

(Date of Adoption)

**BYLAWS OF THE
INTERNATIONAL COUNCIL ON SYSTEMS ENGINEERING
FINNISH CHAPTER (FinSE)**

BYLAW I - NAME

The name of this organization shall be the International Council on Systems Engineering (INCOSE) Finnish Chapter. The INCOSE Finnish Chapter shall be an authorized local chapter of the International Council on Systems Engineering, hereafter referred to as the COUNCIL, as provided for by Article V, Section 4 of the COUNCIL Bylaws.

BYLAW II - PURPOSE

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

BYLAW III - OBJECTIVES

The objectives of the INCOSE Finnish Chapter are to provide a focal point for dissemination of systems engineering knowledge, and through its involvement with the COUNCIL to:

1. promote collaboration in systems engineering education and research;
2. assure the establishment of professional standards for integrity in the practice of systems engineering;
3. improve the professional status of all persons engaged in the practice of systems engineering;
4. encourage governmental and industrial support for research and educational programs that will improve the systems engineering process and its practice; and
5. promote INCOSE Finnish Chapter activities with industry, government and academia within the geographical area of INCOSE Finnish Chapter.

BYLAW IV - ACTIVITIES

- (a) The INCOSE Finnish Chapter encourages conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.
- (b) The INCOSE Finnish Chapter will provide its members with a newsletter and may initiate bulletins and electronic bulletin boards when feasible to improve the dissemination of the systems engineering knowledge base.
- (c) The INCOSE Finnish Chapter will take actions to increase research and educational activities that enhance the practice of systems engineering.

BYLAW V - MEMBERSHIP

SECTION 1.

Any member who is accepted by the COUNCIL may elect to be a member of the INCOSE Finnish Chapter.

SECTION 2.

INCOSE Finnish Chapter shall follow the membership policies of Article 1 of the COUNCIL Bylaws.

BYLAW VI - BOARD OF DIRECTORS

SECTION 1.

The affairs of the INCOSE Finnish Chapter shall be managed by the Board of Directors under such rules as the Board of Directors may determine, subject to the specific conditions of these Bylaws.

SECTION 2.

The Board of Directors shall consist of the President, Vice-President/President-Elect, Treasurer and Secretary. The Board of Directors can be completed by additional members as needed as recent Past President and at-large Directors. Any entity (e.g., company, corporation, etc.) having six or more members from the same entity, automatically qualifies having at least one of the at-large Directors seats on the Board of Directors. The specific number of directors for the next election period may be modified by a vote of the Board of Directors to accommodate changing needs of the organization.

SECTION 3.

The Board of Directors shall take the necessary actions to provide the day-to-day operations and management of the INCOSE Finnish Chapter. Under this responsibility the Board of Directors may, at its option approve appointment of an administrative staff or approve contracting the administrative function.

BYLAW VII - OFFICERS

SECTION 1.

The President shall have general supervision of INCOSE Finnish Chapter affairs. The President shall preside at INCOSE Finnish Chapter meetings and at meetings of the Board of Directors. The President shall represent the INCOSE Finnish Chapter with the COUNCIL.

SECTION 2.

The Vice-President/President-Elect shall assist the President and shall assume the duties of the President when the President is unable to perform these duties. The Vice-President/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.

The Treasurer shall be responsible for the financial affairs of the INCOSE Finnish Chapter. The Treasurer shall receive all funds paid to the INCOSE Finnish Chapter and shall approve payment of all bills incurred by the INCOSE Finnish Chapter as approved by the Board of Directors. The Treasurer shall make an annual report on the financial affairs of the INCOSE Finnish Chapter to the Finnish Chapter membership and to the COUNCIL.

SECTION 4.

The Secretary shall prepare minutes of all meetings of the INCOSE Finnish Chapter and the Board of Directors and shall maintain all permanent records. The Secretary shall provide communication between the Board of Directors, the INCOSE Finnish Chapter membership, and the COUNCIL.

SECTION 5.

The Officers and Directors of the INCOSE Finnish Chapter shall serve terms of office as defined in the Bylaws.

BYLAW VIII - GOVERNMENT

SECTION 1.

All questions coming before the INCOSE Finnish Chapter, its governing body and committees, shall be decided by a majority of the votes cast, except as otherwise provided in these Bylaws.

SECTION 2.

Ballots shall be used when recommended by the Board of Directors in voting on INCOSE Finnish Chapter matters. Unless otherwise specified in these Bylaws, vocal or "show-of-hands" voting shall be used in meetings.

SECTION 3.

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.

SECTION 4.

Each member shall be entitled to one vote on questions submitted to the membership.

SECTION 5.

Robert's Rules of Order, Revised, where applicable, shall determine the conduct of business in all meetings of the INCOSE Finnish Chapter, its governing body and committees, except when inconsistent with these Bylaws.

BYLAW IX - NOMINATIONS AND ELECTIONS

SECTION 1.

