

BYLAWS
INTERNATIONAL SOCIETY FOR THE SYSTEMS SCIENCES (ISSS)

ARTICLE I: NAME AND LOCATION

- 1.1 Name.** The name of this corporation shall be the International Society for the Systems Sciences, with the acronym "ISSS," herein referred to as the ISSS or the Society.
- 1.2 Location.** The location of the Society's principal office, termed *International Business Office*, shall be determined by the Board of Directors. Persons and institutions may be members of the Society without regard to their location.

ARTICLE II: PURPOSES AND OBJECTIVES

- 2.1 Purposes.** The overall purpose of the ISSS is to promote the development of conceptual frameworks based on general system theory, as well as their implementation in practice. It further seeks to encourage research and facilitate communication between and among scientists and professionals from various disciplines and professions at local, regional, national, and international levels.
- 2.2 Objectives.** The following objectives are specific to the overall purpose:
- A. To foster the investigation of the analogy or isomorphy of concepts, laws, and models in various disciplines and professions.
 - B. To promote the unity of science through improving communications among the specialists in various scientific fields.
 - C. To facilitate transfer of concepts, laws, and models across disciplines and professions.
 - D. To encourage development of theoretical models where they are lacking.
 - E. To reduce the duplication of theoretical efforts between and among disciplines and professions.
 - F. To encourage applications of systems thinking to solutions of specific problems; in particular, to help to focus research and promote efforts toward the service of humanity.
 - G. To develop, to encourage the development of, and to provide for programs of education in systems thinking and application.
 - H. To perform, encourage, and provide for charitable, scientific, literary, and educational acts and works.
 - I. To receive property, either real, personal, or mixed, by devise, bequest, or gift; to own, purchase, convey, exchange, lease, mortgage, encumber, or otherwise dispose of property, both real and personal; to borrow money, contract debts, notes, debentures, and to secure the same; to do all other acts necessary or expedient, as determined by the board of directors, and as permitted by law for the administration of the affairs or attainment of the overall purpose of the corporation.

ARTICLE III: MEMBERSHIP

- 3.1 Application and Acceptance.** Applications for membership shall be submitted to the Vice-President for Administration of the ISSS and approved by the Board of Directors.
- 3.2 Classes of Membership.** The ISSS shall be composed of members in the following categories:
- Regular Member--an accepted individual who wishes to further the purpose of the ISSS.
 - Student Member--an accepted individual who is actively pursuing a formal educational program in systems science or a related field. A person may be in this category no more than five consecutive years.
 - Retired Member--an accepted individual who is retired from full-time work.
 - Honorary Fellow--an individual who is selected for special recognition by the board of directors.

- Member--an accepted organization, which promotes the objectives of the ISSS.
- Past-President Member--an individual who has served as President of the Society shall have life membership.
- Such other classes as Council enacts.

- 3.3 Privileges of Individual Members** Individual members shall be entitled to:
- such privileges as are enacted by due process of the Society, the Council, and the Board of Directors;
 - submit nominations for society officers as prescribed by these bylaws;
 - vote in the election of society officers and directors;
 - petition the Council and the Board of Directors to attend specific meetings of those bodies;
 - vote, when in attendance, on all matters that come before duly-called meetings of the Society; and
 - vote by mail or electric ballot on proposed amendments of these bylaws.

- 3.4 Privileges of Institutional Members.** Institutional members shall be entitled to send representatives with the same privileges as stated in 3.3, and to receive such recognition as enacted by due process of the society.

- 3.5 Dues and Fees.** The Council shall determine annual dues and admission fees which shall be paid by each member in accordance with such classifications as it deems appropriate, and may require dues of a different amount for each class so created. Each Chapter and Special Integration Group (SIG) may determine annual chapter and special integration group dues and admission fees. Dues and fees shall be payable in such a manner as the Board of Directors shall prescribe. Annual dues shall be for a twelve-month period, beginning January 1. All changes in the amounts of dues shall be ratified by simple majority vote of voting members at the next annual meeting of the membership of the Society.

- 3.6 Suspension or Termination.** Membership may be suspended or terminated for failure to pay dues or other financial obligations to the Society or any chapter or special integration group in accordance with procedures established by the Board of Directors. Furthermore, the Board of Directors may suspend or terminate any membership it determines to be detrimental to the Society's goals and objectives.

