

**Policies of System Dynamics Society, Inc.**  
Revised ~~August 31, 2022~~September 12, 2023  
Adopted ~~August 31, 2022~~September ? 2023

These Policies are based on the Bylaws as adopted by a vote of the members on July 31, 2022. If there is any discrepancy between these Policies and the Bylaws the Bylaws shall prevail. The numbering of Policies I through XIX corresponds to the numbering of the Bylaws and each of these Policies incorporates the content of the corresponding Bylaw. The remaining Policies are numbered 20 and above to note that there is not a corresponding Bylaw.

## **POLICY I. NAME AND OFFICES**

Section 1. Name and Offices. The “System Dynamics Society, Inc.,” hereinafter referred to as the “Society” shall maintain a ~~mailing address at 451 King Street #542 Littleton, MA 01460-0542 USA, a telephone at +1 (978) 540-0411, a website at <https://systemdynamics.org> with ~~corresponding office@systemdynamics.org as an~~ email addresses and a registered address for correspondence with the Commonwealth of Massachusetts at 17 Loker Street, Wayland MA 01778. If the Secretary (Clerk) is not a resident of Massachusetts a resident agent residing in Massachusetts shall be appointed.~~

Section 2. Fiscal Year. The fiscal year of the Society shall coincide with the Gregorian calendar year as specified in the Bylaws.

Section 3. Executive Director. The Policy Council shall appoint an Executive Director who will act to manage day-to-day operations and support the strategic initiatives of the Society. The Executive Director shall be authorized to co-sign checks and withdrawals from Society accounts.

Section 4. Office. Individuals and activities under the direction of the Executive Director shall be collectively referred to as the Office.

Section 4. Employees and Contractors. The Policy Council may hire one or more employees, including the Executive Director, to conduct the business affairs of the Society or to carry out other activities. The Policy Council may also enter into contracts with individuals and organizations competent to serve the Society.

## **POLICY II. PURPOSES**

Section 1. Purposes. The purposes and powers of the Society shall be those as set forth in the Bylaws.

## **POLICY III. MEMBERSHIP**

Section 1. Dues. Membership dues shall be payable annually and renewable on the anniversary of the last day that dues were paid, or payable, whichever is later. For members who joined before September 1, 2022 and have remained members in good standing, dues shall be payable

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on January 1. Dues may be paid in advance for up to three years at the discretion of the Executive Director.

Section 2. Benefits. Members shall receive electronic access to the System Dynamics Review and any other publications or service designated as Member Benefits by the Policy Council or its designates. Members may elect to receive physical copies of the System Dynamics Review at the cost specified by its publisher.

Section 3. Lapsing. Individuals shall be removed from the membership rolls if their membership fees remain unpaid on the date they are due. Membership can be reinstated by payment of dues with a new renewal date based on the date of payment.

Section 4. Termination. A member may terminate membership at any time by submitting a resignation to the Office. A member may be expelled for conduct deemed destructive to the Society by a two-thirds majority of all members of the Policy Council provided the member is given written notice of the reasons for the proposed expulsion, and an opportunity to respond to the Policy Council.

Section 5. Notices. Any requirement for publication of a notice shall be deemed satisfied if said notice appears in a publication of the Society mailed or sent electronically to all members or is directly mailed or sent electronically to all members.

Section 6. Sponsors. The Society may solicit sponsorship from individuals and organizations and provide benefits, including membership for individuals, as part of that sponsorship. Sponsorship shall be payable annually and renewable on the anniversary of the last day that sponsorship fees were paid, or payable, whichever is later. Sponsorship may be paid in advance for up to three years at the discretion of the Executive Director.

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

Section 1. Authority. The Policy Council shall set policies and issue directives and shall monitor the work of Officers and other activities under way or planned. It shall meet for electronic discussions monthly and in person during the annual conference when practical. It shall review and approve before the end of the fiscal year the budget submitted by the Vice President - Finance for the next fiscal year. The Policy Council shall act on the nominations of Officers and other Board and Committee members in accordance with Policy VI.

Section 2. Meetings of the Policy Council. A quorum shall require the presence, physical or electronic, of at least six members of the Policy Council, including at least two officers. Meetings may occur in-person or electronically so long as a voice vote can practically be made. The Policy Council may also transact business asynchronously using email, discussion forums, and an electronic voting system that reasonably ensures authenticity of votes. For electronic ballots a discussion period of at least 7 days shall be available before voting commences and voting shall be open for a period of at least 7 days. In all cases the Secretary shall be responsible

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for recording and verifying all motions made and the results of voting on them. All minutes and motion results shall be made available as soon as practicable via the Society's web portal.

Meetings of the Policy Council shall be open to all Society members except when Executive Session is invoked to discuss contractual, personnel or disciplinary issues. The President or their appointed chair shall be responsible for maintaining order, declaring Executive Session and recognizing speakers.

