

BYLAWS
of the
SOCIETY FOR MODELING AND SIMULATION INTERNATIONAL

As Approved by the 2005 BoD

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BYLAWS OF
THE SOCIETY FOR MODELING AND SIMULATION INTERNATIONAL

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ARTICLE I. NAME & CORPORATE OFFICES

Section 1. Name

The name of the Society is The Society for Modeling and Simulation International, hereinafter referred to as SCS or the Society. The original name of incorporation, Simulation Councils, Inc. (SCi) is retained and used for legal purposes.

The Head Office of this Society is located in the City of San Diego, County of San Diego, State of California, USA. The Society may have satellite offices, either within or without the County of San Diego, State of California, as the Board of Directors may determine or as the affairs of the Society may require from time to time.

ARTICLE II. PURPOSE

Section 1. Purpose

The Society is a not-for-profit association founded for the primary purpose of promoting an understanding, appreciation, and utilization of computer-based modeling, simulation, and related fields.

Section 2. Activities

To accomplish its purpose, the Society:

- (a) Serves the international technical community, society, and members of SCS.
- (b) Promotes local technical meetings, emphasizing both balanced coverage of all areas of simulation, and cooperation between societies and other organizations having complementary interests.
- (c) Sponsors or co-sponsors national and international technical conferences and professional development seminars.
- (d) Produces high-quality technical publications and educational materials about simulation and related fields.
- (e) Promotes interest in and communication about simulation and related fields.

- (f) Arranges for display and demonstration of equipments used in simulation and allied arts.
- (g) Promotes education, research, and development in its fields of interest.
- (h) Serves as a resource for information on simulation.
- (i) Sponsors awards to recognize achievements in the field of simulation.
- (j) Abides by its Code of Ethics, which is detailed in the Policies and Procedures handbook.

Section 3. Nonprofit Nature, General Restrictions, and Dissolution

- (a) The Society is formed for scientific, educational, and eleemosynary purposes exclusively. None of the net income of this Society shall inure to the benefit of any individual.
- (b) No person may be denied membership or full participation in Society activities because of race, sex, creed, national origin, citizenship, immigration status, or place of residence.
- (c) The Society is a “tax-exempt organization.” “Tax-exempt organizations” are here defined to be within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, which organizations are being operated exclusively for one or more tax-exempt purposes within the meaning of, and which otherwise qualify under, the provisions of said Section 501(c)(3) and the regulations pertaining thereto as said section and regulations are amended from time to time.
- (d) If the Society is, at some time in the future, unable to carry out its purpose, then dissolution of the Society shall be governed by the following. Upon dissolution of the Society and winding up of its affairs, the Board of Directors shall solicit or identify one or more tax-exempt organizations, as defined herein, to take over the affairs and assets of the Society. The Board of Directors shall give preference to organizations which are organized and operated for purposes similar to those of this Society, and this Society’s affairs and assets shall be distributed in such proportions as the Board of Directors shall determine, such that the purpose of the Society is carried forward for the benefit of its membership.

ARTICLE III. MEMBERSHIP

Section 1. Grades of Membership

The Society offers membership to individuals and organizations worldwide, as well as certain restricted privileges to members of affiliated Organizations. Privileges, fees and conditions of membership are determined by the Board of Directors. Various grades of membership, and the qualifications and rights of members of those grades, are:

- (a) Life Member Grade

Election to Life Membership is by motion of the Board of Directors, on the recommendation of the Membership Board. Those recommended for Life Membership

should be held in such high esteem in their field that their acceptance of this honor will be an asset to the Society in promoting its goals. To be eligible, the following criteria must be met:

- (i) A Fellow or Senior Member in good standing prior to the recommendation.
- (ii) Unusual professional distinction in the field of simulation and allied computer technology which is worthy of special recognition.

(b) Fellow Grade

Election as a Fellow is by motion of the Board of Directors on recommendation of the Fellow Selection Committee. The Fellow Selection Committee consists of all active Fellows or the fifteen (15) longest standing Fellows, which ever is less.

To be eligible, the following criteria must be met:

- (i) Outstanding and acknowledged achievements in the simulation field.
- (ii) Senior Membership qualifications in the Society for at least five years.
- (iii) Nomination by a Society Member.

