

**INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING
SAN DIEGO CHAPTER
BYLAWS**

BYLAW I - ACTIVITIES

- (a) The San Diego Chapter of the International Council on Systems Engineering, hereinafter referred to as the Chapter, shall support and implement the purpose and objectives of the International Council on Systems Engineering, hereinafter referred to as INCOSE, and shall represent the views and interests of the local members to INCOSE.
- (b) The Chapter shall encourage conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.
- (c) The Chapter shall initiate newsletters, bulletins, and technical documents, primarily via electronic media, to improve the dissemination of the systems engineering knowledge base. The Chapter shall maintain ownership of the internet domain name “sdincose.org” and maintain the content on its web based pages as a means of member communications. The Chapter shall also utilize the “incose.org” domain resources provided by INCOSE, as they benefit the Chapter.
- (d) The Chapter shall provide person-to-person networking and employment opportunity communications for local systems engineers, and promote collaboration among members.
- (e) The Chapter shall assist young people in understanding and appreciating the career of systems engineering.
- (f) The Chapter shall provide recognition for eminent systems engineers within the Chapter’s purview.

BYLAW II - MEMBERSHIP

SECTION 1. – Responsibility.

Membership in the International Council on Systems Engineering is the responsibility of INCOSE and not the Chapter. The INCOSE Membership Committee shall elect all members, regardless of classification.

SECTION 2. – Non-discrimination.

The Chapter is open to all INCOSE members in good standing regardless of race, gender, age, or creed, who share a common commitment to the enhancement of systems engineering practice and knowledge.

SECTION 3. – Membership Application.

The membership year is 12 months long as determined by INCOSE. Applications for membership may be made to either INCOSE or the Chapter. If the application is submitted to the Chapter, the Chapter shall forward the application to INCOSE. Membership acceptance by INCOSE grants membership rights in both INCOSE and the Chapter. INCOSE administers membership renewal.

SECTION 4. – Dues Payment.

(a) Membership in the Chapter and the obligation for dues continue from year to year unless the member's resignation, signed by the member, is received by the Chapter prior to the end of the membership year for which dues have been paid. Each member's membership begins with the month the dues are paid. Any person in arrears for dues who is dropped by INCOSE shall cease to be a member of the Chapter.

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

(c) Individual membership dues determined by INCOSE provide membership to both INCOSE and the Chapter.

BYLAW III - MEETINGS

SECTION 1. – General Membership Meetings.

General membership meetings of the Chapter shall be held at least every other month. The dates of these meetings and scheduling of any special meetings shall be the responsibility of the Board of Directors, hereinafter referred to as the Board. The dates, times, locations and any topics/themes of these meetings shall be disseminated to the membership by e-mail on a timely basis.

SECTION 2. – Board Meetings.

(a) The Board shall hold monthly meetings and may hold other meetings as necessary.

(b) At meetings of the Board a quorum shall consist of five members of the Board. Vote outcomes shall be determined by a simple majority of voting Board members present. The President shall not vote on an issue except in the event of a tie vote.

(c) In case of a tie vote, the President shall vote to break the tie.

(d) 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 quorum.

(e) Between Board meetings, Board business may be conducted by e-mail. Approval of e-mail ballots shall require affirmative vote by simple majority of voting Board members.

BYLAW IV - NOMINATIONS AND ELECTIONS

SECTION 1. – Nominations and Balloting.

(a) Nominations for elected officers and directors and the election process are the responsibility of a Nominations and Elections Committee, chaired by the immediate Past President. The Nominations and Elections Committee members are recommended by the President and approved by the Board at least thirty days prior to the election. The Nominations and Elections Committee shall consist of at least three Chapter members in good standing, none of whom may be currently serving on the Board, exclusive of the Past President. The Nominations and Elections Committee shall prepare and validate a slate of candidates for open offices.

(b) Balloting by mail or e-mail to all eligible members shall commence on 1 October and continue through 1 November, with results available by 1 December.

