



**System Dynamics Society**  
**SPRING POLICY COUNCIL MEETING**  
**Wednesday, May 15, 2019**  
**AGENDA**

**Virtual Participation Information**

You will access the meeting via GoToMeeting. The line will open 15 minutes prior to start.

**SDS 2019 Pre-Summer Policy Council Meeting**

Wednesday, May 15, 2019 2:00 PM - 4:00 PM EDT

Please join our meeting from your computer, tablet or smartphone.

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**AGENDA**

1. Call to Order/Roll Call [2:00-2:05 p.m.]
2. Welcome by President: Martin Schaffernicht [2:05 – 2:20 p.m.]
  - a) President's Update
  - b) Plan for the Meeting
3. Focus Item/Discussion: Governance Transition [2:20 – 3:25 p.m.]

*Please review enclosed draft Bylaws.*

20 min: Update from Organization and Bylaws  
45 min: Discussion/Q&A

Motions to be presented:

  - a) To reincorporate the Society in New York State.
  - b) To present for adoption new By-Laws before the general membership at the Annual Business Meeting.
4. Old/New Business [3:25 – 3:50 p.m.].
  - a) Ad Hoc Committee Updates & Direction – President & Executive Director
  - b) Motion: 2021 Conference Site Selection *See enclosed.* – VP Meetings
  - c) Memorandum of Understanding between the SDS and the CLE (Creative Learning Exchange) – Executive Director
  - d) PC Communications Assessment Update - Administrator
5. Closing & Recess [3:50 – 4:00 p.m.]



**System Dynamics Society**  
**SPRING POLICY COUNCIL MEETING**  
**Wednesday, April 17, 2019**  
**12:00 p.m. – 2:00 p.m. EDT**  
**MEETING MINUTES - *Draft***

**Location:** System Dynamics Society Office & Virtually  
230 Washington Avenue Extension, Suite 101  
Albany, New York 12203-5319

**Present:** Martin Schaffernicht, President  
Birgit Kopainsky, President-Elect  
Ignacio Martinez-Moyano, Past President  
Brad Morrison, Secretary  
Eliot Rich, VP Finance  
Stefano Armenio, VP Chapter Activities  
Bob Eberlein, VP E-Presence  
Warren Farr, VP Marketing & Communications  
Leonard Malczynski, VP Meetings  
Asmeret Naugle, VP Membership  
Diana Fisher, VP Pre-College Education  
Jack Homer, VP Professional Practice  
Krystyna Stave, VP Publications  
Nancy Hayden, Policy Council 2017-19  
Nuno Videira, Policy Council 2017-19  
Hilde Martinussen, Policy Council 2018-20  
Raafat Zaini, Policy Council 2018-20, AVP Marketing & Communications  
Sharon Els, Policy Council 2019-21  
Sara Metcalf, Policy Council 2019-21  
Lees Stuntz, Policy Council 2019-21  
David Andersen, AVP Finance  
Yaman Barlas, SD Review Exec. Editor  
Mark Nelson, Executive Director  
Brian Buff, CHMS VP  
Mike Breslin, Administrator  
John Morecroft, Admin Committee

**Absent:** John Ansah, Policy Council 2017-19  
Florian Kapmeier, Policy Council 2017-19  
Shayne Gary, Policy Council 2018-20  
Josephine Musango, Policy Council 2018-20  
Elke Husemann, Policy Council 2019-21  
Natalia Ciobanu, AVP Chapter Activities  
Onur Özgün, AVP Electronic Presence  
Burak Guneralp, AVP Membership  
Anne LaVigne, AVP Pre-College Education

**Guest:** John R. Vero, Attorney at Law, Delaney Vero, PLLC

1. **Call to Order/Roll Call [12:02 p.m.]**

Martin Schaffernicht called the meeting to order and presided. Mike Breslin recorded the minutes. A quorum of Policy Council officers and members was present.
2. **Welcome by President: Martin Schaffernicht [12:03 p.m. – 12:19 p.m.]**
  - a) **President’s Update & Plan for the Meeting.**

