



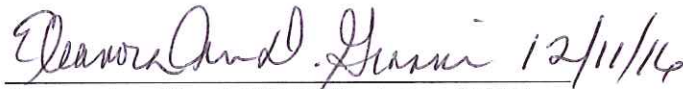
INCOSE Chesapeake Chapter
International Council on Systems Engineering
P O Box 535 · Laurel, MD 20725 - 0535

International Council on Systems Engineering
Chesapeake Chapter
Constitution and Bylaws

Version 3.0

May 25, 2016

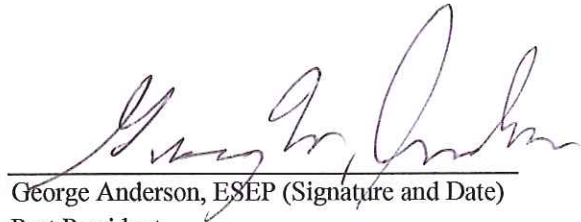
Approved by:

 12/11/16

EleanoraAnn Gianni, ESEP (Signature and Date)
President

 12/14/2016

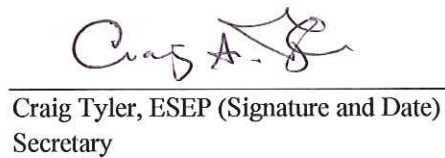
Michael Pafford (Signature and Date)
President-Elect



George Anderson, ESEP (Signature and Date)
Past President



Tony Gigiloli, PMP (Signature and Date)
Interim Treasurer




Craig Tyler, ESEP (Signature and Date)
Secretary

 14 DEC 16

Mark Kaczmarek (Signature and Date)
Membership Director



Patrick Williams, CSEP (Signature and Date)
Communications Director



Gundars Osvalds, ESEP (Signature and Date)
Programs Director

Version	Date	Changes
3.0	5/25/2016	<p>1. Removes all duplicative clauses and corrects vague language that prevents clear interpretation.</p> <p>2. Clarifies the authority of each BOD member by referring to all members including the traditional officer positions as Directors.</p> <p>3. Clarifies and expands where prudent the authority of the Board to govern the Chapter. This must include specific procedures and metrics to be followed.</p> <p>a. Conditions under which a member of the chapter may be removed by the BOD or the membership, and the manner of removal along with the type of voting.</p> <p>b. Conditions under which a BOD Member may be removed by the BOD and the manner of removal.</p> <p>4. Establishes new Bylaws sections and clearly describes any new processes or responsibilities.</p> <p>a. Permits electronic voting for BOD elections.</p> <p>b. Permits electronic voting for Constitution and Bylaws changes.</p> <p>c. Permits electronic voting for special initiatives presented by the BOD.</p> <p>d. Expands the number of Directors with specific definitions of the new position(s) or leaves the number of positions open for the BOD to determine at the beginning of each year.</p> <p>e. Spells out the duties, powers, and procedures of the executive committee to reduce the need for BOD approvals between meetings.</p> <p>f. States unequivocally if proxy voting or telephone attendance is permitted at normal BOD meetings.</p> <p>g. Includes the clause of how the Directors serve their terms. "A Director holds office for a term of two years, except for the President-Elect, who serves three or in both cases until a successor is elected."</p> <p>h. Defines the voting majority or 2/3 of the members of the total votes cast. And, states the necessary lead time prior to voting that the changes must be provided to the membership.</p> <p>i. Student members of INCOSE may not hold Chapter Office including the WISE leadership.</p> <p>Phrases for removal for cause: Removal from Office. The BOD can remove any Director from office with or without cause by a two-thirds vote at a regular meeting. The accused director must be notified at least 30 calendar days before the vote is taken and my petition the BOD to be heard in person or by letter prior to the vote being taken.</p> <p>Section 5. Disciplinary Procedures. Members are expected to conduct themselves in a professional manner while participating in Chapter functions. If in the collective judgment of the BOD, a member's conduct is deemed offensive, unprofessional, or a continuing distraction to the good order of the Chapter's normal activities, they may be removed from the membership by a 2/3 vote of the BOD. The accused must be notified a minimum of 30 calendar days prior to the intended vote and will be heard by the BOD who may consider mitigating factors in their debate prior to voting.</p> <p>5. Adds Past President Section to Article VI – Officers and Directors.</p>
2.0	08/17/2011	
1.0	12/14/1993	