SECTION 2. – Election Criteria.

The candidate for each office who receives the most votes cast shall be declared to be elected. If the vote for any office is a tie, the Board shall break the tie. Newly elected officers and directors shall be installed at the January meeting of the Chapter.

SECTION 3. – Board of Directors Terms of Office.

Terms of office shall be as shown in Table 1.

Table 1. Terms of Office

President	1 year
President Elect	1 year
Recent Past President	1 year
Treasurer	1 year
Secretary	1 year
VP - Technical Development	1 year
VP - Chapter Development	1 year
VP - Administration	1 year
Directors at-large (2)	2 years (staggered)

SECTION 4. – Membership Standing.

All officers, directors, and any others in leadership positions must be members in good standing of INCOSE.

BYLAW V - OFFICERS

SECTION 1. – President.

The President shall provide leadership of Chapter affairs. The President or a designated alternate shall preside at Chapter meetings and at meetings of the Board.

Primary duties relate to providing Chapter leadership, as follows:

- Preside at Board and Chapter meetings
- Act as an ex-officio member of all Chapter committees and working groups
- Recommend Nominations and Elections Committee members
- Nominate Audit Committee members
- Represent the Chapter at the annual International Workshop (IW) and International Symposium (IS), or delegate a representative
- Participate in INCOSE Region II meetings (internet and telecon)
- Support or lead and plan joint-chapter events; assist other INCOSE chapters
- Act as INCOSE Member Board interface
- Prepare annual submission for Chapter Award

SECTION 2. – President Elect.

The President Elect shall be responsible for the organization of a CHAPTER program of meetings and events. The President Elect may enlist a committee to assist in the program responsibility. The President Elect shall succeed to the position of the President for the year following their term as President Elect, or earlier if the President resigns.

Primary duties shall be:

- Preside and assume the duties of the President in the absence of the President
- Organize and plan Chapter meetings and events
 - Ensure Membership and Joint meeting arrangements are established
 - Prepare event flyers for review
 - Provide venue, food service and other operational support
 - Provide speaker appreciation (e.g., token gifts, thank-you certificates)
- Maintain Chapter Calendar of Events
- Maintain and execute the Publicity Plan

SECTION 3. – Recent Past President.

The Recent Past President shall be responsible for Strategic direction and planning, and serves as Chairman of the Nominations and Elections Committee.

Primary duties shall be:

- Chair the Nominations and Elections Committee
- Send election results to the Chapter Secretary and to INCOSE Headquarters
- Consult to the Board for Strategic planning
- Preside in the absence of the President and President Elect

SECTION 4. – Treasurer.

The Treasurer shall manage the finances of the Chapter. The Treasurer receives all funds paid to the Chapter and makes payment of all bills incurred by the Chapter as approved by the Board. The Treasurer shall make monthly reports to the Board as well as an annual report to INCOSE on the finances of the Chapter.

Primary duties shall be:

- Lead the Chapter's annual financial planning and budgeting
- Manage monthly financial operations and reporting

- Receive and secure income and pay bills
- Prepare and send annual INCOSE Financial Report

SECTION 5. – Secretary.

The Secretary shall be responsible for the Records of the Chapter. The Secretary shall prepare minutes of all meetings of the Chapter and the Board and maintain all permanent records.

Primary duties shall be:

- Prepare Minutes for each Board of Directors meeting
- Collect and post meeting presentations on the Chapter web site
- Maintain an electronic file archive containing the artifacts of Chapter activities (e.g., meeting minutes, announcements, and documents that support the annual Chapter Award submittal.)

SECTION 6. – Vice President for Technical Development.

The Vice President for Technical Development shall lead the Chapter in the technical aspects of its activities. The Vice President for Technical Development shall (a) promote and develop systems engineering practices, procedures and tools and (b) promote and develop professional tutorials, training courses, and academic curricula through the regular and special Programs of the Chapter. The Vice President for Technical Development may establish committees to support technical development activities.