ARTICLE IV: ORGANIZATION

- 4.1 Membership of the Society.** The collective membership of the International Society for the Systems Sciences shall be known as the Society. The Society shall meet in business session annually to ratify such items as are required to be ratified by the Society by these bylaws and such other items as the Council may desire to submit for ratification.

- 4.2 Council.** The governing body of the Society shall be the Council. The Council may exercise all powers requisite for the purposes of the Society, that are not inconsistent with these bylaws or with duly enacted resolutions of the membership, including, but not limited to, the authority to prescribe the policies and procedures of the Society and to enact resolutions binding upon the Board of Directors, the officers, committees, and staff.

- 4.2.1 Composition.** The Council shall be composed of regular members selected as follows:
- A. The chairpersons of all Special Integration Groups (SIGs) that have organized at least one papers session in each of the last two annual meetings or equivalent activity certified by the VP for Administration. Qualifying chairpersons shall be identified annually by the VP for Administration and certified by the Board of Directors.
 - B. All elected officers and directors of the Society.
 - C. All participating past presidents of the Society (Board of Trustees).
 - D. All presidents or designees of sub-regional chapters (e.g. Southern California, Minneapolis, or Germany) that have conducted at least two meetings in each of the last two years or equivalent activity certified by the VP for Administration. Qualifying

presidents shall be identified annually by the VP for Administration and certified by the Board of Directors.

4.2.2 *Selection and Election.* Selection or election of the SIG chairpersons, Council members from regional chapters and presidents of sub-regional chapters shall be determined by the bodies represented. Officers of the Society and past presidents shall be elected according to these bylaws.

4.2.3 *Terms.* The terms of council members shall be the same as their respective terms as qualifying SIG chairpersons, Society officers, and presidents or designees of qualifying sub-regional and regional chapters.

4.2 Board of Directors. Between meetings of Council, the activities of the Society shall be directed by the Board of Directors. The Board of Directors shall act as the administrative committee of Council, and shall exercise all powers of Council except those reserved to Council in these bylaws or by resolutions of the Council. The Board of Directors shall perform all functions required by these bylaws.

4.3.1 *Composition.* The Board of Directors shall be composed of eight regular officers of the Society, namely, the President, Secretary and VP for Protocol, Treasurer and VP for Funds, VP for Administration, VP for Conferences, VP for Membership and Public Relations, VP for Research and Publication, and VP for Communication and Systems Education. President-Elect, Past-President, and a representative of the Board of Trustees shall be special voting members with floor privileges. However, in the event of a full vote that is tied, the votes of the eight regular members shall determine the outcome.

4.3.2 *Annual Election.* The Society officers shall be elected as indicated by these bylaws. The VP for Conferences shall be elected by the Council. The representative of the Board of Trustees shall be elected by majority vote of the Board of Trustees. The other officers are elected by the general membership.

4.3.3 *Terms.* The terms of office of the Board members shall be the same as the Board members' terms as officers. However, the term of the representative of the Board of Trustees shall be two years.

4.4 **Executive Committee.** The activities of the Society shall be directed by the VP for Administration between meetings of the Board of Directors. The VP for Administration generally shall direct ordinary business under duly established policies but s/he may act on behalf of the Board of Directors in emergency situations. In such situations, the VP for Administration shall empower an Executive Committee.

4.4.1 *Composition.* The Executive Committee shall be composed of at least three of the following four members: the President, the Treasurer, the VP for Administration, and one other member of the Board of Directors, preferably the one who is most concerned or knowledgeable about an issue under consideration and who is readily available for consultation. The committee may be selected for a single issue or meeting or for multiple issues and longer periods up to a member's term on the Board of Directors.

4.5 Board of Trustees. The Board of Trustees shall serve as an advisory group to the Executive Committee, the Board of Directors, and the general membership of the Society. Each member is a member of the Council with full floor privileges. Their primary purpose is to use their extensive contacts and experience to promote the financial welfare of the Society. In that role, the Board of Trustees shall administer the restricted fund for the preservation of the annual meeting of the Society (Section 6.3.6). The V. P. for Administration may authorize loans up to a cumulative amount of \$15,000 (U.S. dollars) for a specific annual meeting without Board of Trustees authorization. All loans for a specific meeting, the cumulative value of which exceed \$15,000, shall be made only upon the authorization of the Board of Trustees. For this purpose, quorum shall be the number of

Board of Trustees members participating in the called meeting and authorization shall be by simple majority vote. In extraordinary situations, when the organizational integrity of the Society is believed to be at risk, a two-thirds majority of the Board of Trustees may call a special meeting of the Executive Committee, the Board of Directors, the Council, or the Society.

