW

- a) A review and update to these Bylaws shall be completed at a frequency of not more than four (4) years by the Ways and Means Committee or by the BOARD. An update of less than four (4) years may be performed per INCOSE Board instructions or changes to the INCOSE Constitution or INCOSE Bylaws.

NOTES

REVISIONS

1. December 2013 – Chapter membership voted to accept proposed changes
1. July 2024 – Chapter BOARD modified Greater Philadelphia Chapter Bylaws to reflect new BOARD and Chapter name change