Primary duties shall be:

- Develop, plan and promote the Tutorial Program
- Develop, plan and promote an annual Mini-Conference and other conferences
- Promote and support member participation in papers, presentations, and development of INCOSE products
- Act as liaison with local universities on SE programs
- Promote and develop SE practices, procedures and tools
- Establish committees to support technical development activities
- Act as INCOSE Technical Board interface

SECTION 7. – Vice President for Chapter Development.

The Vice President for Chapter Development shall lead the Chapter in promoting membership and providing direct membership support, services and benefits. This includes, but is not limited to continuous pursuit of the solicitation of new members for the Chapter through proactive promotion of INCOSE membership benefits. The Vice President for Chapter Development may establish committees to support Chapter development activities.

Primary duties shall be:

- Support and promote membership in the Chapter
 - Maintain a current Chapter membership roster
 - Solicit and sign-up new members
 - Maintain a member retention program
- Annually review and update the Chapter recruitment package (Tri-Fold, SDINCOSE marketing materials, INCOSE marketing materials)
- Promote INCOSE membership support, services, activities and benefits
- Provide Outreach (as defined by Chapter Awards program)

- Serve as Inter-Society Liaison
- Plan for National Engineers Week
- Conduct membership surveys at least annually

SECTION 8. – Vice President for Administration.

The Vice President for Administration shall manage communications that facilitate operations of the Chapter. These functions shall include, but are not limited to the various forms of communication with members, including maintenance and use of membership and contacts databases. The Vice President for Administration shall initiate update of Chapter Bylaws whenever necessary to reflect the Board responsibilities required for effective operations.

Primary duties shall be:

- Conduct regular member communications
 - Maintain email contact lists for members and interest groups
 - Transmit meeting and event notices to members and interest groups
 - Manage the overall state of the sdincose.org web site
 - Prepare and distribute a quarterly Chapter Newsletter
- Lead the maintenance of Chapter Bylaws as required for Chapter operations

SECTION 9 – Director (2-Years)

Following election to office, primary duties shall be to:

- Promote establishment of Corporate Relations
- Liaison to a Chapter Corporate Advisory Board
- Assist with recruitment and membership materials

SECTION 10 – Director (1-Year)

After serving one year in office, primary duties shall be to:

- Establish and maintain an Honors, Awards, and Recognition program for the Chapter at large
- Promote volunteerism and enlist members and non-members to contribute
- Plan for and oversee an annual call for INCOSE Fellow nominations
- Assist the President with the annual Chapter Award program submittal
 - Collect input data and documentation
 - Conduct a Chapter Performance Measurement Program (PMP) and conduct quarterly audits
 - Identify shortfalls in Chapter activity planning and make recommendations to the Board for corrective action.

SECTION 11 – Director Ad-Hoc (Non-Voting)

One or more non-voting Director Ad-Hoc may be appointed by the President and approved by the Board, with duties and term(s) of office as required to perform specific assignments, meet special needs, or lead specific projects.

SECTION 12. – Removal from Office.

Officers and directors may be removed from office for cause. Such action may be instigated by the Board or by petition by the membership. Absence from three consecutive Board

meetings shall be cause for removal from office but may be overridden by vote of the other Board members.

BYLAW VI - VACANCIES

Vacancies that occur during a term of office shall be filled by nomination of the President and approval of the Board.

BYLAW VII - COMPENSATION

Members of the committees, officers, and directors of the Chapter shall not receive compensation in any form for services rendered, except for compensation as is customary for the Chapter for the presentation of Tutorials, Short Courses and Seminars of at least four hours duration. Members of committees, officers, and directors shall be entitled to reimbursement of expenses incurred in rendering services to the Chapter, including travel expenses, to the extent approved in advance by the Board.

BYLAW VIII - NON-PROFIT STATUS

The Chapter shall be organized as a subordinate Chapter of the INCOSE non-profit corporation, in accordance with California laws and the U.S. Internal Revenue Code.