Voting by proxy shall not be permitted either in meetings of the Policy Council or electronic voting.

Section 3. Rules of Order. The rules contained in "Robert's Rules of Order" (revised) shall govern the parliamentary procedure of all meetings of the Society, the Policy Council, and Committees, in all cases to which they are applicable, and in which they are consistent with the Bylaws, Policies, and rules of the Committees of the Society.

## **POLICY V. OFFICERS AND POLICY COUNCIL MEMBERS**

Section 1. Number, and Tenure. The Policy Council shall consist of 12 at large members and 12 Officers. The President Elect shall become President after serving one year, the President shall become Past President after serving one year, and the Past President shall serve one year. All other Officers shall serve three years with terms staggered as denoted by the first year of service shown in parentheses below. The at large member shall be known as PC Member and distinguished by indicating their terms of service in parentheses. All terms shall begin at the start of the fiscal year. If an Officer or at large member serves only a partial term, their replacement shall serve the remainder of that term regardless of the process used to make the replacement.

### Section 2. Composition.

In addition to the duties outlined below, Officers shall serve on Committees as stated in Policy VIII.

President (2024) shall plan and supervise the affairs of the Society; shall preside at Policy Council meetings and general business meetings of the Society; shall be the Society's chief representative before the public and in its relationships with other persons and organizations.

The Past-President (2025) shall, in the temporary absence or incapacity of the President, preside at Policy Council meetings and represent the Society before the public and in the relationships of the Society with other persons or organizations.

The President-Elect (2023) shall prepare for the Policy Council a proposed program of Society activities for the ensuing year and present this to the Policy Council in the fourth quarter of the fiscal year prior.

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Vice President – Chapters & SIGs (2023) shall support and oversee the creation and ongoing operations of Chapters and SIGs as defined in Policy VII, including bringing proposals to the Policy Council, collecting and consolidating reports, and verifying the ongoing viability and eligibility of Chapters and SIGs.

Vice President – Finance (Treasurer) (2024) shall, in the fourth quarter of the fiscal, year prepare and present to the Policy Council a proposed budget for the next fiscal year; shall be responsible for assessing the financial implications of proposed programs, activities, projects, policies, and office practices; shall forecast trends in revenue and cost; shall monitor the accounting and financial practices followed by the Office; shall monitor all Society contracts; and shall be authorized to cosign checks and withdrawal slips for the Society.

Vice President - Meetings (2025) shall be responsible for the planning and conduct of the non-administrative meetings of the Society including conferences and workshops; shall make recommendations to the Policy Council regarding dates and sites for such meetings; shall assess and make recommendations to the Policy Council regarding policies and practices concerning meetings; and shall coordinate with the Vice President – Chapters & SIGs with respect to conferences and workshops of Chapters.

Vice President – Membership (2024) shall monitor membership and bring forward new initiatives to ensure that the Society provides the most appropriate and highest quality of service to its members; shall oversee member benefits including the journal, support for job seekers and job advertisers in System Dynamics; and shall oversee the recruitment and retention of members including participation by under-represented groups and cross fertilization with other societies.

Vice President – Marketing & Communications (2025) shall work to raise the awareness, understanding and impact of System Dynamics in order to increase recognition of and demand for work in the field; shall develop and maintain a marketing strategy for the Society and identify and undertake marketing and communications activities consistent with that strategy; shall take steps to encourage the creation by others of high-quality materials promoting the field; and shall measure and optimize the reach of the website, social media and other marketing platforms.

Vice President – Pre-College Education (2023) shall be responsible for matters related to the use of system dynamics in primary and secondary education; shall work to promote and support the use of system dynamics in education; shall assist educators with the adoption and development of programs based on system dynamics; shall undertake and encourage activities and events to assist educators; and shall foster effective communication and cooperation with other organizations contributing to the development of system dynamics in pre-college education.

Vice President – Professional Practice (2025) shall lead the definition and dissemination of good professional practice in system dynamics; shall, in conjunction with the best professionals in the field, codify and document good practice; shall develop and maintain

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a strategy to create and sustain high standards for the practice of system dynamics; shall assist professionals in the field with the adoption and deployment of standards; shall undertake and encourage activities and events to assist practitioners in raising and maintaining high standards of practice; and shall identify and undertake activities to ensure strong engagement by practitioners in the wider activities of the Society and the field.

Vice President - Publications (2024) shall be responsible for all matters including copyright pertaining to the publication of the Society journal and to the content and presentation of the Society's web site; shall ensure that the Policy Council's publications policies are reflected in the various journals, bulletins, web postings and other publications of the Society; shall represent the Society in contractual negotiations with editorial offices and printers; shall oversee the work of the Executive Editor designated in Policy 20; and shall have oversight of editorial policy of the Society's website including archives.