Martin Schaffernicht discussed the meeting agenda, reported on progress since last meeting, and presented goals for 2019 and beyond.
3. **Update: Information from Wiley Presentation: Krys Stave [12:20 p.m. – 12:31 p.m.]**

Krys Stave deferred to Mark Nelson who presented this material. Mark gave an update on the Wiley contract and the changing financial landscape of academic journal publishing. A discussion followed with several board members asking questions.
4. **Finance Update: Eliot Rich [12:32 p.m. – 12:39 p.m.]**

Eliot Rich presented an update on the Society financial status. This included implications caused by the Journal, projected conference attendance, membership renewals, and product sales. He also provided an update on the progress of the 2018 audit.
5. **Secretary’s Update: Bradley Morrison [12:40 p.m. – 12:41 p.m.]**

Motion by Eliot Rich to approve the minutes of the Winter 2019 Policy Council Meeting. Seconded by Bob Eberlein. Brian Buff conducted a reverse vote, asking for amendments or corrections. There were none. The motion passed without opposition.
6. **Focus Item/Discussion: Governance Transition: Bradley Morrison [12:42 – 1:30 p.m.]**

Brad Morrison presented an update from the Organization and Bylaws Committee including:

  - Moving Society incorporation to New York State.
  - Revising Society by-laws as part of the new incorporation to include:
    - New Standing Committees;
    - General Business Meeting status;
    - Addition of standard practice / compliance by-laws.
  - The progress on establishing a method to receive and govern donations
    - There were many questions including requests for clarification on the proposed plans.
    - The goal is to present a plan for approval during the General Business meeting at the Summer Conference.
7. **Strategic Focus Discussion Follow-Up from Winter Meeting [1:30 – 1:45 p.m.]**
  - a) **New Member Retention and Engagement**

Discussion regarding membership group category names / descriptions.
  - b) **New Revenue Generations/Fundraising**

Discussion including proposal for new conference revenue stream.
  - c) **Chapter & SIGs**

By-law update to change “Chapter” to “Section” is upcoming. There was a brief description of why this change is necessary.

**8. Old Business/New Business [1:45 – 1:58 p.m.]**

**a) Proposal for a New SIG (Complexity) – Asmeret Naugle**

We are awaiting a response from the proposed SIG. They must have a minimum number of current Society members to be viable.

**b) Policy Council Communication audit – Mike Breslin**

Following the PC meeting, the Society office will send follow-up message using three methods. The office is testing to see which PC members are receiving messages and where (and why) some messages are not getting through. Once enough responses are gathered, the Society office will take appropriate action.

**c) Annual Conference items**

There was a brief discussion of current reviewer performance, future reviewer recruitment, and updating the review process.

The final decision on the 2021 conference location has not been made.

**d) Next Meeting proposal**

Eliot Rich proposed having a meeting before the July Conference meeting. Brian Buff added a Doodle poll to the above communication test for PC officers and members to indicate availability.

**9. Closing & Adjournment [1:59 – 2:00 p.m.]**

Motion by Bob Eberlein to adjourn. Seconded by Eliot Rich.

**NOTE:** The Organization and By-Laws Committee has prepared this draft of a proposed new set of By-Laws will be recommend for adoption along with incorporation in New York State.

The proposed By-Laws are still in draft form and require some minor review by our attorney.

We will discuss this draft at the PC Meeting. Please read this draft in advance of the meeting if you are able to do so. We will send more details about the process we will need to follow to execute this reincorporation and adoption of new By-Laws.

## **By-Laws of System Dynamics Society, Inc.**

DRAFT 4/6/2019, JBM comments 4/12/19, RLE incorporating comments 4/15/19 change finance to committee of board and pull out stewardship 4/18 – add Stewardship back and delineate finance committee authority 5/7/19, JRV suggested additions and changes 5/13/19, RLE – small corrections (25 board members currently and election practice 5/13/19. JBM small corrections, adjusted committee language, 5/13/19.

### **BYLAW I. NAME AND OFFICES**

As specified in the Certificate of Incorporation, this Corporation shall be known as “System Dynamics Society, Inc.,” hereinafter referred to as the “Society.” The principal office of the Society shall be located within the State of New York as the Board of Directors may, from time to time, determine. The Society may also have other offices within the State of New York, or elsewhere, as the Board of Directors may, from time to time, determine.