4.5.1 *Composition.* The Board of Trustees is composed of past-presidents of the Society, who desire to make continuing contributions to the Society's purpose and objectives and who are members in good standing.

4.5.2 *Selection.* Members serve as a result of their terms as Society presidents.

4.5.3 *Term.* Unlimited.

4.6 Administrative Officers. The officers of the Society shall be the President, President-Elect, Past-President, Secretary and VP for Protocol, Treasurer and VP for Funds, and VP for Administration, VP for Research and Publications, VP for Communications and Systems Education, VP for Membership and Public Relations, and VP for Conferences.

4.6.1 *Election.* Officers shall be elected in the manner described in these bylaws, particularly under the section "Annual Elections."

4.6.2 *Terms.* The President shall be elected one year prior to the presidential term for a three-year period, serving successive one-year terms as President-Elect, President, and Past-President. The Treasurer and VP for Funds and the VP for Administration shall serve five-year terms, the terms of these two offices, however, should overlap. The Secretary and VP for Protocol, the VP for Research and Publication, and the VP for Communication and Systems Education shall serve two-year terms. The VP for Conferences shall serve a one-year term. The VP for Membership and Public Relations shall serve a three-year term.

4.6.3 *Duties.* The duties of officers shall be to participate in all meetings to which their offices obligate them and as set forth in 4.6.3.1-10. These statements shall serve as job descriptions.

4.6.3.1 *President.* The President shall preside at all meetings of the Society, the Council, and the Board of Directors; appoint committees in accordance with Section 4.8-4.8.6; act as spokesperson for the Society; and execute the plan of action developed while serving as President-Elect. The President is a visible symbol of the Society and represents it at all levels. The President shall formulate themes and shall be generally responsible for the program of the annual meeting (convention).

4.6.3.2 *President-Elect.* The President-Elect shall become familiar with the duties of the office of President, make committee appointments in accordance with Section 4.8-4.8.6, and otherwise develop a plan of action for his/her term as President, and perform such other related duties as may be assigned by the President or designated by the Council and/or the Board of Directors. In the event of the President's failure to function (Section 4.13) or incapacitation, the President-Elect shall assume the duties of the President.

4.6.3.3 *Past-President.* The Past-President shall be chairperson of the Nominating Committee, and perform such other duties as may be assigned by the President or designated by the Council and/or Board of Directors.

4.6.3.4 *Secretary and Vice-President for Protocol.* The Secretary shall take official minutes of all Society, Council, and Board of Directors meetings; provide an official copy of the minutes to the VP for Administration for preservation; distribute the minutes to the members of those bodies in a timely manner; and publish the minutes to society members as required by the due processes of the society. As VP for Protocol, this officer will act as parliamentarian, and will be chair of the Bylaws Committee.

4.6.3.5 *Treasurer and VP for Funds.* The Treasurer and VP for Funds shall have the usual duties of a corporate treasurer to the extent such duties have not been delegated to the VP for Administration by the Council, and perform such other duties as may

be assigned. The Treasurer shall make no expenditure of funds without authorization by the VP for Administration and prior budget authorization. As VP for Funds, the Treasurer is chair of the Finance Committee.

- 4.6.3.6 *Vice-President for Administration.* The VP for Administration is the chief executive officer of the Society, who answers directly to the Board of Directors, and is responsible for the day-to-day affairs of the Society, protecting and controlling its assets, and generally administering the activities of the Society according to the policies and procedures set out by the Council and the Board of Directors. The VP for Administration should facilitate communication among members of the Society and work in consultation and collaboration with the President and such other officers as are charged and authorized by the Council and Board of Directors to perform certain duties. The VP for Administration shall submit to the Board of Directors a proposed annual budget prior to the annual meeting of the Council. No expenditures of funds shall be authorized by the VP for Administration without prior budget authorization by the Board of Directors (see also Section 6.5.1).
- 4.6.3.7 *Vice-President for Research and Publications.* The VP for Research and Publications shall serve as liaison to the Board of Directors for all Society-sponsored research and research-centered publication activities; in particular s/he shall facilitate high-quality, systems-related publications of all types, particularly the Proceedings, Yearbook, Bulletin, and special publications (including assisting with those developed through the office of the VP for Communication and Systems Education). The Vice-President for Research and Publications shall serve as Co-Chairperson of the Publications Committee.
- 4.6.3.8 *Vice-President for Communication and Systems Education.* This officer shall serve as liaison to the Board of Directors for all Society-sponsored communication and education-related publication activities.
- 4.6.3.9 *Vice-President for Conferences.* The VP for Conferences shall serve as liaison to the Board of Directors for diligent promotion of conferences, including but not limited to the annual meeting (conference) of the Society, chapter, SIG, and staff meetings, and joint conferences with other organizations. In addition, this officer should be a facilitator who works with the duly appointed annual meeting organizers.
- 4.6.3.10 *Vice-President for Membership and Public Relations.* The VP for Membership and Public Relations shall serve as liaison to the Board of Directors for diligent promotion of membership for the Society, including cultivating relationships between the Society and other relevant academic societies. The VP for Membership and Public Relations will also lead the dissemination of public information and promotion of the global presence of the Society with the view of increasing membership and participation in its official activities and events. The VP for Membership and Public Relations should also work with the VP for Administration and the VP for Communication and Systems Education on all aspects of communication relating to internal relations among and between members and with SIG Chairs.