The Secretary shall keep a record of the proceedings, actions and meetings of the Society and of the Policy Council, recording the votes and minutes; shall give due notice of all meetings of members and of the Policy Council; shall have the general supervision of arrangements for meetings of the Policy Council and for general business meetings of the Society; shall ensure that there is a current list of all individual members of the Society maintained at its business office; shall have custody of the Society's Articles of Organization, Bylaws, Policies and all amendments thereto ; and shall keep such other records and perform such other duties normally assigned to an organization secretary as well as those specified in the Bylaws and Policies.

Members at Large (2023, 2024, 2025) shall participate and vote in Policy Council meetings, serve on Committees, and provide support for Officers.

Section 3. Associate Officers. Any Officer may appoint one or more Associate Officers to assist them in carrying out their duties. In selecting an Associate Officer preference shall be given to at large Policy Council Members, but any Society Member may serve. Associate Officers are intended to both provide support and assist in succession planning for Officers. Associate Officers cannot vote or be present during Executive Session of the Policy Council.

Section 4. Precedence. In the absence of the President the order of precedence among remaining officers shall be Past President, President Elect, Vice President - Finance, Publications, Membership, Chapters & SIGs, Meetings, Marketing & Communications, Professional Practice, Pre-College Education, and the Secretary.

Section 5. Vacancies. The Policy Council may fill vacancies in its membership by temporary appointment by a majority vote of the members of the Policy Council present at a Policy Council meeting. A member thus appointed shall serve until it is possible to fill the position through the election process detailed in Policy VI or the end of their term, whichever comes first.

## **POLICY VI. ELECTIONS**

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Section 1. Frequency. There shall be an annual election to fill vacancies on the Policy Council. This election will be held by electronic ballot of the membership for any contested vacancies, and by acclamation for vacancies for which only a single candidate has been nominated.

Section 2. Nominating Process. No later than March 31<sup>st</sup>, the Office will send to all active members a slate of candidates approved by the Policy Council to take office the following January. Members may submit other nominations for these offices and positions, provided that 1) each such nomination is accompanied by a petition signed by twenty-five members in good standing or ten percent of the total membership, whichever is less, 2) each nominee is a member in good standing, 3) written evidence is submitted to the effect that each nominee has agreed to stand for election, 4) the nominee is not standing for another office or position, and 5) such nominations reach the Office within five weeks after publication of the slate of candidates.

Section 3. Balloting. For all positions with more than one candidate standing, an electronic vote will be conducted no more than three months after the slate of candidates was provided to members. The Office will send to all members a ballot, plus a brief biographical sketch of each nominee. Voting will be open for a period of 30 days from the date the ballot is sent out and the candidate receiving the most votes will be deemed nominated. The Secretary will arrange to count the ballots after the close of voting. In the case of a tie, the Policy Council will select one of the candidates tied for the most votes. There is no quorum or majority requirement for this voting.

Section 4. Announcement. The slate of officers and PC members elected, whether by acclamation or vote, will be announced at the General business meeting if possible, or as soon as feasible thereafter. The elected slate will also be communicated to all members.

Section 5. Taking Office. The slate of Officers and at-large Members elected will take office on January 1<sup>st</sup> of the year after the election. There is no swearing in or formal ceremony for this.

Section 6. Generation of Initial Slate. The Nominating Committee as defined in Policy VIII is responsible for generating the slate of candidates ~~to be presented for approval by the Policy Council no later than January 31<sup>st</sup>. The Nominating Committee shall submit a single nomination for each position to be filled in the pending election and shall strive to ensure diversity on the Policy Council in terms of geographic representation, gender, and other factors deemed representative of the Society at large. If the initial slate is not approved the Nominating Committee, or the Policy Council as a whole, shall revise the slate until it is approved.~~ described in Section 2. At the annual business meeting (Bylaw III, Section 4) the Past President, as chair of the Nominating Committee, shall solicit recommendations of candidates for Policy Council positions that need to be filled in the beginning of the calendar year two years hence. By Each Officer currently holding such positions shall, by October 31, submit to the Policy Council the Nominating Committee will publish criteria for each open office, after interacting with all outgoing Policy Council Members. Such Council Members shall tender a brief report of the day-to-day activities of the job as well as a summary of the perceived challenges for the their incoming replacements. and any persons they would recommend to the Nominating Committee. The outgoing Members at Large shall submit a single report for all 4 members. The Nominating Committee shall also contact the outgoing Officers and At Large Members to solicit the names