**International Council on Systems Engineering (INCOSE)
Chesapeake Chapter**

CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the Chesapeake Chapter of the International Council on Systems Engineering, herein designated as CC. The CC is a branch of the International Council on Systems Engineering (INCOSE), a California Nonprofit Corporation, hereafter referred to as the COUNCIL, and operates under the COUNCIL tax identification number and rules of incorporation. The CC shall maintain its Charter with the COUNCIL.

ARTICLE II - PURPOSE

The purpose of the CC is to foster the definition, understanding, and practice of world class systems engineering in industry, academia, and government.

ARTICLE III - OBJECTIVES

The objectives of the CC are to provide a focal point for dissemination of systems engineering knowledge, capabilities, best practices, and advancing Systems Engineering (SE) theories through involvement with the COUNCIL:

1. Ensure the existence of professional standards for the practice of systems engineering.
2. Improve the professional status of all persons engaged in the practice of systems engineering.
3. Encourage governmental and industrial collaboration and support for research and educational programs that will improve the systems engineering process and its practice.
4. Promote the acquisition and exchange of information on new technology, methods, and practices within the systems engineering community.

ARTICLE IV - MEMBERSHIP

SECTION 1.

The membership of the CC shall consist of individuals whose interests are consistent with the Article III Objectives and who meet the requirements for membership as provided by Bylaw II - Membership.

SECTION 2.

Membership in the CC shall be contingent upon membership in the COUNCIL.

SECTION 3.

Members are expected to conduct themselves in a professional manner while participating in CC functions. If in the collective judgment of the CC Board of Directors, a Member's conduct is deemed offensive, unprofessional, continues to distract from the good order of CC normal activities, or contradicts the objectives of the COUNCIL or the CC, they may be removed from the membership by a 2/3 vote of the Board. Members of any classification may also be dropped from membership for non-payment of dues. The accused Member must be notified a minimum of 30 calendar days prior to the intended vote and will be heard by the Board who may consider mitigating factors in their debate prior to voting.

SECTION 4.

Any person interested in the objectives of the COUNCIL or the CC shall be eligible for membership of a classification for which he or she is qualified in accordance with Bylaw II - Membership.

SECTION 5.

The amount and method of collection of dues of the CC members shall be as provided in Bylaw II - Membership.

SECTION 6.

The CC supports the principles of equality, equal opportunity, and equal treatment under the law. The CC opposes discrimination in any form and shall be open to all persons, regardless of race, creed, color, national origin, or any other arbitrary method of classification. The CC does and shall abide by all governmental regulations relating to equal opportunity and non-discriminatory practices.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1.

The affairs of the CC shall be managed by the Board of Directors, herein designated the Board, under such rules as the Board may determine, subject to the specific conditions of this Constitution and Bylaws. The CC Board of Directors (BOD) shall consist of Officers (President, President-Elect, Past President, Treasurer, and Secretary), as well as Directors (Membership, Programs, Communications, and Corporate Relations), all herein designated as Directors.

SECTION 2.

The functions of the Board are:

- (a) Define the specific CC objectives consistent with the COUNCIL objectives.
- (b) Establish the Strategic Plan of the CC.
- (c) Acquire the resources necessary to execute the CC Strategic Plan.
- (d) Establish and approve CC Operating Plans, and make them available to the CC membership.

SECTION 3.

Members of the Board shall be elected by the CC membership as specified in Bylaw IV - Nominations and Elections. Student and CCC Members of INCOSE may not vote or hold CC office as defined in the INCOSE Corporate Bylaws.

