

(Date of Adoption)

Bylaws of the International Council on Systems Engineering North Star Chapter

Bylaw I - Name

The name of this organization shall be the International Council on Systems Engineering (INCOSE) North Star Chapter (The CHAPTER). The CHAPTER shall be an authorized local chapter of INCOSE as provided for by INCOSE Bylaws: (Article V, Section 4 Chapters).

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 based in Minnesota, or cooperating with such entities that are based in Minnesota.

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 INCOSE, to:

- A. promote collaboration in systems engineering education and research;
- B. assure the establishment of professional standards for integrity in the practice of systems engineering;
- C. improve the professional status of all persons engaged in the practice of systems engineering;
- D. encourage governmental and industrial support for research and educational programs that willshall improve the systems engineering process and its practice; and
- E. provide a focal point for dissemination of systems engineering knowledge or Systems Engineering Body of Knowledge (SEBoK) content.

Bylaw IV - Activities

- A. The CHAPTER willshall encourage conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.
- B. The CHAPTER willshall provide its members with a communications channel for the dissemination of the systems engineering knowledge base.
- C. The CHAPTER willshall act to increase research and educational activities that enhance the practice of systems engineering.

Bylaw V - Membership

- A. Any person who is a member of INCOSE and whose COUNCIL dues payments are paid-up to date for the current year may elect to be a member of The CHAPTER.
- B. The CHAPTER shall follow the membership policies of INCOSE Bylaws.

Bylaw VI - Board of Directors

Section 1. Establishment

The affairs of The CHAPTER shall be managed by a Board of Directors (The BOARD).

Section 2. Composition

The BOARD shall consist of the Officers, all Directors and Chairs of standing committees.

Section 3. Duties

- A. The BOARD shall perform the day-to-day operations and management of The CHAPTER under such rules as The BOARD may determine, subject to the conditions of these Bylaws.
- B. The BOARD may, at its option, appoint an administrative staff or contract the administrative function.

Bylaw VII - Officers and Directors

Section 1. President

- A. The President shall have general supervision of the affairs of The CHAPTER.
- B. The President shall preside at meetings of The BOARD and The CHAPTER.
- C. The President shall represent The CHAPTER ~~with~~to INCOSE.

Section 2. President-Elect

- A. The President-Elect shall assist the President and shall assume the duties of the President when the President is unable to perform these duties.
- B. The 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. Treasurer

- A. The Treasurer shall be responsible for the financial affairs of The CHAPTER.
- B. The Treasurer shall make an annual report on the financial affairs of The CHAPTER to The CHAPTER membership and to INCOSE.

Section 4. Secretary

- A. The Secretary shall prepare minutes of all meetings of The CHAPTER and The BOARD and shall maintain all permanent records.
- B. The Secretary shall provide communication between The BOARD, The CHAPTER membership, and INCOSE.

Section 5. Directors

- A. One Director shall represent industry by liaising with representatives of ~~companies~~ (Ambassadors) of companies as recommended by the BOARD.
- B. One Director shall represent academia and government by ~~liaising~~ liaising with academic institutions and government agencies as necessary to further the objectives and activities of the BOARD.
- C. Other directors, up to a maximum total of five, may be established by the BOARD to meet special needs.

Section 6. Qualifications

BOARD members shall be members of INCOSE and affiliated with The CHAPTER.

BYLAW VIII – COMMITTEES

- A. The BOARD may create committees for such purposes and terms as they deem necessary. Examples include:
 - Program Committee
 - Tutorial Committee
 - Membership Committee
- B. The BOARD shall appoint a chair for each committee.

Bylaw IX - Government

Section 1. Majority

All questions coming before The CHAPTER, The BOARD, and committees, shall be decided by a majority of the votes cast, except as otherwise provided in these Bylaws.

Section 2. Method

- A. Unless otherwise specified in these Bylaws, vocal or "show-of-hands" voting shall be used in meetings.
- B. Ballots shall be used when recommended by The BOARD.