4.7 Staff Personnel. The Board of Directors shall authorize staff positions and contracts for the performance of staff functions. The VP for Administration shall employ personnel for authorized staff positions and negotiate authorized contracts for the performance of staff functions.

4.7.1 **Salaries, Benefits, Fees, and Commissions.** Salaries, benefits, fees, and commissions shall be fixed by the Board of Directors.

4.8 Committees. Except as otherwise provided in these bylaws or by the Council, the President may appoint committees with such duties, powers, responsibilities, and procedures as he/she may prescribe subject to the policies and procedures of the Council. A majority of the members of each committee shall constitute a quorum for the transaction of business. Any question may be submitted to committee members for vote by correspondence or other direct communication. All appointed committee members and chairpersons shall serve at the pleasure of the President. The President and VP for Administration shall have the

privilege of the floor at all meetings of all committees, including the committees designated below. All committees, except the Nominating Committee, are advisory.

- 4.8.1 *Nominating Committee.* The Nominating Committee shall be composed of five persons, the Past-President (Chair), the VP for Administration, two members of the Board of Trustees selected by the VP for Administration, and one other member selected by the Past-President. The Nominating Committee shall make nominations for the offices of President-Elect, VP for Administration, Secretary and VP for Protocol, Treasurer and VP for Funds, VP for Research and Publications, VP for Communication and Systems Education, and VP for Membership and Public Relations according to the process prescribed in Section 4.11.
- 4.8.2 *Finance Committee.* The Finance Committee shall be composed of the Treasurer and VP for Finance (Chair), the President, the President-Elect, and such other members, as the President shall appoint. The Finance Committee shall advise the VP for Administration in preparation of the proposed annual budget to be adopted by the Board of Directors, on proposed funding programs, and on such other financial matters as may appropriately come before it.
- 4.8.3 *Bylaws Committee.* This committee shall be composed of the Secretary and VP for Protocol (Chair), the VP for Administration, and three members of the Council as the President shall appoint. The Bylaws Committee shall advise the Board of Directors on proposed changes in these bylaws, and review and submit recommendations concerning chapter and SIG bylaws to the VP for Administration for consideration by the Board of Directors.
- 4.8.4 *Publications Committee.* The Publications Committee shall be composed of the editors of the various publications of/or affiliated with the Society, the editors of the various systems publications selected by the VP for Administration and ratified by the Board of Directors, the VP for Research and Publications (Co-Chairperson), and two other members appointed by the President. The Chairperson shall be elected by the committee for a term of five years.
- 4.8.5 *Educational Programs and Materials Committee.* This committee shall be composed of the VP for Communications and Systems Education (as Co-Chairperson) and individuals representing various educational programs and producers of educational materials and such other members as the President shall appoint. The Chairperson shall be elected by the committee for a five year term.
- 4.8.6 *Ad-Hoc Committees, Commissions, and Representatives of the Society to other Organizations.* The President may appoint such other committees, commissions, and representatives as she/he deems useful to the purposes and objectives of the Society. All such committees, commissions, and representatives may be appointed during the President's terms as President-Elect and President. During the President-Elect's term, such committees, commissions, and representatives shall be advisory to the President-Elect only. During the President's term, these committees, commissions, and representatives shall function in the manner prescribed by these bylaws. All such committees, commissions, and representatives shall cease at the termination of the two-years of a President's and Past-President's term unless authorized to continue by the Board of Directors for a specific period. No such committee, commission, or representative shall continue indefinitely except by authorization of the Council.
- 4.9 **Chapters.** The Society encourages the formation of regional chapters composed of members interested in promoting the society's purposes and objectives in a particular geographical area. A chapter may be authorized by the Board of Directors if at least twelve Society members in good standing petition the VP for Administration. Each chapter should develop a set of bylaws and submit them to the Bylaws Committee within three years of authorization by the Board of Directors. The chapter President shall be a full member of the Council if the chapter has conducted and reported to the VP for Administration at least two meetings in each of the previous two years (or the equivalent).