The Fiscal year of the Society shall coincide with the calendar year.

### **BYLAW II. PURPOSES**

The purposes and powers of the Society shall be those as set forth in the Certificate of Incorporation as the same may be amended, from time to time.

### **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 these Bylaws.

Section 2. Members. As specified in the Certificate of Incorporation, any person who subscribes to the objectives of the Society may become a member by paying the membership dues for the current fiscal year and will remain a member during that year. All members shall have equal rights, including voting rights. Membership dues are set by the Board of Directors (also sometimes referred to, and hereafter referred to, as the Policy Council).

Section 3. Authority and Duties. Members are responsible for the election of the Policy Council and its officers as well as making changes to the Certificate of Incorporation or these Bylaws.

Section 4. Meetings: Society members shall meet at least once per year at the annual business meeting in conjunction with the annual conference, if possible. 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. The time and place of the meeting will be determined under the direction of the Policy Council with notice given at least 60 days in advance. Members may also petition for a meeting, at any time, with at least 30 members notifying to Secretary of the request at least 90 days prior to the requested date. Meetings shall be chaired by the President of the Society or a designated representative and run according to the procedures specified in the Policies of the Society (the "Policies"). Members may attend meetings in person or electronically in a manner where participants can hear each other and shall all be afforded the same speaking and voting privileges.

Section 5. Notice of Meetings: Written notice of the place, date and hour of any meeting shall be given to each Member by mailing the notice by first class mail, postage prepaid, personal delivery, fax or email. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 6. Quorum, Adjournments of Meetings: At all meetings at least 30 members must be present to constitute a quorum for the purposes of voting on any motion other than adjournment. Meetings are adjourned on a motion to adjourn and a majority vote of those present. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Voting: At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any Member, any vote for the Policy Council or upon any question before the meeting shall be by ballot. Members may vote during a meeting so long as a quorum is present and so long as such votes do not affect these Bylaws or Certificate of Incorporation of the Society. For all other votes an electronic or mail ballot will be provided to members with a response of at least 30% of Society members required to constitute a quorum. All ballots will be provided at least thirty (30) days before voting commences and a period of at least 15 days will be allowed to submit votes. The Secretary will tally and report the results of voting within 30 days of the voting period closing. There will be no voting by proxy in meetings or by ballot.

Section 8. [UNDER DISCUSSION]

Section 9. Action by the Members: Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members. Such consent may be written or electronic.

If the consent is written, it must be signed by the Member. If the consent is electronic it must be able to be reasonably determined to have been sent by the Member.

Section 10. Special Actions Requiring Vote of Members: The following actions require approval by two-thirds of the votes cast at a meeting of the Members, provided, however, that the affirmative votes cast in favor of any action described in this Section 10 shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast (1) any amendment of the Certificate of Incorporation

(2) a petition for judicial dissolution(3) disposing of all, or substantially all, of the assets of the Corporation,

(4) approval of a plan of merger,

(5) authorization of a plan of non-judicial dissolution,

(6) revocation of a voluntary dissolution proceeding,

## **BYLAW IV. THE POLICY COUNCIL**

Section 1 Composition: The Society shall be governed by a Policy Council (also sometimes referred to as the Board of Directors) composed of the officers and up to twelve (12) at large members as specified in the Policies. Each member of the Policy Council must be a member of the Society and be at least 18 years of age. There are no other qualifications.

Section 2. Number. The number of individuals constituting the entire Policy Council shall be not less than 3 and not more than 25. Subject to such minimum, the number of individuals serving on the Policy Council may be increased or decreased from time to time, by resolution of the Policy Council, but such action by the Policy Council shall require a vote of a majority of the entire Policy Council and no decrease shall shorten the term of any incumbent individual serving on the Policy Council. The “entire Policy Council” shall consist of the number of individuals serving on the Policy Council that were elected as of the most recently held election of members of the Policy Council.

Section 3. 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, 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 these Bylaws and Policies.

