

Bylaws of the System Dynamics Society DRAFT 12/31/2011

BYLAW I. NAME

As specified in the Articles of Organization, this “Corporation shall be known as the “System Dynamics Society, Inc.,” hereinafter referred to as the “Society.”

BYLAW II. OBJECTIVES

As specified in the Articles of Organization, “the System Dynamics Society, Inc. is a professional society promoting system dynamics through conventions, publications, journals and other activities. The objectives of the Society shall be:

1. to identify, extend and unify knowledge contributing to the understanding of feedback control systems
2. to promote the design of structures and policies to improve the behavior of such systems
3. to promote the development of the field of system dynamics and the free interchange of information about systems as they are found in all fields of endeavor
4. to promote the dissemination of information on such topics to the general public, and
5. to encourage and develop educational programs in the behavior of systems.

To these ends, the Society proposes to conduct meetings; to publish journals, books and other materials; to cooperate with other organizations interested in the advancement of the practice of system dynamics; to stimulate research; to promote high professional standards; [and, in general] to promote the growth of system dynamics and to improve its practice throughout the world.”

BYLAW III. MEMBERSHIP

Section 1. Classes of Membership. The Society shall have one class of membership with qualifications, privileges and voting rights as specified in the Bylaws and Policies of the Society.

Section 2. Members. As specified in the Articles of Organization, any person who subscribes to the objectives of the Society is eligible to become a member of the Society and by payments of the prescribed dues shall become a member. The duration of membership is one year; the term “year” shall mean the fiscal year of the Society. All members have equal rights, including voting rights.

BYLAW IV. THE POLICY COUNCIL

Section 1 Composition: The Society shall be governed by a Policy Council (also referred to in the Articles of Organization as the Board of Directors and hereafter referred to as the Policy Council) composed of the officers and twelve (12) other members.

Section 2. Authority and Duties. The Policy Council shall be the chief legislative, policy-making, judicial, and review body of the Society. It shall have preemptive authority in matters over all

officers, members, applicants, committees, chapters, special interest groups, and other bodies created by the Society. The Policy Council shall establish policies, objectives, and programs for the Society and shall authorize their implementation by means of suitable budgets, resolutions, authority for contracts and expenditures; by creating and staffing positions and committees; by approving appointments; through amendments to the Policies; and by such other actions as it may deem necessary. The Policy Council shall review the manner in which the officers of the Society carry out their respective duties. It shall fill vacancies in the Policy Council in accordance with the manner specified in the Bylaws and Policies.

Section 3. Removal. Any officer or other Policy Council member may be removed from office with or without cause by a vote of two-thirds of the members of the Policy Council then in office. Notice of a motion to propose such removal shall be provided to all Policy Council members at least one month in advance of the vote to remove.

BYLAW V. OFFICERS

Section 1. Title and Authority. The officers of the Society shall be a President; a President Elect; a Past President; one or more Vice Presidents, as specified by the Policy Council; and a Secretary. The responsibility of individual officers, except as prescribed by the Bylaws and Policies of the Society, shall be established by actions of the Policy Council. Only members of the Society may be nominated or hold office.

Section 2. Duties

- a. President. The President shall be the chief executive officer of the Society, performing all duties required by the Bylaws and Policies as well as any additional duties specified by the Policy Council. The President shall preside at all meetings of the Policy Council and of the Society.
- b. Past President. The Past President shall serve as a general assistant to the President.
- c. President Elect. The President Elect shall serve as a general assistant to the President.
- d. Vice Presidents. Vice Presidents shall plan and administer the affairs of the Society within their particular areas.
- e. The Secretary. The Secretary shall perform the duties usual to the office of an organization secretary and those required by the Bylaws and Policies and by actions of the Policy Council.

Section 3. Term of Office. The term of office for officers shall be as specified in the Policies. An officer shall serve until the end of the Society's fiscal year coinciding with his/her last year in office.

Section 4. Precedence. The order of precedence shall be established in the Policies.

BYLAW VI. ELECTIONS

There shall be an annual election. Every member in good standing shall be allowed to vote for officers and members to represent them on the Policy Council, in accordance with the election procedure specified in the Policies of the Society.