3.1 Authorities of the Board of Directors.

The BOD controls all of the functions and activities associated with the Chapter and the operation of the BOD under the guidance of the President. The BOD at its discretion may remove automatically or immediately any Board Member or Committee Member with or without cause for the following:

- (a) Automatically for missing 3 or more consecutive BOD Meetings.
- (b) Immediately by a two-thirds vote of No Confidence, or for violating the INCOSE Code of Ethics or these CC Constitution and Bylaws.

The affected Board Member or Committee Member must be notified a minimum of 30 calendar days prior to the intended automatic or immediate Board action, and can be heard by the Board who may consider mitigating factors in their debate prior to automatic removal or voting.

The BOD is empowered to take action to protect its authority and promote uninterrupted leadership and governance of the Chapter.

3.2 Authorities of the Executive Committee

An Executive Committee led by the President and made up of the President-Elect and Past President may convene where special circumstances require expeditious action between meetings of the Board. The CC Executive Committee shall have the power to take necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall include a summary of circumstances requiring any expeditious actions taken, and the minutes shall be submitted to the Board in an After-Action Report no later than the next Board of Directors monthly meeting.

SECTION 4.

The Board shall develop annual CC Operating Plans that execute the CC five-year Strategic Plan approved by a majority of the CC membership voting either live at a regular meeting that has a quorum according to Bylaw III – Meetings, or via an electronic vote.

SECTION 5.

The Board shall take the necessary actions to provide for the day-to-day operations and management of the CC under the guidance of the President. Under this responsibility the Board may, at its option, approve appointment of an administrative staff, or alternatively approve the subcontracting of administrative functions.

SECTION 6.

The Officers and Directors of the Board shall serve terms in office as defined in Bylaw IV– Nominations and Elections.

ARTICLE VI – OFFICERS AND DIRECTORS

SECTION 1.

The President shall have general supervision of all CC affairs including activities of the Board. The President shall preside at CC events and meetings of the Board. The President shall represent the CC with the COUNCIL. Other CC Officers and Directors shall interface with the COUNCIL as detailed in CC Operating Plans and as otherwise designated by the President.

SECTION 2.

The President-Elect shall assist the President, and shall assume the duties of the President when the President is unable to perform these duties. The President-Elect shall succeed to the position of the President upon the completion of the President's term of office, or if the President resigns or is removed by vote of the CC BOD.

SECTION 3.

The Past President shall assist the President, and shall serve as the Parliamentarian in CC Membership and BOD meetings. The Past President shall verify annual reports prepared by the CC Secretary and Treasurer. The Past President shall work with the President and President-Elect to provide liaison relationships with other local engineering and professional society chapters and

activities.

SECTION 4.

The Treasurer shall work with the President and be responsible for the financial affairs of the CC. The Treasurer shall receive all funds paid to the CC. The Treasurer, President or President-Elect (two signatures required) shall approve payment of all bills incurred by the CC. The Treasurer shall prepare an annual report on the financial affairs of the CC. This report shall adhere to standard accounting practices and shall be submitted first to the CC Board for approval, then to the CC membership, and finally to the COUNCIL.

SECTION 5.

The Secretary shall prepare minutes of all CC and Board meetings and maintain all permanent records. The Secretary shall prepare formal communications between the Board, the COUNCIL, and the CC membership, and any other formal communications as required.

SECTION 6.

The Directors shall each be responsible for one of the major function areas of the CC: a) Communications, b) Membership, c) Programs, and d) Corporate Relations. Each Director shall operate under the direction of one of the CC Officers, with committees, goals and objectives, budgets, and volunteers as required. Responsibilities overlap when necessary to accomplish the goals and objectives of the CC.

ARTICLE VII - ELECTIONS

Officers and Directors shall be elected as specified in Bylaws IV and V.

ARTICLE VIII - FINANCES

SECTION 1.