Section 3. Suffrage

- A. All members not in arrears for dues, and otherwise 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.
- B. Each member shall be entitled to one vote on ~~question~~ each question submitted to the membership.
- C. There shall be no right to act or vote by proxy.

Section 4. Quorum

~~Ten~~A quorum for conducting business shall be constituted by the presence, either in person or via proxy, of ten percent (10%) of the voting members ~~represented shall constitute a quorum for the transaction of business unless otherwise called for by~~, except where these Bylaws specify otherwise.

Section 5. Conduct of Meetings

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 X - Nominations and Elections

Section 1. Nomination and Balloting

- A. The BOARD shall nominate a slate of candidates for the open offices prior to September 15 each year.
- B. Balloting shall start on 1 October and stop on 30 October with results available by 1 December. Balloting may be by mail and/or electronic mail.

Section 2. Terms

The Officers and Directors shall serve for the following terms; the term of office to begin at the first meeting of The CHAPTER held after 1 January.

- A. President - one year
- B. President-Elect - one year
- C. Secretary - two years staggered with the Treasurer
- D. Treasurer - two years staggered with the Secretary
- E. Director of Industry - two years staggered with Director of Academia and Government
- F. Director of Academia and Government - two years staggered with Director of Industry
- G. Added Directors - as established by the BOARD at the time of their creation

Bylaw XI - Vacancies

Vacancies shall be filled by nomination of the President and approval of The BOARD.

Bylaw XII - Meetings

Section 1. Board

- A. The BOARD shall meet at least quarterly.
- B. Meetings of The BOARD shall be in a manner approved by The BOARD and may include methods such as teleconferences.

- C. At meetings of The BOARD a quorum shall consist of a simple majority of the total Board of Directors.

Section 2. Chapter

- A. Program meetings or other membership meetings shall be held at least quarterly.
- B. At any meeting of The CHAPTER, the order of business shall be in accordance with an agenda distributed in advance.

Section 3. Special

- A. Special meetings ~~may~~may be scheduled by the Program Committee or The BOARD.
- B. The Program ~~committee~~Committee may assess a fee for special meetings.

Bylaw XIII - Finances

Section 1. Fiscal Year

The fiscal year of The CHAPTER shall be from June 1 to May 31, conforming to~~match~~ the fiscal year of INCOSE.

Section 2. Budget

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

Section 3. Income

- 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 there-from to the objectives of The CHAPTER.
- B. All income to The CHAPTER collected by committees or subcommittees, or members of The BOARD, shall be accounted for and given to the Treasurer.

Section 4. Expenditures

- A. The BOARD shall have the power to allocate funds of The CHAPTER for the ~~purposes~~purpose of carrying out the objectives of The CHAPTER.
- B. 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.
- C. All instruments for the payment of money by The CHAPTER shall be drawn in the name of The CHAPTER and signed by the Treasurer or President of The CHAPTER.

Section 5. Audit

An audit of the CHAPTER financial records shall be performed annually in the month of April, by the President-Elect or Past President. This audit shall be in the format of and serve to satisfy the requirement ~~for~~of an annual financial report to INCOSE.

Section 6. Dissolution

On dissolution of The CHAPTER, the net assets remaining after payment of all debts shall revert to INCOSE within ninety days of dissolution.

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

- A. Amendments to these Bylaws shall be proposed by a majority vote of The BOARD or by written petition of at least 15 percent of the active members of The CHAPTER.
- B. Proposed amendments shall be considered by The BOARD, which shall report and make recommendations to the membership at large.
- C. Approval of amendments shall be by written or electronic ballot presented to the active membership, and shall require a 2/3 majority vote of the membership voting, given that a quorum is exceededmet.
- D. For amendment of these Bylaws, a quorum shall be defined as 2015 percent of the membership.
- E. A review and update ~~teof~~ these Bylaws shall be performed by the BOARD every four years.