Section 4. Election and Term of Office. Individuals serving on the Policy Council shall serve terms of one to three years as specified in the Policies. Term limits, if any, will be specified in the Policies. Any individual elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of individuals serving on the Policy Council) shall hold office until the next annual election of the Policy Council and until his or her successor is elected or appointed and qualified.

Section 5. Compensation. There will be no compensation for Policy Council members. All activities are done on a volunteer basis. Expenses may be reimbursed in accordance with the Policies of the Society.

Section 6. Meetings. The Policy Council will meet at least twice per year, once in conjunction with the annual business meeting. Meetings shall be chaired by the President of the Society or a designated representative and follow the parliamentary procedures specified in the Policies. Policy Council members may attend meetings in person or electronically and shall all be afforded the same speaking and voting privileges. The President or any five Policy Council members may call a meeting by giving at least 30 days' notice to all Policy Council members. Notice may be waived by unopposed consent of at least four fifths of all Policy Council members.

Section 7. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Policy Council. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Policy Council and each special meeting of the Policy Council shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken and such notice shall be (i) delivered to each individual serving on the Policy Council by email or facsimile at least five (5) days before the day on which the meeting is to be held; or (ii) mailed to each individual serving on the Policy Council, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least seven (7) days before the day on which the meeting is to be held). To discuss matters requiring prompt action, notice of special meetings may be sent to each individual serving on the Policy Council by email, facsimile, or telephone, or given personally, no less than forty-eight hours before the time at which such meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by email must be able to be reasonably determined to be sent by the individuals serving on the Policy Council. No notice need be given of any adjourned meeting.

Section 8. Quorum. Quorum shall be one-third of the entire Policy Council.

Section 9. Voting: Policy Council members may vote during a meeting so long as a quorum is present. Voting may also be done electronically or via a mail ballot provided notice of such voting is given at least 15 days in advance and the voting can be done over a period of at least seven days. Motions may be amended within the 15 day period of notice. For the purpose of determining quorum for a ballot vote, Policy Council members voting or explicitly abstaining shall be counted as present. The Secretary will tally and report the results of voting within five days of the voting period closing. There will be no voting by proxy in meetings or by ballot.



Section 10. Action of the Board. Any action required or permitted to be taken by the Policy Council or any committee thereof may be taken without a meeting if the entire Policy Council consents in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the individual serving on the Policy Council. If the consent is electronic it must be able to be reasonably determined to have been sent by the individual serving on the Policy Council. The resolution and the written consents thereto by the individuals serving on the Policy Council or committee shall be filed with the minutes of the proceedings of the Policy Council or committee. Any 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, or by a vote of one-half of members then current. Notice of a motion to propose such removal shall be provided to all Policy Council members at least 30 days in advance of the vote to remove, or to all members at least 60 days in advance.

Section 11. Resignation. Any individual serving on the Policy Council may resign from the Policy Council at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Society or the President. The acceptance of a resignation by the Policy Council shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of an individual serving on the Policy Council.

Section 12. Vacancies and Newly Created Policy Council Positions. Any newly created Policy Council positions and any vacancies on the Policy Council arising at any time and from any cause may be filled at any meeting of the Policy Council by a majority of the individuals serving on the Policy Council then in office, regardless of their number. The individual serving on the Policy Council so elected shall serve until the next annual meeting at which the election of the Policy Council is the regular order of business and his successor is elected or appointed or qualified. A vacancy in the Policy Council shall be deemed to exist on the occurrence of any of the following:

- a) the death, resignation or removal of any individual serving on the Policy Council;
- b) an increase in the authorized number of individuals serving on the Policy Council by resolution of the Policy Council; or
- c) the failure of the individuals serving on the Policy Council, at any annual or other meeting of the Policy Council at which any one or more individuals serving on the Policy Council are to be elected, to elect the full authorized number of individuals serving on the Policy Council to be voted for at that meeting.

## **BYLAW V. OFFICERS**

Section 1. Election and Term of Office. The Officers of the Society shall be elected by members of the Society in a manner set forth in the Policies and each shall continue in office until his or

her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 2. Employees and Other Agents. The Policy Council may, from time to time, appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Policy Council and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Policy Council may, from time to time, determine. To the fullest extent allowed by law, the Policy Council may delegate to any employee or agent any powers possessed by the Policy Council and may prescribe their respective title, terms of office, authorities and duties.