The fiscal year of the CC shall be from 1 January to 31 December, inclusive.

SECTION 2.

Members of CC committees, as well as Officers and Directors shall not receive compensation for services rendered.

ARTICLE IX - BYLAWS

SECTION 1.

The Board shall not make Bylaws in conflict with either the CC Constitution or the COUNCIL Constitution and Bylaws. This Article IX of the CC Constitution may not be changed.

SECTION 2.

The Bylaws may be amended by the Board in the manner provided in Bylaws III and X.

ARTICLE X - AMENDMENTS TO THE CONSTITUTION

SECTION 1.

Amendments to this CC Constitution may be proposed through a Bylaws Committee to be established by the President, by the majority of the Board, or by written petition of at least 15% of the members of the CC.

SECTION 2.

Proposed amendments shall be considered by a Bylaws Committee or the Board, which shall report and make recommendations to the CC membership at large. Proposed amendments shall be submitted to the entire membership for approval/disapproval at least thirty (30) days before the next meeting of the CC.

SECTION 3.

Approval of CC Constitutional Amendments requires a simple majority vote of the active CC membership voting, either live at a regular CC meeting that has a quorum according to Bylaw III – Meetings, or via an electronic vote.

SECTION 4.

A review and consideration of update to this CC Constitution and Bylaws shall be completed every four years after the date the CC is chartered by the COUNCIL. The Board shall appoint a Constitution Committee and provide guidance for this planned review and consideration of updates to the Constitution and Bylaws.

ARTICLE XI - DISSOLUTION

SECTION 1.

The CC shall only use its funds to accomplish the objectives and purposes specified in the CC Constitution and Bylaws. No part of its funds shall inure to or be distributed to the members, Officers, or Directors of the CC. Upon dissolution of the CC, the net assets remaining after payment of all debts shall revert to the COUNCIL within ninety (90) days of dissolution, to be used for charitable and educational purposes under Section 501 (c) (3) of the U. S. Internal Revenue Code as it now exists or as may be amended. This clause supersedes any previous clause regarding dissolution of the CC.

ARTICLE XII – INUREMENT

SECTION 1.

The CC is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or pay dividends, inure, upon dissolution or otherwise, to the private benefit of any member.

**International Council on Systems Engineering
Chesapeake Chapter**

BYLAWS

BYLAW I – ACTIVITIES

- (a) The Chesapeake Chapter of the International Council on Systems Engineering (INCOSE), herein referred to as CC, shall encourage conferences, workshops, seminars, and courses, and may sponsor or cosponsor such events as appropriate.
- (b) The CC shall, develop newsletters, bulletins, technical publications, and electronic communications, when feasible, to provide the dissemination of the systems engineering knowledge.
- (c) The CC shall support and implement the goals and objectives of the International Council on Systems Engineering, hereafter referred to as the COUNCIL, and shall represent the views and interests of the local CC members to the COUNCIL.

BYLAW II - MEMBERSHIP

SECTION 1.

A Membership Committee shall be appointed by the President. This committee shall solicit applications for membership in the COUNCIL and select CC as their Chapter.

SECTION 2.

- (a) The CC is open to individuals, institutions, and organizations regardless of race, gender, age, or creed, which share a common commitment to the enhancement of systems engineering practice and knowledge. The CC supports the principles of equality, equal opportunity, and equal treatment under the law. The CC opposes discrimination in any form.
- (b) The annual dues for CC membership are in accordance with those of COUNCIL.

SECTION 3.

The membership period shall be in accordance with the COUNCIL.

SECTION 4.

- (a) Yearly membership in the COUNCIL and as a member of the CC and the obligation for dues shall continue from year to year unless the member's signed resignation is received by COUNCIL, prior to the end of the membership year for which dues have been paid. Any person in arrears for dues for a period defined by the COUNCIL shall cease to be a member of the CC and the COUNCIL.