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of potential nominees. If a member of the Nominating Committee is being considered for the office of President Elect, that nomination should be settled by the Committee as the first order of business. The Nominating Committee shall recommend a slate of candidates, one for each open slot, no later than January 15. Should the nominating committee fail to deliver a complete slate, they shall deliver whatever partial slate they have completed along with a list of potential candidates considered for the remaining positions. In this case, for each incomplete position, one person from the Policy Council shall be named. The Secretary shall form a committee including the current holder of the position and one Member at Large and to make a recommendation to the Policy Council no later than February 15. In the case that the position is Secretary, the Vice President Finance shall form the committee and in the case of any recusals a different Policy Council member shall be included in the committee., and the The Policy Council shall complete voting vote on the partial slate and each individual position sequentially on or before the March Policy Council meeting. The Nominating Committee, any committees appointed for individual positions, and the Policy Council as a whole, shall strive to ensure diversity on the Policy Council in terms of geographic representation, gender, and other factors deemed representative of the Society at large. If the initial slate is not approved as a whole, a partial slate and individual positions will be approved following the procedure outlined above.

Section 7. Conflict of Interest. If any member of the Nominating Committee is to be considered as a potential nominee to an open position, they shall recuse themselves from discussion of that position. In all cases deliberation for positions in which recusals are necessary shall be conducted first, and nominees selected, before proceeding with deliberation on other positions. In the case of committees appointed to recommend nominees for individual positions as per Section 6, no committee member may be recommended for the position the committee is evaluating.

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

Section 1. Definitions. A Section (hereafter referred to as a Chapter) is a separate legal organization that ascribes to goals consistent with those of the Society and is recognized by the Society. A Special Interest Group (hereafter referred to as a SIG) is a group consisting of Members interested in a specific topic or application area. A SIG is not a separate legal entity. The Student Chapter, which falls into neither of these categories, will be named as a Chapter, but will be part of the Society and not a separate organization as noted in Section 4.

### Section 1. Chapters.

Section 1.1. Purpose. Chapters of the Society are intended to further the dissemination and encourage the advancement of system dynamics. Chapters can do this by undertaking activities that are specific to the interests or convenience of a subset of all practitioners and researchers in system dynamics. A subset of all practitioners might be delineated on the basis of location (regional or national), language, or culture.

Section 1.2. Representation. Each Chapter of the Society shall designate an individual to represent the interests of the Chapter to the Policy Council. The Chapter Representative

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shall responsible for communications between the Chapter and the Policy Council and shall be listed on the web site of the Society.

Section 1.3. Activities and Publications. Upon recognition by the Policy Council, and so long as it is not dissolved, the Chapter shall represent itself as a Chapter of the System Dynamics Society, Inc. in its activities, publications, web sites, and communications. All activities of the Chapter must be in keeping with the specific interests of the Chapter and must not by focus, location or timing, interfere with the general activities of the Society. If a Chapter is considering anything that might be deemed to interfere with the activities or interests of the Society, the Chapter must inform the Society of its intent before finalizing its plans. The Chapter may engage in other activities to advance their purposes, so long as these activities are consistent with the provisions of the Bylaws and Policies of the Society and with the dignity of a professional association and the nonprofit status of the Society.

Section 1.4. Membership. Chapter membership is not restricted to members of the Society. However, in order to remain a Chapter, at least ten (10) members of the Chapter must also be members of the Society. The individual designated as a representative on the Policy Council shall be a member of the Society. Society members shall be given the opportunity to join Chapters through the Society web site, or links therein. Chapter members shall be made aware of opportunities to join the Society through the Chapter web site and other communications.

Section 1.5 Dissolution. If the number of Society Members who have designated themselves as Chapter members falls below ten, the Chapter's Society representative shall be informed that their Chapter does meet the required minimum number of Society Members. If the Chapter does not respond within sixty (60) days with a petition containing ten signatures of members in good standing of the Society, the Chapter shall be automatically dissolved. If in the view of the Policy Council the Chapter should dissolve for cause, the Chapter's Society representative shall be informed. If the Chapter does not respond within ninety (90) days rectifying the situation to the satisfaction of the Policy Council, the Chapter shall be dissolved.

Section 1.6. Constitution. A Chapter must have a constitution outlining its areas of interest and its principles of organization. This constitution must be submitted as part of the Chapter application and changes must be reported to the Society and approved by the Policy Council. The Vice President Chapters & SIGs shall maintain a Constitution template and specific guidelines on how to set-up a new Chapter that will be published to the Society's website. Should there be any discrepancy between the proposed constitution of the Chapter and the Articles of Organization, Bylaws, Policies or procedures of the Society, the members proposing the Chapter shall be notified and asked to revise their constitution. On acceptance, a copy of the Chapter constitution shall be submitted as a report to the web portal and remain part of the Policy Council records.

Section 1.7. Initial Recognition. A Chapter shall be recognized when it has presented its constitution (Section 6), a petition signed by at least ten (10) Society members (Section

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4), and a list of its officers and a named representative (Section 2) to the Policy Council. On reviewing these items, the Policy Council shall then choose whether or not to recognize the Chapter. If the Policy Council does not recognize the proposed Chapter it shall inform the petitioners in writing of its decision and the reasons for the decision. The petitioners have the option to revise and resubmit their petition.

