INCOSE Denmark
Bylaws

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1. NAME

The name of this organization shall be INCOSE Denmark, hereinafter designated as INCOSE-DK. INCOSE-DK is registered in Denmark with the CVR-nr. 35189351.

INCOSE-DK 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.

INCOSE-DK is a non-profit organisation.

The official web site for INCOSE-DK is www.incose.dk.

2. PURPOSE

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

3. OBJECTIVES

The objectives of INCOSE-DK 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 profession 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 systems engineering activities with industry, government and academia within Denmark and its neighboring countries.

4. ACTIVITIES

a) INCOSE-DK encourages conferences, workshops, seminars and courses, and may sponsor or co-sponsor such events as appropriate.

b) INCOSE-DK 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) INCOSE-DK will take actions to increase research and educational activities that enhance the practice of systems engineering.

5. MEMBERSHIP

Any member who supports the purpose and objectives of INCOSE-DK as described in chapters 2 and 3, and pays the applicable dues to the COUNCIL, may elect to be a member of INCOSE-DK.

The Board of Directors may choose to terminate a membership of INCOSE-DK for conduct that can cause detriment to INCOSE-DK, for conduct that can adversely affect the reputation of INCOSE-DK, or for conduct which is contrary to or destructive of the objectives of INCOSE-DK.

Any membership proposed to be terminated shall be entitled to a written notice specifying the grounds for such proposed termination, given at least thirty (30) days prior to the meeting at which such termination is to be voted upon, and shall be entitled to be heard orally or in writing by the Board of Directors not less than five (5) days before the Board of Directors votes upon the expulsion of such member.

This termination does not affect the membership status in the COUNCIL unless the matter is also taken up with the COUNCIL and handled according to the applicable policies.

6. BOARD OF DIRECTORS

The Board of Directors shall consist of the four Officers: President, Vice-President, Treasurer, Secretary, and of other at-large Directors as determined by the Board, and shall be comprised of a minimum of 6 Officers and Directors in total. Regarding nominations and elections please refer to Chapter 8.

The specific number of directors for the next election period may be modified by the Board of Directors to accommodate changing needs of the organization.

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

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

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

The Secretary shall prepare the minutes of meetings of INCOSE-DK and the Board of Directors and shall maintain all permanent records, including the list of current membership. The Secretary shall provide communication between the Board of Directors, the INCOSE-DK membership, and the COUNCIL.

The Board of Directors may, at its option, approve appointment of an administrative staff or approve contracting the administrative function.

7. GOVERNMENT

The affairs of INCOSE-DK 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, the laws of Denmark, and according to the decisions made at the Annual General Meeting (see Chapter 11).

The Board of Directors shall hold meetings at least twice a year, the order of business being in accordance with an agenda distributed in advance.

At meetings of the Board of Directors, a quorum shall consist of simple majority of the elected members of the total Board of Directors.

Decisions made by the Board of Directors are taken based on a simple majority of the Directors attending the meeting. In case of equality of votes, the President's vote is decisive.

8. NOMINATIONS AND ELECTIONS

Only members of INCOSE-DK can be elected to the Board of Directors.

All members of the Board shall be elected at the Annual General Meeting (see Chapter 11) and each Officer and Director shall serve for 2 years; the terms of office starting immediately upon the election.

In order to keep the continuity in the Board of Directors, the elections shall be arranged in the way that half of the members of the Board shall be elected one year, the other half the next year, and so forth.

Only the President shall be elected directly at the Annual General Meeting. At the first subsequent Board meeting, the elected members shall appoint the remaining Officers and Directors internally among themselves.

Nominations for Officers and Directors shall be received by the Board of Directors at least 4 weeks before the Annual General Meeting. The Board of Directors shall prepare and validate a slate of candidates for open offices and distribute to all members together with the agenda for the Annual General Meeting.

Unscheduled vacancies will be filled by individuals who are approved by the Board of Directors. They shall serve until the next election, at which time they shall be submitted to the INCOSE-DK membership for voting.

Officers and Directors shall be elected by a simple majority of INCOSE-DK members voting.

9. AUDITORS

The Annual General Meeting (see Chapter 11) shall elect at least one Auditor and a Deputy Auditor among the members, serving for one year, i.e. until the next Annual General Meeting.

The Auditor(s) shall review a draft of the accounts and balance sheet and provide any comments in the form of a note or an endorsement, before it is submitted to the members prior to the Annual General Meeting.

If any concerns of the accounts have been expressed by the Auditor(s), the Board of Directors has an obligation to comment on these at the Annual General Meeting.

10. COMMITTEES AND WORK GROUPS

Committees and work groups may be established by the Board of Directors as deemed in the best interest of INCOSE-DK.