(b) A member whose resignation was received by the COUNCIL, or who has been dropped by the COUNCIL and thus from the CC due to non-payment of dues, may be reinstated as an active member by the COUNCIL and the CC Membership Committee upon the member's request for reinstatement and payment of the member's current dues to the COUNCIL.

(c) Individual membership dues are paid to the COUNCIL which provides membership to both the COUNCIL and the CC. The dues for the CC membership shall be in accordance with those of the COUNCIL.

BYLAW III - MEETINGS

SECTION 1.

(a) Meetings of the CC shall be held quarterly as a minimum. The dates of these meetings and the scheduling of any special meetings shall be the responsibility of the Board.

(b) All meetings of the CC shall be conducted according to Robert's Rules of Order, Revised, except where there is a conflict with the CC Constitution and Bylaws.

(c) At meetings of the CC, a quorum for the conduct of business shall consist of 15% of the total qualified to vote chapter membership, either live, virtually (telephone, video, or Internet), or via signed vote directives (i.e., proxy ballots).

SECTION 2.

(a) Meetings of the CC Board shall be held quarterly as a minimum and may hold other special meetings as necessary.

(b) All meetings of the CC Board shall be conducted according to Robert's Rules of Order, Revised, except where there is a conflict with the CC Constitution and Bylaws.

(c) At meetings of the Board, a quorum shall consist of a simple majority of the total Board, either live, virtually (by telephone, video, or Internet), or via signed vote directives (i.e., proxy ballots).

(d) Vote outcomes at the BOD meetings shall be determined by a simple majority of voting Board members present. The President shall not request a vote or vote on an issue except in the event of a tie vote. In case of a tie vote, the President shall vote to break the tie.

(e) If less than a quorum physically or virtually (by telephone, video, or Internet) attend a duly called meeting, tentative actions may be taken. These tentative actions shall become effective upon subsequent written ratification by additional members needed to achieve a quorum.

BYLAW IV - NOMINATIONS AND ELECTIONS

SECTION 1.

The CC Nominations and Election Committee is responsible for nominations of CC Officers and Directors, as well as the CC election process. The CC Nominations and Election Committee Chairman and members shall be recommended by the President and approved by the Board at least ninety (90) days prior to the election. The Nominations and Election Committee shall prepare and validate a slate of candidates for open offices.

Balloting by mail or a secure internet system shall be conducted during the month of September. Election results shall be announced and newly elected Officers and Directors shall be introduced at the November meeting following CC membership voting. Newly elected Officers and Directors shall assume office on January 1 at the beginning of the new operating year.

SECTION 2.

The CC Officers and Directors shall be elected by a majority of individual CC members who are eligible to vote.

SECTION 3.

All CC elected positions are for a 2-year term, except for the President-Elect, who serves three years, or in all cases until a successor is elected. The Immediate Past President shall continue as an ex officio member of the Board for one year.

SECTION 4.

All Officers, Directors, and any others in leadership positions or committee positions must be members of both the CC and the COUNCIL.

BYLAW V - VACANCIES

Vacancies, to complete a term of office, shall be filled by appointment nomination of the President and approval of the Board. Individuals appointed to fill vacancies shall serve until the next CC election, at which time the CC shall elect a full-term replacement.

BYLAW VI - COMPENSATION

The CC Officers, Directors, and Committee Members shall serve without pay.

BYLAW VII - NON-PROFIT LEGAL STATUS

The CC shall be organized as a non-profit 501.c6 local chapter of the COUNCIL under the articles of incorporation of the COUNCIL.

BYLAW VIII - FINANCES

SECTION 1.

The fiscal year of the CC shall be from 1 January to 31 December, inclusive.

SECTION 2.