Section 1.8. Annual Review. In addition to maintaining its membership, each Chapter shall submit an annual report to the Policy Council through the Vice President – Chapters & SIGs by March 31<sup>st</sup> of each year. The annual report shall contain a list of active members with an indication of which are Society members, Officers, and recent activities.

Section 1.9 Consolidated Report. The Vice President – Chapters & SIGs shall consolidate information contained in the submitted reports from individual Chapters into a single report on Chapter Activity for the previous year. The report shall be submitted as a report to the Policy Council by September 30<sup>th</sup> of each year.

Section 1.10 Separation and Limitations of Liability. The Chapter is not controlled by the Society. No more than one Officer or board member of a Chapter may serve on the Policy Council of the Society. Officers or members at large shall resign their positions to prevent this from happening. Neither the Society nor the Policy Council, by granting a charter to any Chapter, assumes any liability or responsibility for any obligations of any kind incurred by any Chapter.

## Section 2. SIGs.

Section 2.1. Purpose. SIGs, may be formed by members in order to foster communication and activity in a subject area of interest to a subset of members. They are encouraged to promote interaction with professional and academic organizations whose members have similar interests.

Section 2.2. Initial Recognition. To be recognized as a SIG at least six members must petition the Policy Council with an outline of the intended activities of the SIG. These activities must be consistent with the aims of the Society. No specific organizational form is required of a SIG beyond the designation of two individuals responsible for annually reporting the activities of the SIG to the Policy Council. SIGs shall be listed on the Society web site, and Society members shall be given the opportunity to indicate their association with a SIG using the Society website.

Section 2.3. Dissolution. A SIG shall be dissolved if fewer than six Society members express their affiliation with the SIG. If there is reasonable cause to dissolve a SIG the Policy Council may do so with 10 days notice.

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Section 2.4. Publications and Communications. A SIGs shall represent itself as a SIG of the System Dynamics Society, Inc. in its activities, and communications, and website. All activities of the SIG shall be in keeping with the interest area of the SIG and shall not by focus, location or timing, interfere with the general activities of the Society. A SIG shall not make any publication other than its website using the name of the System Dynamics Society.

Section 2.5. Finances. A SIG may not charge any membership dues. For activities organized by a SIG that require payment by participants, such payment must be made directly to the Society as a budgeted activity under the direction of the Executive Director, or to a third-party organizer for which the Society has no obligation. The SIG has no standing to conduct business directly or on behalf of the Society.

Section 2.6. Annual Review. A SIG shall submit a report annually to the Policy Council through the Vice President Chapters & SIGs.

Section 3. Student Chapter. The Student Chapter shall be named and treated as a Chapter on the website with a recognized Chapter Representative but shall not be a separate organization. The Student Chapter will have at least two active organizers that will coordinate activities, including organization of the Student Organized Colloquium held during the annual conference with the Office. The Office will maintain a separate record of the Student Chapters finances within its own records. The Student Chapter may commit to activities requiring expenditures with the permission of the Executive Director so long as that is consistent with the annual budget.

Section 4. Affiliations. The Society may cooperate with other professional societies, institutions, or governmental agencies in such ways as are consistent with its Bylaws, Policies, and the rules of its Standing Committees. Such cooperation may include a reciprocal reduction in dues and shall be reviewed and approved annually by the Policy Council.

## **POLICY VIII. COMMITTEES**

Section 1. Committee Types. Committees shall consist of Committees of the Board, Committees of the Corporation (collectively Standing Committees) and Ad Hoc Committees. Ad Hoc committees may be appointed by any Officer wishing assistance in carrying out their prescribed duties and shall terminate with the appointing officer's term of office. The responsibility of Ad Hoc committees shall be specified by the Officer creating the Committee. Committee reports shall be made through and maintained by that Officer. Standing Committees are permanent and report directly to the Policy Council and not to a specific Officer.

Section 2. Conflict of Interest. Any ex-officio member of a Standing Committee declaring a conflict of interest in serving on that committee shall be recused from that committee. A replacement for that member shall be appointed following the process detailed in Section 4.

Section 3. Authority, Tenure, and Membership. Standing Committees shall have at least three members, each of whom serves a three-year term, and the terms of these members shall be staggered to provide continuity. ~~In the third quarter of the year standing committees~~No later than

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October 31, Standing Committees shall provide the ~~Nominating Committee~~ President a list of ~~members needing replacement~~ committee positions that will be open due to vacancies, resignations or expiration of terms along with a list of suitable candidates to fill the positions. The ~~Nominating Committee~~ President shall then, in consultation with the Standing Committee and the Nominating Committee, put forward a list of new members to be approved by the Policy Council by the end of the year. In the case of ~~an unexpected vacancy that occurs when the Nominating Committee is not active, the President will put forward a replacement for approval by the Policy Council. The composition of Standing Committees shall be published annually or unfilled vacancies at other times~~ the same process will be followed as expeditiously as is practical.

