

**BYLAWS OF THE
INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING
MICHIGAN CHAPTER
Adoption Date: 26-May-2009**

BYLAW I - NAME

The name of this organization shall be the International Council on Systems Engineering Michigan Chapter, hereinafter designated as the CHAPTER. The 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

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 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 the CHAPTER.

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 a newsletter and/or website and may initiate bulletins and electronic bulletin boards when feasible 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 develop and maintain an operating plan to manage activities. The plan should include, or reference, short and long-term vision, goals and

objectives. Participation of general membership is encouraged in the development of the plan. The plan should also include, or reference, a set of guidelines/checklists/templates to better manage activities and tasks (e.g., dinner meetings, website management, elections, events, meeting minutes, etc.),

BYLAW V - MEMBERSHIP

SECTION 1

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

SECTION 2

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

SECTION 3

The CHAPTER should periodically study its geographic area to understand the demographic profile of individuals, businesses, educational institutions, professional societies, and government agencies. The CHAPTER should plan and conduct outreach activities toward the goal of achieving a balanced membership commensurate with the demographics.

BYLAW VI - BOARD OF DIRECTORS

SECTION 1

The affairs of the CHAPTER shall be managed by the Board of Directors under such rules as the Board of Directors may determine, subject to the specific conditions of the COUNCIL and these Bylaws.

SECTION 2

The Board of Directors shall consist of the President, Vice-President/President-Elect, Treasurer and Secretary. The Board may additionally consist of the immediate Past President, and/or other Directors as deemed appropriate by the Board. The specific number of directors for the next election period may be modified by a vote of the Board of Directors to accommodate changing needs of the organization. The Board of Directors shall maintain a Roles and Responsibilities Guidebook outlining individual responsibilities for Officers, Directors and other members as necessary.

SECTION 3

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.

BYLAW VII - OFFICERS AND DIRECTORS

SECTION 1

The President shall have general supervision of CHAPTER affairs and execute the policies and programs of the CHAPTER. The President shall preside at CHAPTER meetings and at meetings of the Board of Directors. The President shall represent the CHAPTER with the COUNCIL.

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/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 and shall assure timely payment of all bills incurred by the CHAPTER as approved by the Board of Directors. The Treasurer shall make an annual report on the financial affairs of the CHAPTER to the CHAPTER membership and to the COUNCIL.

SECTION 4

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

SECTION 5

The roles and responsibilities of additional Officers and/or Directors shall be specified in the Roles and Responsibilities Guidebook.

SECTION 6

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

BYLAW VIII - GOVERNMENT

SECTION 1

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 shall be used when recommended by the Board of Directors in voting on CHAPTER matters. Unless otherwise specified in these Bylaws, vocal or "show-of-hands" voting shall be used in 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 CHAPTER, its governing body and committees, except when inconsistent with these Bylaws.

BYLAW IX - NOMINATIONS AND ELECTIONS

SECTION 1

Nominations for Officers and Directors 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 30 days before distribution of ballots. The Nomination and Elections Committee shall prepare and validate a slate of candidates for open offices and will mail ballots to all members. Balloting will commence on 1 October through 30 October with results available by 1 December.

SECTION 2

Officers and Directors shall be elected by a simple majority of the voting CHAPTER members.

SECTION 3

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

SECTION 4

Unless a specific method of balloting is decided by the Board of Directors, both paper mail and electronic mail shall be permitted for balloting.

BYLAW X - VACANCIES

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

BYLAW XI - MEETINGS

SECTION 1

- (a) Program meetings or other membership meetings should 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) 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

- (a) Special meetings can be scheduled by the Program Committee or the Board of Directors.
- (b) Each registrant at a special meeting may pay a registration fee to be fixed by the Program Committee.

SECTION 3

- (a) The Board of Directors shall hold meetings at least twice a year, preferably quarterly.
- (b) At meetings of the Board of Directors, a quorum shall consist of a simple majority of the elected members of the Board of Directors.

BYLAW XII - COMMITTEES

SECTION 1

Committees may be established by the Board of Directors as deemed in the best interest of the CHAPTER. Committees shall be reviewed annually relative to their objectives and effectiveness.

SECTION 2

The Board of Directors may also establish ad hoc committees, such as a Bylaws Committee, as needed.

SECTION 3

Chairs of committees will be recommended by the President and ratified by the Board of Directors.

BYLAW XIII - FINANCES

SECTION 1

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

SECTION 2

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

SECTION 3

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.

SECTION 4

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

SECTION 5

The Budget and Finance committee, if established, shall assist the Treasurer in preparing operating budgets and providing reports.

SECTION 6

The Board of Directors 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, reinvest, and manage the same and to apply said property and the income arising therefrom to the objectives of the CHAPTER. The Board of Directors shall also have the power to allocate funds of the CHAPTER for the purposes of carrying out the objectives of the CHAPTER.

SECTION 7

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. On dissolution of the CHAPTER, the net assets remaining after payment of all debts shall revert to the COUNCIL within thirty (30) days of dissolution.

SECTION 8

THE CHAPTER Treasurer shall establish a bank checking account in the name of the CHAPTER. The Treasurer, President and at least one other Board member shall have check-signing authority. At least two signatures shall be required on all checks.

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 and/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

SECTION 1

Amendments to these Bylaws may be proposed through a Bylaws Committee, by the majority of the Board of Directors, or by written petition of at least 15% of the active members of the CHAPTER.

SECTION 2

Proposed amendments shall be considered by a Bylaws Committee or by the Board of Directors, which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted by written ballot to the entire membership for approval 30 days in advance of the vote.

SECTION 3

Approval of amendments shall be by written ballot presented to the active membership, and requires a 2/3 majority vote by the membership voting, given that a quorum is exceeded.

SECTION 4

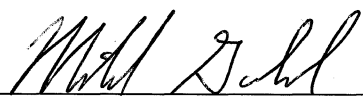
For amendment of these Bylaws, a quorum shall be defined as 20 percent of the membership.

SECTION 5

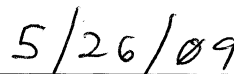
A review and update to these Bylaws shall be completed every four years by a Bylaws Committee or by the Board of Directors.

CERTIFICATE OF THE SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the International Council On Systems Engineering, Michigan Chapter, and that the above bylaws, consisting of seven (7) pages, have been approved by general vote of the Membership and adopted at a Board of Directors meeting on 26-May-2009.



Michael Gabel
Secretary - INCOSE Michigan Chapter



Date