All instruments for the payment of money by the CC shall be drawn in the name of the CC, signed by either the Treasurer or the President of the CC, and countersigned by the President or Treasurer, or Past President or President-Elect of the CC, upon receipt of an approved Disbursement Request Form for a valid CC expenditure. A Disbursement Request Form shall be completed and approved for a valid CC expenditure, and signed by any current CC Officer or Director, except the ones signing or countersigning the payment instrument. Payment instruments below a certain dollar amount shall not require countersigning of the Payment, and this amount, which shall not exceed \$1,500.00, shall be determined by the Board. The Treasurer shall maintain these forms and all other financial records. The Treasurer shall ensure that the appropriate signature authority is maintained for all financial instruments.

The Treasurer (or Acting Treasurer) shall manage the access to the Bank Accounts (via signing authority and web access). Such actions shall be approved by a vote of the board.

SECTION 3.

The Board shall approve and establish for each fiscal year, a budget of estimated expenditures and receipts and submit to COUNCIL by April.

SECTION 4.

The Board is authorized and empowered on behalf of the CC 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 CC. The Board shall also have the power to allocate and/or re-allocate funds when required for the purposes of carrying out the objectives of the CC.

SECTION 5.

An Audit Committee, appointed by the newly elected President, shall conduct an audit of the previous year's CC financial records and prepare a report which is approved by the Board, then furnished to the CC membership within ninety (90) days of the beginning of the new fiscal year.

BYLAW IX - AMENDMENTS TO THE BYLAWS

These Bylaws may be modified, altered, or amended at any regularly scheduled meeting of the CC by the affirmative vote of simple majority of the total votes cast by the members in good standing (except for Student Members and Corporate Advisory Board Members) voting (either in

person, via electronic tally, or via signed vote directives), but not at any special meeting, unless notice of such intention shall have been included in the notice of such special meeting. Scheduled meetings shall be held in accordance with BYLAW III—Meetings. Amendments must be submitted in writing to the Board and to members of the CC at least thirty (30) days prior to the meeting at which they are to be voted upon, If voting is to be by electronic ballot a 30-day voting period shall be allowed, or if voting is to be by mail a 45-day voting period shall be allowed.

BYLAW X - COMMITTEES

The Board may establish committees in line with the COUNCIL technical committees, and such committees as Membership, Programs, Communications, Constitution and Bylaws, Audit, and other necessary committees on an as-needed basis.

BYLAW XI - GOVERNANCE

SECTION 1.

General policies of the CC shall be controlled by the Board through its powers to initiate changes in the CC Constitution and Bylaws, to establish budget policies, and to review the reports of the CC Officers and Directors.

SECTION 2.

The determination of operating policies and the control of the affairs, property, and funds of the CC shall be vested in the Board, except as otherwise provided by the CC Constitution and Bylaws.

SECTION 3.

All questions coming before the CC, the Board, and committees, shall be decided by a 2/3 majority of the total votes cast, except as otherwise provided in the CC Constitution and Bylaws. All questions shall be submitted in writing to the CC, Board, and committees at least thirty (30) days prior to the meeting at which they are to be voted upon, unless voting is to be by electronic ballot, in which case a 30-day voting period shall be allowed, or unless voting is to be by mail, in which case a 45-day voting period shall be allowed.

SECTION 4.

Ballots shall be used when recommended by the Board in voting on CC matters. Unless otherwise specified in the CC Constitution and Bylaws, vocal or "show-of-hands" voting shall be used in meetings. Electronic voting (e.g., via E-mail, online survey, etc.) or voting by mail may be used for voting for elections, CC Constitution and Bylaws changes, or special initiatives presented by the Board.

SECTION 5.

All individual CC members (except for Student Members and Corporate Advisory Board Members) not in arrears for COUNCIL dues, and otherwise in good standing, may be present and participate in the discussions or proceedings of any of the regular meeting or special meetings, and may vote on all questions and in all elections in such meetings.

SECTION 6.

Each CC member (except for Student Members and Corporate Advisory Board Members) shall be entitled to one vote on all questions submitted to the membership.

SECTION 7.

Robert's Rules of Order, Revised, shall determine the conduct of business in all meetings of the CC, the Board, and committees, except when inconsistent with the CC Constitution and Bylaws.