



## **CHP-100: Chapters – January 24, 2018**

INCOSE encourages formation of Chapters to serve their members. Specific geographic areas define each chapter.

### **Formation -**

Upon request of no fewer than twenty five (25) members of INCOSE, in good standing, residing within the area defined in their request, the Board of Directors may charter a Chapter and approve its territorial limits and sector. The Board of Directors owns the approval procedure. After chartering, INCOSE shall provide a grant to each new Chapter. The INCOSE Price List provides the specific monetary amount of the grant.

INCOSE Chapter formation shall comply with the requirements of the INCOSE Countries of Concern chart. These criteria are applied by INCOSE Admin as part of the new chapter formation process.

Each Chapter shall identify what Bylaws it is using to govern by. Where national law requires a Chapter to establish its own Bylaws, the Chapter shall establish Bylaws (and Policies, as appropriate) that are consistent with the INCOSE Bylaws and Policies. Copies of a Chapter's Bylaws and Policies are to be sent to INCOSE and kept current.

Where a Chapter does not hold its own local Bylaws, it shall follow the INCOSE Bylaws and Policies, and provide declaration of such to INCOSE, along with the addendum of any exceptions, modification, or additions.

### **Governance -**

For a Chapter's governing body, each Chapter shall have a President, President-Elect (or Vice/Deputy President), Secretary and Treasurer, and such officers as the Bylaws of the Chapter may require. Each member of a Chapter's governing body must be individual members of INCOSE in good standing.

The initial governing body of a newly formed Chapter shall govern for no more than two years in service at which time elections shall be held to place members in the governing body. Elections shall be held regularly with no holder of a single position in place for more than 3 years without being challenged through an election process. The positions of President, President-Elect (or Vice/Deputy President), Secretary and Treasurer shall be elected positions.

Each Chapter shall remain above the 25 member minimum size. Should a Chapter's membership size fall below this number, discussions will be held with the Sector Director to determine the way



forward. This may include retaining its charter as a Chapter or merging with another Chapter, as appropriate, thereby retiring its own Chapter.

Each Chapter shall hold Annual General Meetings (AGM) or equivalent, with a notice of meeting made available, and minutes recorded and circulated. Election notifications and results shall be submitted to the Chapter's Sector Director.

Each Chapter's governing body shall meet a minimum of four times per year, with agenda and minutes recorded.

Chapter Presidents shall submit a Chapter Report twice annually to their Sector Director. The report shall include information related to membership status, certification status, financial status, Chapter activities and Chapter successes and challenges.

Each Chapter shall maintain a Chapter bank account, with a minimum of two signatories from the Chapter's governing body.

Each Chapter Treasurer shall have the obligation to maintain adequate financial records to support a periodic accounting of money owed to/due from INCOSE. The procedure for this reporting process is owned by the INCOSE Treasurer.

Each Chapter shall make available to its Sector Director, its financial records quarterly, if requested.

No Chapter shall have the authority to act for, or incur any financial obligation in the name of INCOSE without authorization from the INCOSE Board of Directors.

INCOSE shall be responsible for incorporation as a non-profit organization, tax status, IRS filings and insurance for Chapters within the USA, unless required by state or other laws. The INCOSE Secretary will provide guidance and assistance to include newly chartered Chapters in the USA as part of the national incorporation. Each Chapter in the USA shall file an annual financial report to INCOSE not later than 31 January to support IRS filings.

Chapters chartered outside the USA shall be structured in a manner suitable to national laws governing their geographic area. These Chapters shall provide copies of their annual financial report filed with their national governments to INCOSE. If no report is required by the national government, an annual financial report shall be provided not later than 31 January to INCOSE using a format to be provided by the INCOSE Administrative Office.

Each Chapter shall make proper usage of the INCOSE name and logotype as detailed in policy COM-101, Use of INCOSE Name and Logo.

#### **Services –**



Each Chapter shall conduct a minimum of four meetings annually, open to all members.

Each Chapter shall hold a minimum of one event annually, open to all members and non-members.

#### **Re-activation –**

Sector Directors shall reach out to Chapters in their sector where there is lack of visible activity. If successful, the existing governing body for the Chapter shall be augmented or roles reassigned. This re-activated governing body shall ensure the Chapter Bylaws and Policies are current, and updated copies are provided to INCOSE as appropriate.

The re-activated governing body shall govern for no more than two years in service at which time elections shall be held to place members in the governing body. The Chapter shall then follow the requirements listed under the three sections in this Policy titled Formation, Governance and Services.

#### **Retirement -**

Sector Directors shall reach out to Chapters in their sector where there is lack of visible activity. If there is no change after multiple attempts via multiple media (phone, email, internet, text, etc) to multiple members in the Chapter over a 2 year period, the Chapter shall be deemed inactive and shall be retired.

The Sector Director shall inform the INCOSE Board of Directors of the attempts to contact the Chapter. If deemed by the Board of Directors to retire the Chapter, refer to the section in this Policy titled Dissolution.

#### **Revocation -**

The Chapter President working with the responsible Sector Director shall develop a remedial plan that eliminates the breach within an acceptable time period. No activity that is illegal or places INCOSE at risk, financially, reputational, or otherwise, shall be tolerated.

The Sector Director shall inform the INCOSE Board of Directors of the breach and of any remedial plans. If deemed by the Board of Directors to revoke the Chapter, refer to the section of this Policy titled Dissolution.

#### **Dissolution –**

A Chapter shall immediately dissolve upon a vote by a majority of the INCOSE Board of Directors to dissolve such chapter.

Any Chapter proposed to be dissolved shall be entitled to written notice specifying the grounds



for such proposed dissolution, given at least thirty (30) days prior to the meeting at which such dissolution is to be voted upon, and shall be entitled to be heard orally or in writing by the Board of Directors not less than five (5) days before the Board of Directors votes upon the dissolution of such Chapter.

INCOSE shall reallocate existing Chapter members to another Chapter in the same Sector, geographically and demographically as close as possible to the existing Chapter. Membership records shall be updated accordingly.

The Chapter's bank account shall be closed. Unless prohibited by national law, the Chapter shall return all funds to INCOSE within thirty (30) days of receipt of written notice of dissolution.

**SUPERSEDES: CHP-100 dated October 30, 2015**

**APPROVED BY: INCOSE Board of Directors, Jacksonville, FL, USA – January 24, 2018**

**MAINTAINED BY: Sector Director(s)**