Nominations for Officers and Directors and the election process are the responsibility of the Nominations and Elections Committee. Nominations for Officers and Directors for the following year shall be received by the Nomination and Election Committee at least 30 days before mailing of ballots. The Nomination and Elections Committee shall prepare and validate a slate of candidates for open offices and will mail ballots to all members. Balloting by mail will commence on 1 October through 30 October with results available by 1 December.

SECTION 2.

Officers and Directors shall be elected by a majority of INCOSE Finnish Chapter members voting.

SECTION 3.

The Officers and Directors shall serve for one year; the term of office to begin at the first INCOSE Finnish Chapter meeting held after 1 January.

BYLAW X - VACANCIES

The Nomination and Election committee shall identify candidates to fill unscheduled vacancies. The list of candidates shall be approved by the Officers and Directors. Upon approval, the candidate list shall be submitted to the Finnish Chapter membership for voting.

BYLAW XI - MEETINGS

SECTION 1.

- (a) Program meetings or other membership meetings shall be held at least quarterly.
- ~~(b)~~ The organization of INCOSE Finnish Chapter membership business meetings and program meetings shall be the responsibility of the Program Committee.
- (c) Meetings of committees and subcommittees shall be the responsibility of the respective committee and subcommittee chair people and members.
- (d) At any meeting of the INCOSE Finnish Chapter, the order of business shall be in accordance with an agenda distributed in advance.

SECTION 2.

- (a) Special meetings can be scheduled by the Program Committee or the Board of Directors.
- (b) Each registrant at a special meeting shall pay a registration fee to be fixed by the Program Committee.

SECTION 3.

- (a) The Board of Directors shall hold meetings at least twice a year.
- (b) At meetings of the Board of Directors a quorum shall consist of a simple majority of the total Board of Directors.

BYLAW XII - COMMITTEES

SECTION 1.

Committees may be established by the Board of Directors if they are deemed to be in the best interest of the INCOSE Finnish Chapter. Examples of committees are Program Committee, Budget and Finance Committee, Nominations and Election Committee, Ways and Means Committee, Academic Committee, and Chapter Development Committee.

SECTION 2.

Committees shall be reviewed annually by the Board of Directors relative to their objectives and effectiveness.

SECTION 3.

Chairs of committees will be selected by the President.

BYLAW XIII - FINANCES

SECTION 1.

The fiscal year of the INCOSE Finnish Chapter shall be from May 1 to April 30, to match the fiscal year of the COUNCIL.

SECTION 2.

The Board of Directors shall approve and establish, for each fiscal year, an operating budget of estimated expenditures and receipts prepared by the Budget and Finance Committee. The Treasurer shall be a member of the Budget and Finance Committee.

SECTION 3.

Members of committees, and the Board of Directors shall not receive compensation in any form for services rendered. The Board of Directors may authorize disbursement for expenses incurred in the accomplishment of INCOSE Finnish Chapter activities.

SECTION 4.

All income to the INCOSE Finnish Chapter collected by committees or subcommittees, or members of the Board of Directors, will be accounted for, given to the Treasurer and audited by the Treasurer.

SECTION 5.

The Treasurer, with assistance from the Budget and Finance Committee, shall be responsible for preparing financial reports.

SECTION 6.

The Board of Directors is authorized and empowered in behalf of the INCOSE Finnish 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 therefrom to the objectives of the INCOSE Finnish Chapter. The Board of Directors shall also have the power to allocate funds of the INCOSE Finnish Chapter for the purposes of carrying out the objectives of the INCOSE Finnish Chapter.

SECTION 7.

The INCOSE Finnish 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 INCOSE Finnish Chapter. On dissolution of the INCOSE Finnish Chapter, the net assets remaining after payment of all debts shall revert to the COUNCIL within ninety (90) days of dissolution.

BYLAW XIV - AWARDS

The Board of Directors 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 INCOSE Finnish Chapter. The qualifications and requirements for such awards, and any associated privilege that may come with such recognition shall be established by the Board of Directors.

BYLAW XV - AMENDMENTS TO THE BYLAWS

SECTION 1.

Amendments to these Bylaws may be proposed through the Ways and Means Committee, by a majority of the Board of Directors, or by written petition of at least 15 percent of the active members of the INCOSE Finnish Chapter.

SECTION 2.

Proposed amendments shall be considered by the Ways and Means Committee or by the Board of Directors, which shall report and make recommendations to the membership at large. Proposed amendments shall be submitted by written ballot to the entire membership for approval

SECTION 3.

Approval of amendments shall be by written ballot presented to the active membership, and requires a 2/3 majority vote of the membership voting, given that a quorum is exceeded.

SECTION 4.

For amendment of these Bylaws, a quorum shall be defined as 20 percent of the membership.

SECTION 5.

A review and update to these Bylaws shall be completed every four years by a Ways and Means Committee or by the Board of Directors.

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