



International Council on Systems Engineering

INCOSE Bylaws (Your vote is required. Please vote to Approve or Not Approve INCOSE Bylaws Changes)

INTRODUCTION TO BYLAWS CHANGES

With this election, you are requested to vote on a set of bylaws changes that that will introduce significant improvement in INCOSE operations. The Board of Directors strongly recommends approval of these changes. If approved, changes will take effect in 2020 and beyond. In accordance with the bylaws, this change will be approved if the number voting "For" exceeds the number voting "Against," but quorum rules require that 5% of members return their ballots. Your vote is important. Please submit it promptly.

The Board of Directors has evaluated the current state and future plans for services such as Certification, Events, and Training. To effectively provide such services, the Board is requesting that a new Services Director position be authorized by the membership. The Board is proposing that this be an appointed director position that is nominated by the President and approved by a majority vote of the Board of Directors.

The INCOSE bylaws and California Corporate Code require certain changes to the bylaws be approved by the membership for the protection of members' rights. Specifically, all appointed director positions must be authorized by a vote of the members

If approved, the bylaws changes will take effect on January 1, 2020, with the newly appointed Services Directors taking office at the International Workshop in January 2020.

If not approved, there will be no changes to the composition of the Board of Directors.

If you have any questions regarding the proposed changes, please contact bylaw-change@incose.org.

TEXT OF BYLAWS CHANGES (*changes are bolded, underlined, and italicized*)

ARTICLE III BOARD OF DIRECTORS

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Section 2. Number and Classes of Directors. The authorized number of Directors of this corporation shall not be less than seven (7) nor more than twenty (20).

...

Section 3. Selection.

...

Three (3) appointed director positions shall be appointed by the Presidents of INCOSE chapters.

...

One (1) appointed director position shall be appointed by the Corporate Advisory Board.

One (1) appointed director position shall be the Technical Director. The Technical Director shall be nominated by the President and approved by majority vote of the Board of Directors.

One (1) appointed director position shall be the Services Director. The Services Director shall be nominated by the President and approved by majority vote of the Board of Directors.

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Section 4. Term. Each director shall hold office as stated in Table 2 until the expiration of the term for which elected and until a successor has been elected and installed, except as otherwise provided by these bylaws.

Table 2

BOARD OF DIRECTORS TERMS OF OFFICE

Officers 2 Years

At-Large Directors 3 Years

Directors Appointed to represent the Sectors 3 Years

Director Appointed by the Corporate Advisory Board 2 Years

Technical Director 2 Years

Services Director 2 Years
