Dear Member:

The System Dynamics Society is governed by a set of Bylaws and Policies. The Organization and Bylaws Committee has recommended that the Bylaws be updated. The Policy Council has accepted the recommendation and has made a proposal for a change in the Bylaws. As a member of the Society you are ultimately responsible for approving such a change. We are now soliciting comments on the proposed changes to the Bylaws. There will be an opportunity for discussion during the General Business Meeting at this summer's conference, and then we will be asking you to vote on the proposed changes in the fall.

Most of the changes clarify language and make the Bylaws line up with current practice. For example, the old Bylaws refer to several categories of membership which are not used and to an "Executive Committee" which does not ever meet (the Policy Council always meets as a whole). The one substantive change is that the Executive Editor of the *System Dynamics Review* is no longer designated as a voting member of the Policy Council. This change is consistent with the executive, as opposed to representational, nature of that post and is actually a reversion to the original Bylaw's.

More detailed information on the changes and their history is contained in the report of the Organization and Bylaws Committee below. For supporting material and discussion please see the archived minutes of the 2012 Winter PC Meeting at: http://systemdynamics.org/PolicyCouncil/2012/winter/index.html. Both the current and proposed revised Bylaws can be found at http://systemdynamics.org/governance.

If you have comments or questions please sent them to Brad Morrison at morrison@mit.edu or post them on SDForum (http://www.systemdynamics.org/forum) under the thread "Revision to the Society's Bylaws" in the Open Discussion forum.

As we advance through this process, we will keep you posted. Thanks.

Sincerely,

Brad Morrison
Secretary 2012

Report of the Organization and Bylaws Committee

Summary
We have made revisions to the Bylaws and Policies, both in form and substance, to make them consistent with one another and bring them in line with current practice. The draft documents are attached as supporting materials for review by the Policy Council. We are recommending that the Policy Council pass a motion to schedule a vote of the general membership on the Bylaws, adopting the Policies contingent on the successful completion of that voting process.

History

The Bylaws and Policies of the Society were created when the Society was formed based, in large part, on the same documents for TIMS/ORSA (now INFORMS). The Bylaws can only be changed by a 2/3rds vote of the general membership, and they have been amended twice since the Society was formed. The Policies can be changed by a 3/5ths vote of the Policy Council and they have been modified quite a few times. Both documents refer to the Articles of Incorporation filed in Massachusetts which have not been changed and which do not need to be changed.

Keeping the Policies up to date with decisions of the Policy Council has been an ongoing, though not well organized activity. Tracking the effects of Policy Council decisions on the Policies is not easy because of the ambiguity as to whether the intention was to modify a Policy or clarify how the Policy was to be effected. As an alternative to reprocessing the historical record, the Bylaws Committee has drafted revisions of both the Bylaws and Policies documents to make them clear and consistent with current practice. If adopted, these can then replace our current edited documents of record.

Substantive Changes

There are two substantive changes that we have made to these documents relative to their current form.

The first is the removal of the Executive Editor of the *System Dynamics Review* as a voting member of the Policy Council. With the exception of Founding President, which is an immutable position, all other people who can vote on the Policy Council are elected by the membership (or take office by acclamation in lieu of an actual election). Having an appointed position with this same privilege seems inconsistent with the mandate of the Policy Council. This is a change to the Bylaws.

The second change is the addition of the Society Program Oversight Committee as a Standing Committee. Previously it was constituted as an adhoc committee, though not with a clear officer to report to. In addition to adding it as a Standing Committee we have decreased its membership so as to make it more effective. This is a change to the Policies.

Word and Wording Changes

There are many of these. We have tried to decrease the number of different names we have for the same thing, and remove references to groups (such as the Executive Committee) that have never met or been active. There were also a number of places where the Bylaws would use one set of terms and the Policies another. Though these are formal documents, we have attempted to minimize the use of legalistic phrasings in order to make them as clear and understandable as possible.

Recommendations

The Policies and Bylaws attached as supporting materials to this report are the product of our work over the past year. Though there are certainly places they could be improved, and we welcome and suggestions to this end, they are still far superior in terms of both clarity

and consistency to what we now have and we therefore recommend adoption as soon as practically possible. The process for amending the Bylaws is, correctly, involved and this means that at, or shortly after, the Winter Policy Council meeting we need to have a motion to put the Bylaws to a vote of the general membership which will occur after the summer conference. We would also like a motion to adopt the Policies proposed contingent on the positive outcome of that vote.

Since we are open to making additional changes, we recommend that the votes on these two motions be delayed until near the end, or shortly after, the conclusion of the Winter Policy Council meeting.

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