4.10 Special Integration Groups (SIGs). The Society encourages the formation of Special Integration Groups (SIGs) composed of persons interested in promoting a particular subset of the Society's purposes and objectives. To be authorized by the Board of Directors, at least twelve Society members in good standing shall petition the VP for Administration. The SIG chairperson or a designee shall be a full member of the Council if the SIG has organized at least one papers session (or the equivalent), at each of the Society's last two annual meetings. SIGs are encouraged to conduct meetings with Society chapters and other SIGs in addition to their annual meeting participation.

4.11 Annual Elections

4.11.1 Nominations. The Nominating Committee shall diligently seek recommendations for each open office from all of the Society's constituencies, including the Board of Trustees' members, SIG chairs, active chapter or regional chairs; and shall seek confirmation of acceptance from each nominee in advance of the balloting. However, consultation with the nominee about his/her capabilities is in order, as well as the candidate's readiness to accept the nomination. All nominations shall include a vita or resume and a biographical review of the candidate.

The Nominating Committee shall solicit nominations from the society membership for all vacancies during the calendar year prior to that of the annual meeting at which the terms will commence. A description of the responsibilities and duties of the positions and any qualifications required as stated in Section 4.6.3 should be included in the call for nominations.

The Chairperson of the Nominating Committee shall report the nominations to the Board of Directors by December 31 of the calendar year prior to the annual meeting in which positions will be filled. The Board of Directors shall select a slate of nominations by simple majority vote.

The Nominating Committee shall send, or cause to be sent, a mail ballot by which each nominee may be accepted or rejected to each member in good standing on or before March 15 of the calendar year in which the positions will be filled. The ballots should state that it is to be returned (postmarked) by April 15 of that same year. A statement of 200 to 600 words should be included in the ballot mailing, describing the professional experience, strengths and skills, and experience in the Society of each candidate, and how that candidate would contribute to the purposes and objectives of the Society. The chairperson of the Nominating Committee shall notify all candidates of the results of the election on or before May 31 of the calendar year in which the ballot is mailed.

4.11.2 Competence and Resource Availability. The Nominating Committee for the office of VP for Administration should carefully assess with the candidate the likely availability of institutional support.

4.11.3 Certification of Council Members. The VP for Administration shall notify the chapter and SIG chairpersons that have qualified as Council members by April 15 of each year. Each qualified member shall provide the VP for Administration with his/her name, address, home and office telephone numbers, fax number, and e-mail address.

4.11.4 Direct Elections. Two Board of Director members are elected directly (without Nominating Committee involvement) at annual meetings. The Council shall elect a representative to the Board of Directors, namely the VP for Conferences, whose term begins upon election. The Board of Trustees, in its annual meeting, shall elect a representative to the Board of Directors whose term shall begin upon election.

4.12 Vacancies. Vacancies of the offices of President, President-Elect, Past-President, VP for Administration, Treasurer and VP for Finance, Secretary and VP for Protocol, VP for Research and Publications, VP for Communication and Systems Education, and VP for Conferences, and VP for Membership and Public Relations may be filled by Council. Vacancies in any other office may be filled by the Board of Directors. Vacancies of Presidential appointments may be filled by the President.

- 4.13 Failure to Perform.** If an elected officer of the Society fails to perform the duties of the office, the Board of Directors shall determine who shall perform the failed duties. If the officer who fails to perform is the President, Treasurer and VP for Finance, or VP for Administration, a Special Executive Committee, composed of those other two officers who are performing their duties and one other member of the Board of Directors selected by the two officers, shall make the determination. If the failure to perform is deemed a significant dereliction of responsibility and duty, the Special Executive Committee may petition the Board of Directors to declare a vacancy of that office. The Board of Directors shall declare a vacancy by majority vote. If a head of a chapter, SIG, committee or commission, who does not serve by virtue of election to an office of the Society, shall fail to perform, the VP for Administration shall declare the position vacant.