BYLAW VII. CHAPTERS and SPECIAL INTEREST GROUPS

With the approval of the Policy Council, members may establish chapters and special interest groups for the furtherance of the objectives of the Society as stated in Bylaw II. Such chapters and special interest groups shall conduct their affairs in accordance with the Bylaws and Policies of the Society. The Policy Council may dissolve a chapter or special interest group for due cause in accordance with the procedures specified in the Policies of the Society.

BYLAW VIII. COMMITTEES

There shall be two classes of committees: Standing Committees and Ad Hoc Committees. Standing Committees are created by the Policy Council and report to the Policy Council. The chairs of Standing Committees and members to fill vacancies on Standing Committees shall be appointed by the President or other officer with the approval of the Policy Council. Standing Committees are designated in the Policies of the Society. The composition and terms of membership shall be in accordance with the Bylaws and Policies.

Any officer wishing assistance in carrying out prescribed duties may appoint Ad Hoc Committees, provided that the term of said committee falls within the officer's own term of office and provided said committee does not infringe unduly upon the authority of a Standing Committee or an officer of the Society.

All committees shall conduct their business in accordance with the procedures specified in the Policies of the Society.

BYLAW IX. MEETINGS

Section 1. Conferences. The Policy Council shall schedule conferences of the Society, including an annual international conference.

Section 2. General Business Meetings. There shall be at least one general business meeting of the Society each year open to all members and held in connection with a conference of the Society. At these general business meetings, the President shall render a report on the status of the Society, entertain suggestions from members, and transact such other items of business as may be relevant. Other general business meetings may be called at such times and in such a manner as may be determined by the Policy Council.

Section 3. Policy Council Meetings. The Policy Council shall meet as a separate body, electronically or in person, at least twice each year, once on the day before or after or during the annual international meeting and once during the first fiscal quarter of the year. Policy Council meetings may be called at other times in response to a request by the President or by three other

members of the Policy Council, but only upon a one-month advance notice to all members of the Policy Council.

BYLAW X. CHANGES TO THE BYLAWS

Section 1. Proposal. No article shall be added to these Bylaws and no part shall be amended or annulled, except by formal proposal, followed by opportunity for discussion at a general business meeting of the Society and by a mail or electronic ballot. Proposal of a change may be made by the Policy Council or by a petition to the Secretary signed by at least twenty-five members or ten percent of the members of the Society, whichever is smaller.

Section 2. Notice and Discussion. The Secretary shall give notice of the proposed changes to all members of the Society not less than six weeks before a general business meeting, and opportunities shall be given for discussion at this general business meeting. Not more than eight weeks (sixteen weeks should an amendment be proposed) after this general business meeting, the Secretary shall make available to all members the proposed change, an explanation of the purposes for the change, a ballot, and the effective date of the change if approved.

Section 3. Amendments and Ballot. A change proposed by the Policy Council may, at the discretion of the Policy Council, be submitted with modifications made in light of the discussion at the general business meeting. The Policy Council shall have the right to submit an amendment to a change proposed by petition in light of the discussion at the general business meeting. In this case, not more than four weeks after the general business meeting, the Secretary shall make available to all members the proposed amendment, an explanation of the purposes for the amendment, and a ballot. A simple majority of voting members shall be required to accept the amendment. to the proposed change to the Bylaws.

Section 4. Voting. Not more than eight weeks after the resolution of the amendment, the general membership will vote on the petitioned change, as amended or not. No vote shall be counted unless marked by a member in good standing to indicate his choice, and received for review by the Secretary not later than a date specified by the Secretary, provided that this date is not less than sixty days after the ballot is made available. The Bylaws may be amended by the affirmative vote of two-thirds of the members qualified to vote and voting, provided that one-quarter of the members qualified to vote participate.

Section 5. Announcement. The result of the balloting shall be announced to the membership by the Secretary and, if approved, the change shall become effective at the date previously stipulated by the Secretary.

BYLAW XI. POLICIES

The rules and procedures by which the Society is managed shall be called Policies of the System Dynamics Society. The Policies of the Society may be adopted, annulled, or amended by an affirmative vote of at least three-fifths of all members of the Policy Council. The Policy Council shall have the authority to interpret the Policies.

Policies may also be adopted, annulled or amended by an affirmative vote of at least three-fifths of the members present at a general business meeting of the Society, provided that all members of the Society have been given notice of such proposed changes at least six weeks prior to such a meeting.

BYLAW XII. NOTICE

Notice as required by these bylaws may be delivered by mail, e-mail, or other means consistent with prevailing business practice.