BYLAW IX - FINANCES

SECTION 1. – Fiscal Year.

The fiscal year of the Chapter shall be from January 1 to December 31, inclusive, in accordance with the INCOSE fiscal year.

SECTION 2. – Signature Authority.

The President, President Elect and Treasurer shall have signatory authority for the Chapter. If one or more of these positions is vacant, to ensure a total of three signatories for the Chapter, other officers shall be designated to have signatory authority by nomination of the President and approval of the Board. All instruments for the payment of money by the Chapter shall be drawn in the name of the Chapter by the Treasurer, or by either of the additional two officers with signatory authority in the Treasurer's absence. All payments must be approved by the Board. Payments in excess of \$1,000 shall be cosigned by two officers with signatory authority.

SECTION 3. – Income and Expenditures.

The Treasurer is authorized and empowered on behalf of the Chapter to receive by devise, bequest, donation, or otherwise, money and 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 money and property and the income arising therefrom to the objectives of the Chapter. The

Treasurer shall, with the Board's approval, have the power to allocate funds for the purposes of carrying out the objectives of the Chapter. The Treasurer shall be responsible to secure and account for all financial assets of the Chapter.

SECTION 4. – Budget.

The Treasurer shall prepare a proposed fiscal year budget of estimated receipts and expenditures, for review and approval by the Board. The Board shall review the budget proposed by the Treasurer, revise as necessary, and establish the annual fiscal year operating plan at the January Board meeting.

SECTION 5. – Financial Audit.

An Audit Committee (appointed by the Chapter President by December 1 of each year) shall conduct an audit of the Chapter financial records and prepare a report to be furnished to the Chapter before January 15 annually. The Audit Committee shall consist of three Chapter members in good standing, who are not sitting members of the Board, nominated by the President and approved by the Board.

BYLAW X - AMENDMENTS TO THE BYLAWS

These Bylaws may be modified, altered, or amended at any meeting of the Chapter, conducted by assembly or by email broadcast, by the affirmative vote of 2/3 of the members present and/or voting, but not at any special meeting, unless notice of such intention shall have been included in the notice of such special meeting. Modifications or amendments must be provided in writing to the Board and to members of the Chapter at least 15 days prior to the meeting at which they are voted upon or 15 days prior to the end of voting by email broadcast.

BYLAW XI - COMMITTEES

The Board may establish committees such as Bylaws, Nominations & Elections, Audit, Membership, Publicity and Programs.

BYLAW XII - GOVERNMENT

SECTION 1. – General Policies.

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

SECTION 2. – Operating Policies.

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

SECTION 3. – Voting Criteria.

All questions coming before the Chapter, its Board of Directors, and committees shall be decided by a majority of the votes cast, except as otherwise provided in the Constitution and Bylaws.

SECTION 4. – Ballots.

Ballots shall be used when recommended by the Board in voting on Chapter matters. Unless otherwise specified in the Constitution and Bylaws, vocal or "show-of-hands" voting shall be used in meetings. When authorized by the Board, e-mail ballots may be used.

SECTION 5. – Membership Voice and Vote.

All individual members not in arrears for dues, and otherwise in good standing, may be present and participate in the discussions or proceedings of any of the regular, annual or special membership meetings, and may vote on all questions and in all elections in such meetings. Each member shall be entitled to one vote on all questions submitted to the membership.

SECTION 6. – Conduct of Business.

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 the Constitution and Bylaws.

CERTIFICATION OF BYLAWS.

I, the undersigned, certify that I am the presently elected and acting Vice President – Administration of the San Diego Chapter of the International Council on Systems Engineering (INCOSE), and that the above bylaws are the bylaws of this Chapter as adopted by vote of the Chapter.

Dated: 20 May 2011

/s/ James Feinberg

Vice President – Administration
INCOSE San Diego Chapter