Section 3. Title and Authority. The officers of the Society shall be a President; a President Elect; a Past President; a Treasurer; zero 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. Every officer is a member of the Policy Council.

#### Section 4. Duties

- a. President. The President shall preside at all meetings of the Policy Council and of the Society, performing all duties required by the Bylaws and Policies as well as any additional duties specified by the Policy Council.
- 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. Treasurer: The treasurer shall oversee all aspects of the Society's financial activities and also be titled Vice President Finance.
- e. Vice Presidents. Vice Presidents shall plan and administer the affairs of the Society within their particular areas as specified in the Policies of the Society. .
- f. 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 5. Term of Office. Officers will serve terms of one to three years as specified in the Policies of the Society. Term limits, if any, will be specified in the Policies of the Society.

Section 6. Compensation. There will be no compensation for officers. All activities are done on a volunteer basis. Expenses may be reimbursed in accordance with the Policies of the Society.

Section 7. Precedence. The order of precedence shall be established in the Policies.

Section 8. Removal. Any officers removed from the Policy Council will be removed as an officer. Any Officer, employee or agent of the Society may be removed with or without cause by a vote of the majority of the Policy Council.

Section 9. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Policy Council.

## **BYLAW VI. ELECTIONS**

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

## **BYLAW VII. SECTIONS AND SPECIAL INTEREST GROUPS**

Section 1. Sections. The Society may recognize legally separate organizations as sections or chapters so long as they ascribe to the purposes of the Society as set out in Bylaw II and meet the criteria for recognition set out in the Policies of the Society. Recognition will be based on a majority vote of the Policy Council after receipt of a petition from the organization asking to be recognized. Recognition may be revoked by the Policy Council if said organization fails to meet the requirements specified in the Policies, conducts business in a manner inconsistent with the operation of the Society under the laws of New York or the United States, or no longer ascribes to the goals of the Society.

Section 2. Special Interest Groups. With the approval of the Policy Council, members may establish special interest groups for the furtherance of the objectives of the Society as stated in Bylaw II. Such special interest groups shall conduct their affairs in accordance with the Bylaws and Policies of the Society. The Policy Council may dissolve a special interest group in accordance with the procedures specified in the Policies of the Society.

## **BYLAW VIII. COMMITTEES**

There shall be three classes of committees: Committees of the Corporation, Committees of the Board and Ad Hoc Committees. Committees of the Board and Committees of the Corporation report to the Policy Council. There are two Committees of the Board and two Committees of the Corporation created in the Bylaws. Additional Committees of the Corporation may be created by the Policy Council in the Policies of the Society. Unless otherwise specified in the Bylaws or Policies, the chairs of Committees of the Corporation and members to fill vacancies on Committees of the Corporation shall be appointed by the President or other officer with the approval of the Policy Council. 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.

The Executive Committee and Finance Committee shall be Committees of the Board; all other committees shall be Committees of the Corporation even if their membership is composed solely of members of the Policy Council.

All committees shall conduct their business following the procedures specified in the Policies and require a two-thirds vote of all committee members for any action that is a binding exercise of authority.

## **BYLAW IX. EXECUTIVE COMMITTEE**

Section 1 Composition: The Executive Committee shall consist of the President, Past President, President Elect, Treasurer, Secretary, and up to two other Policy Council members as established in the Policies.

Section 2. Authority and Duties. The Executive Committee shall be responsible for overseeing the day to day operations of the Society and undertaking actions consistent with the Bylaws and Policies that serve the purpose of the Society.

Section 3. Term of Office. The Executive Committee members shall serve a term coincident with their term as an associated officer or as determined by the Policies of the Society.

Section 4. Compensation. There will be no compensation for members of the Executive Committee. All activities are done on a volunteer basis. Expenses may be reimbursed in accordance with the Policies of the Society.

Section 5. Removal. An Executive Committee member removed from the Policy Council will be removed from the Executive Committee.