ARTICLE VI. MEETINGS

- 5.1 Meetings of the Society.** The membership shall meet pursuant to Sections 5.1.1-6. Meetings of the membership shall be known as meetings of the Society.

5.1.1 Annual Meeting. A regular or annual meeting of the Society shall be held during the period from May 15 to September 15, at a place and on a date to be fixed by the Board of Directors. The Council may change the period in which the meeting may be held. In an emergency, the Board of Directors may change the date and location of the meeting.

5.1.2 Special Meetings. The President shall call a special meeting of the Society when directed by the Council or the Board of Directors, or upon the written request by signed petition of at least 25 percent of the membership of the Society or 50 percent of the members of the Council. Special meetings shall be held at places and times designated by the Board of Directors. No business shall be transacted at a special meeting of the Society other than that for which the meeting shall have been called.

5.1.3 Notice. Notice of each regular or special meeting of the Society shall be given in a timely manner.

5.1.4 Quorum. Thirty members shall constitute a quorum for the transaction of business at any regular or special meeting of the Society. If quorum fails, business may be conducted provisional upon its majority ratification by mail ballot of members responding within sixty days of the mailing.

5.1.5 Minutes. Minutes of all regular and special meetings of the Society shall be published in the first issue of the *General Systems Bulletin* following the meeting.

5.1.6 Program Meetings. Program meetings are designed to bring together members and other interested individuals to carry out the purposes and objectives of the Society. A regular or annual program meeting shall be held in conjunction with the regular or annual meeting of the Society. Program meetings shall be held in conjunction with the meetings of chapters and SIGs. Special program meetings may be held by the direction of the Council or the Board of Directors.

- 5.2 Meetings of the Council.** Meetings of the Council shall be governed by Sections 5.2.1-6.

5.2.1 Regular Meeting. A regular annual meeting of the Council shall be held prior to the annual meeting of the Society at the same place.

5.2.2 Special Meetings. The VP for Administration shall call special meetings of the Council when requested to do so by the Board of Directors or when requested in writing by signed petition of a majority of the Council members. Special meetings of Council shall be held at the times and places designated by the Board of Directors.

- 5.2.3 *Mail Ballots.* In lieu of a special meeting of Council, the VP for Administration, with the approval of the Board of Directors, may submit any question to the Council for a vote by mail or electronic ballot, and any action therein approved by a majority of the members that vote in a timely manner shall be declared by the VP for Administration to be an act of Council and recorded in the minutes.
- 5.2.4 *Notice.* Notice of each regular or special meeting of the Council shall be made in a timely manner.
- 5.2.5 *Quorum.* Twelve of the members of the Council shall constitute a quorum for the transaction of business at any duly called meeting of Council. In the event quorum fails, all business conditionally transacted shall be submitted to the entire Council by mail ballot.
- 5.2.6 *Minutes.* A copy of the minutes of each meeting of the Council shall be provided to each member of Council in a timely manner and published in the first issue of the *General Systems Bulletin* following the meeting.
- 5.3 *Meetings of Directors.*** Meetings of the Board of Directors shall be governed by Sections 5.3.1-5.
- 5.3.1 *Meetings.* The Board of Directors shall meet annually prior to the regular meeting of the Council and of the Society. Additional meetings as needed to meet the requirements of these bylaws shall be called by the VP for Administration. The President or her/his designate shall preside over the meetings.
- 5.3.2 Any action thereby approved by a majority of the Board members shall be declared by the VP for Administration to be an act of the Board of Directors and recorded in the minutes of the Board of Directors.
- 5.3.3 *Notice.* Notice of each regular or special meeting of the Board shall be made in a timely manner.
- 5.3.4 *Quorum.* Five of the eight regular voting members shall constitute a quorum for transaction of business at a duly called meeting of the Board of Directors. Any action taken at a meeting where quorum fails shall be submitted to the entire Board by mail or electronic ballot.
- 5.3.5 *All actions of the Board of Directors must be by affirmative vote of a majority of its present or eligible membership with the right to vote.* Actions of the Board of Directors (including the vote count) shall be reported to the Society membership or to the Council as directed by the Council. A copy of the minutes of each meeting of the Board of Directors shall be provided to each member of the Board within thirty days after each meeting.
- 5.4 *Meetings of Other Deliberative Bodies.*** To the extent possible, the Board of Trustees, committees, and commissions, the Executive Committee, chapters, and special integration groups shall conduct their meetings in a manner similar to the requirements for the Society, Council and Board of Directors meetings.
- 5.5 *Open Meetings.*** All meetings of the Society, Council, boards, committees and commissions shall be open without floor privileges to any member of the Society. Floor privileges may be extended to a non-member of a particular body by a two-thirds majority vote of the voting members present. For administrative purposes, a member must petition the specific bodies to attend specific meetings.
- 5.6 *Content of Minutes of all Meetings*** All motions concerning major issues should be entered into the minutes with a statement of their disposal: "failed for lack of a second," "approved," or "disapproved."