Section 4. Committee Chairs. Standing Committees shall select their own chairs, unless otherwise specified in these Policies for the specific Committee.

Section 5. Overlapping Responsibilities. Since the scope of committees may overlap, it is the intention of these Policies that the committee chairs communicate and cooperate with one another to serve the best interests of the Society. Where any resolution of scope of authority is required, it shall be done by the Policy Council consistent with the Policies and Bylaws.

Section 6. Duties of Standing Committees. In addition to the committees specified in Policies IX through XII the following committees shall be constituted. All are Committees of the Corporation. With the exception of the Nominating Committee, all serve terms coincident with the fiscal year of the Society.

The Nominating Committee shall serve a term from July 1 through June 30. It is chaired by the Past President in office on July 1<sup>st</sup>; ~~who becomes the Past President during the second half of the committee's term.~~ The President Elect in office on July 1<sup>st</sup> and the ~~Past~~ Past President in office on July 1<sup>st</sup> are also ex-officio members. It shall have three additional members serving staggered three-year terms. It shall maintain a file of members who are qualified to hold offices in the Society and provide a slate of candidates for office as detailed in Policy VI. ~~It shall also, in cooperation with other Standing Committees, provide a list of committee members as detailed in Section 3.~~ Neither the Secretary nor the Vice President Finance may serve on the Nominating Committee.

The Organization and Bylaws Committee shall consist of three members serving staggered three-year terms. It shall observe the management of the Society from the point of view of compliance with the Bylaws and Policies of the Society. It shall study all proposals for changes in the regulations and shall make recommendations as appropriate. It shall make recommendations to the Policy Council concerning the organization and objectives of the Society. It shall examine all chapter Bylaws and changes thereto for conformity with the Bylaws and Policies of the Society.

The Publications Committee shall consist of the VP Publications, serving as ex officio Chair, and three members serving staggered three-year terms. It shall assess the quality, timeliness, distinctiveness, and coverage of publications of the Society and its Chapters and of its web site, with respect to the objectives of the Society and its editorial policies.

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It shall review the policies and practices of the editors and webmaster. It shall recommend to the Policy Council ways of effecting improvements in the publications of the Society and its web site. ~~Its~~It shall annually submit to the Policy Council, via the Vice President - Publications, a written report on all publications sent to the members or sold to the general public during the previous twelve months.

The Awards Committee shall consist of six members, three of whom are former Presidents or recipients of the Jay Wright Forrester Award and three of whom have served on selection subcommittees, serving staggered three-year terms. It shall, with the approval of the Policy Council, establish awards, define the procedures to be followed in making those awards, appoint selection subcommittees responsible for administering the awards, and oversee awards offered by external persons or organizations in conjunction with Society activities. The awards may be in recognition of outstanding work in system dynamics or may take the form of scholarships to promote access to conferences and other activities related to system dynamics. The awards committee shall appoint award selection sub-committees responsible for the selection of award recipients. Members of the awards selection sub-committees shall be knowledgeable individuals willing to serve for long terms in order to achieve continuity in the award process. Selection sub-committees serve at the pleasure of the Award Committee.

The Society Programs Oversight Committee shall consist of the VP Meetings serving as ex-officio chair, the VP Publications and four additional members serving staggered three-year terms (in such a way that two members change each year) at least two of whom have served as Program Chairs. It shall recommend future Program Chairs, session types and formats, topics and application areas, and other items related to the scholarly content of conferences. It shall maintain a handbook of best practice that can be used by Program Chairs and others presented to the Policy Council at a minimum annually.

The Strategy Committee shall consist of the President, President Elect, Past President and three members serving staggered three-year terms. It shall collect and prioritize initiatives to promote growth of the field of system dynamics. It shall submit a report and recommendations annually during the summer Policy Council meeting.

The Asia Pacific Coordinating Committee (APCC) shall consist of the Presidents or their designated representatives from each of the recognized chapters in the Asia-Pacific Region. It shall coordinate activities of the various chapters in the interest of regional and Society objectives. It shall be responsible to submit to the President-Elect of the Society a recommendation for Chair of the APCC once each year in time for the President to submit a name to the Policy Council for approval, as described in Policy 6, Section 1. The Chair shall be responsible to report annually to the Policy Council on the activities and the chapters in the Asia-Pacific region and other regional matters as shall come before the APCC.