## **BYLAW X. FINANCE COMMITTEE**

Section 1 Composition: The Finance Committee shall consist of the Treasurer and two other members of the Policy Council.

Section 2. Authority and Duties. The Finance Committee shall be responsible for reviewing the budget and financial activities of the Society. The Finance Committee shall oversee the spending of monies designated or restricted for specific purposes by the Policy Council. Spending in excess of the budgeted amounts from such funds based on unbudgeted contributions shall be allowed so long as the net drain or increase on the fund realized within the fiscal year matches the Society annual budget.

Section 3. Term of Office. The Finance Committee members shall serve a term coincident with their term as an associated officer or as determined by the Policies of the Society.

Section 4. Compensation. There will be no compensation for members of the Finance Committee. All activities are done on a volunteer basis. Expenses may be reimbursed in accordance with the Policies of the Society.

Section 5. Removal. A Finance Committee 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 30 days in advance of the vote to remove.

## **BYLAW XI. AUDIT COMMITTEE**

Section 1 Composition: The Audit Committee shall consist of three members, at least one of whom is also a member of the Policy Council.

Section 2. Authority and Duties. The Audit Committee shall be responsible for supporting any reporting and appraisal obligations the Society may have and for overseeing any external auditing of the Society.

Section 3. Term of Office. The Audit Committee members shall serve a term determined by the Policies of the Society.

Section 4. Compensation. There will be no compensation for members of the Audit Committee. All activities are done on a volunteer basis. Expenses may be reimbursed in accordance with the Policies of the Society.

Section 5. Removal. An Audit Committee 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 30 days in advance of the vote to remove.

## **BYLAW XII. STEWARDSHIP COMMITTEE**

Section 1 Composition: The Stewardship Committee shall consist of five individuals who are members of the Society but not employed or otherwise compensated by the Society for any work they do.

Section 2. Authority and Duties. The Stewardship Committee shall raise funds consistent with the Policies of the Society and identify activities to support the mission of the Society including such things as: underwriting and coordinating research, initiating competitions, organizing apprenticeships, providing scholarships, funding attendance of subject area experts at Society conferences, coordinating workshops, initiating public outreach programs and undertaking other such activities as are consonant with the purposes of Bylaw II. For activities requiring spending, the Stewardship Committee shall seek and obtain the consent of the Finance Committee for plans to use designated or restricted funds consistent with budgetary practices of the Society.

Section 3. Quorum: A quorum for the Stewardship Committee requires all but one of the members be present or otherwise included in voting.

Section 4. Reporting. The Stewardship Committee shall provide an annual report of its activities to the Policy Council within three months of the close of the fiscal year. The Stewardship Committee shall provide a plan of its intended activities during the next fiscal year prior to the opening of the fiscal year.

Section 5. Term of Office. Members of the Stewardship Committee will serve five year staggered terms. For the initial membership, and whenever necessary, members will serve terms from three to seven years so that one member's term ends in each fiscal year. An individual may serve at most two consecutive terms on the Stewardship Committee.

Section 6. Appointments. The Stewardship Committee shall select individuals to fill positions on the Stewardship Committee that will become vacant or have become vacant because of resignation, inability to serve or removal. All such appointments require the approval of the Policy Council before a member can be seated on the committee. Initially, and otherwise if there remain no members, the Stewardship Committee will be populated by a vote of the Policy Council.

Section 7. Compensation. There will be no compensation for members of the Stewardship Committee. All activities are done on a volunteer basis. Expenses may be reimbursed in accordance with the Policies of the Society.

Section 8. Removal. A Stewardship Committee member may be removed from office with or without cause. Removal requires 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 30 days in advance of the vote to remove

## **BYLAW XIII. 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, notification of all Society members, a period of discussion open to all Society members, and an electronic or mail ballot provided to all Society members. 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 four weeks before the opening of a period of discussion. The discussion may include in-person discussion at a general business meeting or live discussion using electronic meeting technology but in every case will include at least two months of asynchronous discussion using a forum or discussion portal of the Society. Not more than eight weeks after the close of this discussion, 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. Withdrawal of Motions. Any proposed change to the Bylaws may be withdrawn by the proposer before the ballot has been distributed. In such a case notice of the withdrawal of the motion shall be given to all members within 30 days.