- 5.7 Order of all Meetings.** All meetings of the Society, Council, Boards, committees and commissions shall follow *Roberts Rule of Order*.

ARTICLE VI: BASIC POLICIES AND PROCEDURES

The following policies and procedures are considered so basic to the well-being of the Society that they are included in these bylaws. All other policies and procedures promulgated by the Society, Council, Board of Directors, and any subgroup of the Society shall not contradict or conflict with these policies.

- 6.1 Purposes and Objectives.** All policies and procedures shall be pursuant to the purposes and objectives of the Society as stated in Article II of the bylaws.
- 6.2 Action Plans.** An annual action plan shall be developed by the President-Elect to be implemented during her/his Presidential term and submitted to the Board of Directors for approval by majority vote prior to the annual meeting in which the President-Elect becomes President. At a minimum, the action plan shall include the names, purpose, and responsibilities of all proposed committees and commissions not prescribed by these bylaws, the names, postal and e-mail addresses, and telephone and fax numbers of all chairs and members of those proposed committees and commissions, the time, place, and call for papers of the annual meeting (convention) of the Society, descriptions of any special meetings and new programs to be recommended, a statement of any organizational initiatives that will be proposed to the Board of Directors, the Council, and/or the Society, and such other inclusions as the Board of Directors or Council shall require.
- 6.3 Annual Budget and Financial Policy.** The financial activities of the Society shall be controlled by an annual budget. The annual Society operations are budgeted separately from those of the annual meeting (convention). See Section 6.4 below.
- 6.3.1 *Initial Preparation of Proposed Budget.* The VP for Administration shall present an initial draft of the proposed budget, for the calendar year beginning after the annual meeting of the Society, to the Finance Committee three months prior to the annual meeting.
- 6.3.2 *The Finance Committee* shall advise the VP for Administration on the proposed budget by accepting or amending and accepting the proposed budget by majority vote. That vote shall be taken in meeting or by electronic or mail ballot no later than two months prior to the annual meeting and entered into the official minutes of the Finance Committee. The VP for Administration may accept or reject any amendment to the proposed budget.
- 6.3.3 *Submission of Proposed Budget to the Board of Directors.* If the VP for Administration accepts all amendments, he/she shall submit the amended budget to the Board of Directors no later than forty-five days prior to the annual meeting. If the budget that the VP for Administration submits does not contain all amendments of the Finance Committee, he/she shall submit each rejected amendment as an addendum to the proposed budget.
- 6.3.4 *Board of Directors Budget Process.* The Board of Directors shall accept or amend and accept the proposed budget by majority vote and submit it to the Council for ratification no later than thirty days before the annual meeting. The accepted budget shall control the receipts and expenditures of the Society. Receipts shall be as stipulated by the budget and no expenditures shall be made outside of the budget authorization. The budget may be amended during the period it is in force by a majority vote of the Board of Directors, providing that no amendment violates Council policy.
- 6.3.5 *Council Ratification.* The budget submitted by the Board of Directors shall be ratified or rejected without amendment by majority vote of the Council in session at the annual meeting.