The Chair of a committee or work group is elected by the Board of Directors and shall at regular intervals report to the Board about the activities in the group and the results achieved.

Meetings within the committees and work groups shall be the responsibility of the respective committee and work group Chair and members.

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

11. ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) is the governing authority in INCOSE-DK.

The AGM shall be held once every year, in the period March 1 to May 31.

The actual date of the AGM is decided by the Board of Directors and shall be published by email to all INCOSE-DK members no later than 6 weeks in advance.

Any motions from the members must be sent to the Board of Directors no later than 4 weeks before the AGM, to be considered for inclusion in the AGM agenda.

The Secretary shall send the final AGM agenda by email to all INCOSE-DK members no later than 2 weeks before the AGM.

The AGM agenda shall include the following items:

- Opening remarks
- Election of Chairman of meeting
- Presentation of the Annual Report by the President of INCOSE-DK
- Presentation of Accounts and Balance Sheet by the Treasurer of INCOSE-DK
- Election of Officers and Directors of the Board (see Chapter 8)
- Election of Auditors and Deputy Auditors (see Chapter 9)
- Motions received (from members, from Board)
- Any Other Business
- Closing remarks

The Secretary of INCOSE-DK shall take notes at the AGM and prepare a draft of the minutes. The minutes shall be approved by the Board of Directors and subsequently sent by email to all members of INCOSE-DK.

Any member of INCOSE-DK may be present at the AGM and participate in the discussions, and each member shall be entitled to one vote on questions submitted to the membership at the AGM. If a member is unable to attend personally in the AGM, he can be represented and vote by proxy. A proxy can represent a maximum of three (3) members.

All questions raised and discussed at the AGM shall be decided by a simple majority of the votes cast. However, regarding any amendments of the Bylaws and termination of INCOSE-DK, refer to chapters 15 and 16, respectively.

12. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting (EGM) shall be held upon written request (mail) from at least 30 percent of the members of INCOSE-DK, or if deemed necessary by the Board of Directors.

The actual date of the EGM shall be published by email to all INCOSE-DK members no later than 4 weeks in advance, together with an agenda for the meeting, describing the items for discussion. Only the items on this agenda must be discussed and considered at the EGM.

The rules for voting and decision making applying to an AGM shall apply to an EGM as well.

13. FINANCES

The fiscal year of INCOSE-DK shall be from January 1 to December 31.

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

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-DK activities.

All income to INCOSE-DK collected by committees or work groups, or members of the Board of Directors, will be accounted for, given to the Treasurer and audited by the Treasurer.

The Board of Directors is authorized and empowered on behalf of INCOSE-DK 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 INCOSE-DK. The Board of Directors shall also have the power to allocate funds of INCOSE-DK for the purposes of carrying out the objectives of INCOSE-DK.

INCOSE-DK 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 INCOSE-DK. On dissolution of INCOSE-DK (see Chapter 16), the net assets remaining after payment of all debts shall revert to the COUNCIL within thirty (30) days of dissolution.

14. 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 INCOSE-DK. 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.

15. AMENDMENTS TO THE BYLAWS

Amendments to these Bylaws may be proposed by a majority of the Board of Directors, or by written petition of at least 15 percent of the members of INCOSE-DK.

Proposed amendments shall be considered by the Board of Directors, which shall report and make recommendations to the membership at large, and the final approval shall be done at the Annual General Meeting (see Chapter 11).

Approval of amendments requires a 65 percent majority vote by the membership voting, given that a quorum of 20 percent of the total INCOSE-DK membership is exceeded.

Any changes to these Bylaws shall be recorded in the Revision History within this document.

16. DISSOLUTION OF THE CHAPTER

INCOSE-DK shall immediately dissolve if demanded by the COUNCIL, as provided for by Article V, Section 4 of the COUNCIL Bylaws.

INCOSE-DK may also dissolve if proposed by a majority of the Board of Directors, or by written petition of at least 15 percent of the members of INCOSE-DK. In this case the approval of dissolution is subject to the same rules that apply to any amendments to the Bylaws.

REVISION HISTORY

Date	Comments
2013-09-23	Draft version, ready for Organizational Meeting
2013-11-13	Identical to 2013-09-23 draft. Approved at Founding General Meeting 2013-10-30
2015-12-10	Amendment to change fiscal year to follow the calendar year approved at Annual General Meeting 2015-11-26: • Section 11: AGM period changed to "March 1 to May 31" • Section 13: Fiscal year changed to "January 1 to December 31"

CERTIFICATE OF THE SECRETARY
I, the undersigned, certify that I am the presently elected and acting Secretary of INCOSE-DK, and that the above bylaws with amendments, consisting of 9 pages including this page, have been approved by general vote of the Membership.

Dated: 2015-12-10 Original signed by Kell Michael Jensen, Secretary

10/12 - 2015