Section 4. Voting. Not more than eight weeks after close of discussion, the general membership will vote on the petitioned change. No vote shall be counted unless marked by a member in good standing to indicate their 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 XIV. BOOKS AND RECORDS, CONTRACTING AND ACCOUNTING PRACTICES**

Section 1. Checks, Notes and Contracts. The Policy Council is authorized to select the banks or depositories it deems proper for the funds of the Society and shall determine who shall be authorized on the Society's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Society may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Policy Council may deem desirable.

Section 3. Books and Records. There shall be kept at the office of the Society correct books of account of the activities and transactions of the Society including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Policy Council.

## **BYLAW XV. INSURANCE AND INDEMNIFICATION**

Section 1. Indemnification. The Society shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was an individual serving on the Policy Council, an Officer, employee or agent of the Society, from and against judgements, fines amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Society shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Society including insurance to indemnify the Society of any obligation which it incurs as a result of its indemnification of individuals serving on the Policy Council, Officers and employees pursuant to these Bylaws or to indemnify such persons in instances in which they may be indemnified pursuant to these Bylaws.

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## **BYLAW XVI. NONDISCRIMINATION AND CODE OF CONDUCT**

In all of its dealings, neither the Society nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by state or federal law.

## **BYLAW XVII. CONFLICTS OF INTEREST**

The Society shall adopt a Conflict of Interest Policy (the "Conflict Policy") to protect the interests of the Society when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an individual serving on the Policy Council, Officer, or employee of the Society. The Society will not enter into any such transaction or arrangement unless it is determined by the Policy Council in the manner described in the Conflict of Interest Policy to be fair, reasonable and in the best interests of the Society at the time of such determination. The Conflict of Interest Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations. Each individual serving on the Policy Council, Officer, and employee shall annually sign and submit to the Secretary of the Society a statement which affirms such person: (a) has received a copy of the Conflict of Interest Policy, (b) has read and understands the Conflict of Interest Policy, and (c) has agreed to comply with the Conflict of Interest Policy.

## **BYLAW XVIII. 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 a vote of the membership following the procedures of Bylaw XIII.

## **BYLAW XIX. NOTICE**

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

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## **2021 Conference Site Selection**

### **Recommendation of the Vice President Meetings**

**Date: May 13, 2019**

#### Background

In the last two years the landscape of conference selection has changed dramatically. There is no longer a default European site. The hiring of Capital Hill Management Services has greatly increased the Society's capacity to evaluate potential conference sites. Feedback from Society members concerning the characteristics of an ideal site has increased.

#### Conference site selection 2021

The VP Meetings and the CapHill conference planner solicited proposals for the 2021 conference to be held in USA. Portland, Oregon and Chicago, Illinois were the two sites where Society members came forward with and presented proposals. Each of the two cities narrowed their location to two hotels in each city.

All proposals were felt to be very attractive and both sites could provide excellent opportunities to promote systems think and system dynamics. Costs for lodging and travel were very similar. The simplified conference spreadsheet was used to estimate the conference fee for each of the four options. Two factors stood out in the comparison: local sponsorship funding and total travel time to the conference site. In both cases Chicago was the better option. The VP meetings solicited opinions from several Past Presidents and other Society leaders. They supported the choice of Chicago, Illinois. The recommended proposal was reviewed for by the Administrative Committee and judged to meet the financial needs of the Society, though there was some concern over the nightly room rate.

The hotel selected in Chicago is the Palmer House. This is a classic hotel with a central location in downtown Chicago. It is near to many of Chicago's attractions and the price compared well to other hotels in that area.

#### Suggested Motion

**Moved**, that 2021 International Conference of the System Dynamics Society be held in Chicago, Illinois at the Palmer House from July 23-29 as outlined in the proposal submitted by Ignacio Martinez-Moyano and developed by the VP Meetings and CapHill conference planning staff.

We encourage discussion of this motion at the May 15<sup>th</sup> meeting.

Respectfully,  
Len Malczynski, VP Meetings