- 6.3.6 *Restricted Funds.* It is understood that the Society is a not-for-profit organization and, as such, any donations received are subjected by law to the restrictions imposed by the donor(s). Such a restricted fund has been established by several past presidents of the Society for the preservation of the annual meeting. The contributions have been made from the net receipts of the annual meetings for which those past presidents assumed full financial responsibility. Such contributions are expected to continue in the future and individuals and other entities may contribute as well. Disbursements from the fund shall be made only for the purpose of providing short-term loans to duly authorized annual meeting organizers for the purpose of providing positive cash flow during the organizing period. The repayment of those loans shall have first claim on the receipts of the annual meeting. Disbursements up to a cumulative value of \$15,000 (U.S. dollars) to a specific annual meeting shall be duly authorized by the VP for Administration. Disbursements in excess of the cumulative value of \$15,000 (per annual meeting) shall be authorized by the Board of Trustees. The fund for the preservation of the annual meeting may not be reallocated to be used for any other purpose except upon the dissolution of the Society.
- 6.4 **ISSS Annual Meeting (Convention) Budget and Financial Policy.** The budget of the ISSS Annual Meeting (Convention) and all other such program meetings of the Society shall be determined by the VP for Administration in negotiation with the organizers and sponsoring organizations. The budget and financial policies may vary substantially from meeting to meeting. In every case, however, a balanced budget must be agreed upon and the Society must not be liable for any shortfalls. The budget must be adopted by majority vote of the Board of Directors. Restricted funds are available for loans for startup costs in accordance with Sections 4.5, 6.3.6, and 6.4.1.
- 6.5 **General Administration of the Society.** This section provides some guidelines for the general administration of Society affairs. The guidelines are by no means intended to be comprehensive. The Society shall be administered by the reasonable decisions and deliberations of the individuals and groups empowered by these bylaws. Nevertheless, in an organization of professionals whose primary duties lie outside the organization, some overall sense of how the organization should function is useful.
- 6.5.1 *The Function of the Office of VP for Administration.* The office of the VP for Administration is possibly the most important to the overall success of the organization. As chief executive officer, the VP for administration selects paid staff, contracts for paid services, possesses and protects the assets of the organization, maintains the official records, prepares the initial draft of the proposed budget, controls the budget process (Section 6.3), and facilitates organizational meetings, programs, and communication among members. To the extent the organizational budget provides for paid staff support, the staff, guided by the VP for Administration facilitates the performance of the duties and responsibilities of all officers, boards, committees, commissions, chapters and special integration groups of the Society. The VP for Administration is responsible for the timely publication of a comprehensive Proceedings of the annual meetings, the *General Systems Bulletin*, and the *General Systems Yearbook*. The VP for Administration shall authorize no expenditure of funds without prior budget authorization. In the case of the restricted fund for the preservation of the annual meeting of the Society, the VP for Administration shall authorize the disbursement of funds only for the purpose stated in Section 6.3.6 of these bylaws. Furthermore, the cumulative value of an authorization for any specific meeting shall not exceed \$15,000 (U.S. dollars) without prior authorization of the Board of Trustees (Section 4.5).
- 6.5.2 *General Systems Bulletin.* The *General Systems Bulletin* should be published in hard copy at minimum once per year at least three months in advance of the regular annual meeting. Members of the Society should treat the *Bulletin* as personal correspondence for all notices and announcements that pertain to them as members of the Society and as members of any organizational unit such as special integration groups, chapters, committees, commissions, boards or Council.
- 6.5.3 *Scholarly and educational publications* should be promoted by the Society.

- 6.5.4 *Letters and Notification.* Letters of notification should be sent promptly by the VP for Administration to all individuals who are elected or appointed to any position within the Society and who are selected for any honor. The President should sign the letters of notification to all selected officers, directors, and Council members. All committee and commission members and chairpersons can be notified by publication in the *General Systems Bulletin* but notification by letter is preferred.
- 6.5.5 *Annual Dues Invoice and Membership Forms.* Invoices for the annual dues of the next calendar year should be sent to all members on December 1 of a given year. A reminder with a letter from the President encouraging the member to renew the membership should be sent to all members whose dues have not been paid by January 15. An invoice with a letter from the President should be sent to all former members whose membership has lapsed by one year at the time invoices are sent to all members. A reminder should be sent to those who have not renewed by January 15. If dues are paid late, the member is entitled to any publications that would have been received during the late period if back issues are available.

ARTICLE VII. AMENDMENTS

- 7.1 Proposals to Amend.** Proposals to amend the bylaws may be made by the Bylaws Committee, the Board of Directors, or any fifteen members of Council.
- 7.2 Submission to Council.** All such proposals to amend the bylaws shall be submitted to the Board of Directors. The Board of Directors shall submit all such proposals, accompanied by its recommendation, to the Council for action.
- 7.3 Mail Ballot.** Bylaws amendments authorized by the Council shall be submitted to all members of the Society for a vote by electronic or mail ballot. All amendments approved by a majority of the members whose ballots are returned to the principal office of the Society within sixty days from the date of mailing the ballots to the members shall become effective at the close of the balloting period unless a later date is specified in the referendum ballot.