The Strengthening the Field Committee shall consist of the VP Chapters & SIGs (acting as the ex-officio chair), VP Meetings, VP Membership, and VP Finance. It shall evaluate proposed activities that would draw on the Strengthening the Field Fund's budgeted

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annual expenditures and maintain a set of guidelines for applying for and receiving StFF funding that is periodically presented to the Policy Council for approval. Should any application for funding be made by or on behalf of a committee member, or an organization that committee member is associated with, the committee member will recuse themselves from the evaluation process.

## **POLICY IX. EXECUTIVE COMMITTEE**

Section 1 Composition. The Executive Committee shall consist of the President acting as ex-officio chair, Past President, President Elect, VP Finance, Secretary, and two other Officers or at large members serving offset three-year terms.

Section 2. Duties. The Executive Committee shall oversee the activities of the Executive Director and be responsible for decision making on behalf of the Policy Council that is consistent with the Bylaws, Policies and directives of the Policy Council.

## **POLICY X. FINANCE COMMITTEE**

Section 1 Composition. The Finance Committee shall consist of the VP Finance, acting as ex-officio chair, and two other Officers or at large members serving offset three-year terms.

Section 2. Duties. The Finance Committee shall assist the VP Finance in preparing the annual budget, monitoring financial progress relative to the budget and overseeing financial transactions executed by or on behalf of the Office.

## **POLICY XI. AUDIT COMMITTEE**

Section 1 Composition. The Audit Committee shall consist of the members of the Finance Committee and meet concurrently as business presents itself.

Section 2. Duties. The Audit Committee will review the annual requirement for a review or audit of the books and oversee engagement with any outside auditor.

## **POLICY XII. STEWARDSHIP COMMITTEE**

Section 1. Purpose and Goals. The Stewardship Committee shall seek donors who are willing to support the long-term strength of the System Dynamics Society through their gifts. The committee shall organize the disbursement of collected funds to support the long-term growth of the Society and the field of System Dynamics.

Section 2. Membership. The Stewardship Committee shall consist of five members serving five-year staggered terms. The initial committee members shall serve three-to-seven-year terms and shall consist of Laura Peterson (2021-2027), David Andersen (2021-2026), Warren Farr (2021-2025), Birgit Kopainsky (2021-2024), and Jørgen Randers (2021-2023). Committee members must be members of the Society in good standing, have complementary personal and

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professional networks to other committee members, and have a history of making or soliciting donations that benefit the Society. Members shall be appointed in accordance with the Bylaws.

Section 3. Designated Funds. The Stewardship Fund shall be a designated Society fund and shall be funded initially from the existing Legacy Campaign Fund which is hereby dissolved. The Stewardship Committee may suggest the establishment of other designated funds, or include existing designated funds such as the Chapter Development/STFF in its proposed budgeting and activities.

Section 4. Contributions. Contributions solicited by the Stewardship Committee shall be maintained in the Stewardship Designated fund or another established Designated fund. Contributions pledged and received after January 1, 2021 shall have 10% of their value placed into the Society's current operating funds at the time funds are received. Income, after investment and bank expenses, on money in designated funds shall be apportioned to those designated funds.

Section 5. Budgeting and Activities. The Stewardship committee shall support activities that are consistent with its mission to promote the long-term growth of the Society and the field of System Dynamics. The committee shall submit annually a budget for, and outline of, its intended activities as part of the annual Society budgeting process with amendments as necessary. Expenditures within budgeted spending will be directed by the Chair of the Stewardship Committee or delegated staff, under the oversight of the Finance Committee. Expenditures in excess of budgeted spending conforming to the restrictions in the Bylaws may be made with the approval of the Finance Committee.

Section 6. Staff Support. The Stewardship committee shall pay all cost for its activities, including staff support provided by the Society, out of designated funds in accordance with its budget. The cost of such support shall be the actual cost to the Society based on its standard budgeting processes.

## **POLICY XIII. CHANGES TO THE BYLAWS AND DISSOLUTION**

Section 1. Voting. Changes will follow the process outlined in Bylaw XIII with voting taking place electronically using the Society Web Portal.

Section 2. Dissolution Proposal. A proposal to dissolve the Society shall be treated as a change to the Bylaws under Bylaw XIII and require the adoption of a dissolution resolution into the Bylaws with the same resolution being automatically included in these Policies verbatim. The adopted Bylaw shall be consistent with the laws of the Commonwealth of Massachusetts and the United States as well as the rules of the Internal Revenue Service then in effect. A draft of any agreements for disposition of assets under Section 2 shall be provided as supporting material to all Members as part of the Bylaw change.

Section 3. Disposition of Assets. All assets held by the Society at the time of dissolution shall be transferred to one or more organizations recognized as 501(c)(3) organizations by the Internal Revenue Service with a mission relating to the advancement of the Social Sciences. An asset

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transfer agreement shall be made in writing with the receiving organizations. To the extent possible, rules governing any Restricted Reserves existing at the time of dissolution shall be adopted by the receiving organization. The intent of use of any Designated Reserves shall be recognized by the receiving organization as part of the transfer agreement.

Section 4. Approval and Filings. The dissolution and transfer of assets shall require the approval of the Supreme Judicial Court of the Commonwealth of Massachusetts. Filing of the dissolution action shall be made with the Massachusetts Attorney General's office as well as the Internal Revenue Service of the United States and any other agency requiring such notification.

## **POLICY XIV. BOOKS AND RECORDS, CONTRACTING AND ACCOUNTING PRACTICES**

As stated in the Bylaws.

## **POLICY XV. INSURANCE AND INDEMNIFICATION**

As stated in the Bylaws.

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

As stated in the Bylaws.

## **POLICY XVII. CONFLICTS OF INTEREST**

Section 1. Annual Review. A conflict of interest questionnaire will be distributed annually to all Policy Council members, volunteers, employees, and contractors. Any potential conflicts will be reviewed at a Policy Council meeting.

## **POLICY XVIII. POLICIES**

Section 1. Written Guidelines. The Society shall adhere to the laws, rules, and mandates of all state, federal, and local governing bodies. The Society shall maintain a set of guidelines that are compliant with required regulations and consistent with the operation of the Society as a not-for-profit organization.

## **POLICY XIX. NOTICES**

As stated in the Bylaws.

## **POLICY 20. PUBLICATIONS**

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Section 1. Policy Determination. The Policy Council shall establish publication policies for the Society and its Chapters. The Vice President - Publications shall ensure that these policies are reflected in publications of the Society and those of its Chapters.

Section 2. Official Journal. Each individual member in good standing shall receive electronic access to the official journal of the Society. Individual members in good standing may also receive other publications as the Policy Council may designate from time to time.

Section 3. Executive Editor. The Vice President - Publications shall nominate and the Policy Council shall appoint an Executive Editor for the official journal. The Executive Editor shall be responsible for the editorial content of the official journal. The Executive Editor may, with the approval of the Vice President - Publications, appoint assistants. These assistants shall be listed as Editors of the official journal and shall serve at the pleasure of the Executive Editor.

Section 4. Logistics. The Policy Council shall designate a responsible unit or persons to arrange for the production and distribution of the publications of the Society, processing subscriptions, promoting the sale of publications and advertising revenues, and handling other business matters relating to publications.

Section 5. Publications by Chapters. Chapters may publish bulletins, monographs, proceedings, bibliographies, newsletters, journals, or websites pertinent to their prescribed area. Chapter publications are not official Society publications. The Vice President - Publications shall represent the Policy Council in all matters pertaining to ~~a~~Chapter publications.

Section 6. Web Presence by SIGs. The Vice President - Publications shall represent the Policy Council in all matters pertaining to web sites maintained by SIGs.

## **POLICY 21. ANNUAL CONFERENCE**

A conference shall be conducted annually at a location, and in a manner, approved by the Policy Council. For each conference there shall be ~~a one or more~~ Program ~~Chair or~~ Chairs recommended by the Society Programs Oversight Committee and approved by the Policy Council. The Program Chairs, in consultation with the Society Programs Oversight Committee, shall be responsible for the overall scholarly program. In addition, there may be ~~one or more~~ ~~Conference Chair or Local~~Organizing Chairs that shall work with the Office on conference logistics.

## **POLICY 22. RESERVES**

Section 1. Purpose. The Policy Council may establish reserves from its assets to maintain continuity of operations, further the mission of the Society and fulfill contractual obligations. These reserves will be drawn on, either with the intent of maintaining a reserve balance or of purposely diminishing the reserve balance, to support Society activities and awards.

Section 2. Designated Reserves. Designated Reserves serve to support specific activities of the Society by ensuring sufficient funds are available each year to engage in those activities. Each

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Designated Reserve will be defined and adopted by the Policy Council, with the amount held in that Reserve approved each year as part of the budget. Designated Reserves may be dissolved, renamed or otherwise modified by a vote of the Policy Council to best achieve the objective of the Society. In accordance with generally accepted accounting practices Designated Reserves will be comingled with other Society assets, except for Restricted Reserves as described in Section 3, and assigned income, appreciation, or depreciation based on their pro-rata share of assets.

Section 3. Restricted Reserves. Restricted Reserves are defined by, and funded, in accordance with a charter that is adopted by a specific act of the Policy Council. The intent and purpose of that charter must be consistent with the goals of the Society and all applicable laws and regulations. Restricted Reserve assets will be kept separately from other Society assets and used in accordance with that charter. If the charter does not include specific language for action to be taken on the dissolution of the Society the process detailed in Policy XXI will prevail.

Section 4. Operational Reserves. The Society will always maintain Operational Reserves as a Designated Reserve. Operational Reserves are used to ensure continuity of operations and will have a target minimum that is set annually as part of the budget process.