(c) Senior Member Grade

Senior membership grade is conferred upon application by a Regular Member of at least five years standing and upon review and approval of the candidate's qualifications by the Membership Board. To be eligible, the following criteria must be met:

- (i) Ten years professional-level experience in simulation and allied computer technology. Up to four years of credit toward meeting this requirement may be allowed for undergraduate study in an appropriate field of science, engineering, or mathematics at an accredited institution of higher learning. Up to four years of additional credit may be allowed for graduate study at such institutions.
- (ii) Demonstrated competence in the simulation field which may be demonstrated in some of the following ways:

Progressively more responsible positions in the field of simulation and allied computer technology over a period of years.

Contribution to technical advances in the field through professional publications.

Establishment of a professional reputation in the field.

Teaching of professional level courses in the field.

Participation in professional society activities in the field.

(d) Regular Member Grade

People who are or have been professionally engaged for at least four years in any phase of simulation and allied computer technology, or who have actively participated in the activities of the Society as an Associate Member for at least four years, are eligible for Regular Membership in the Society. This requirement may be met by evidence of graduation with a Bachelor's degree or its equivalent in an appropriate field of science, engineering, or mathematics at an accredited institution of higher learning. Active participation is defined to include but not be limited to, attendance at or participation in meetings sponsored by the Society or its Member Councils, service on a committee of the Society or as a member of a Council, and authoring material included in any of the publications of the Society.

(e) Retired Member Grade

Members who are retired (no longer fully employed), who so certify their retirement, and who have been SCS members for at least the previous seven consecutive years may declare themselves as "retired" for the purpose of their dues assessments.

- (i) Retired Members are recognized as members at the grade of membership they held immediately preceding their declaration.
- (ii) They are entitled to all benefits and voting rights as determined by the Board of Directors.
- (iii) They pay reduced annual membership dues as may be set from time to time by the Board of Directors.

(f) Student Member Grade

Any person regularly enrolled on a substantially full-time basis in an accredited institution of higher learning, including graduate students who hold teaching fellowships, may become a Student Member upon having an application favorably endorsed by a member of the faculty of such institution and upon the Society's acceptance of such application and payment of dues.

(g) Associate Member Grade

This grade of membership is open to all persons who are interested in the technology of simulation or in the application of the computer arts and sciences.

(h) Chapter Member

A Chapter Member pays no dues to the Society and therefore receives no benefit from the Society. A Chapter fee may be required of Chapter Members.

(i) **Institutional Member Grade**

Any corporation, association, institution, partnership, or person may be admitted as an Institutional Member of the Society upon application and payment of the annual dues. Institutional Members receive such benefits as the Board of Directors may from time to time provide.

Section 2. Nature of Membership

Each grade of membership is entitled to specific benefits as set forth by the Board of Directors. Each member (with the exception of Chapter Members) receives the designated membership publication of the Society on any suitable media, and notices of SCS-sponsored meetings and other activities scheduled in the area where the member lives.

Section 3. Voting Rights & Eligibility for Office

Life, Fellow, Senior, Regular, and Retired Members, and the designated representative of each Institutional Member are the only voting members of the SCS and the Member Councils to which they belong and are eligible to hold office in the Society and in their Member Councils.

The designated representative of an Institutional Member is considered a voting member of the Society regardless of his/her personal membership status. Such a representative has only one vote, on behalf of the Institutional member s/he represents.

Section 4. Approval of Membership Applications

Applications for all membership grades are reviewed for acceptance according to the procedures established by either the Board of Directors or the Executive Committee.

Section 5. Member Councils

(a) **Purpose**

The primary mission of a Member Council is to further the purpose of the Society within the geographical area or the professional/technical area of significance it serves. Thus, each Member Council is chartered to elect officers, and function autonomously. Member Councils may not incur any debt or monetary obligation on behalf of the Society.

(b) **Council Boundaries**

The boundaries of a Member Council define a geographical or technical area where a significant number of members of the Society reside or work and is determined by the Board of Directors based on a petition by the proposed member council. The Board of Directors is the ultimate arbiter of Member Council boundaries.

(c) Member Councils are chartered by the Board of Directors to provide member services on behalf of the Society's Head Office. Such services include organizing regional conferences,

distribution of the Society journal and other publications, publication of articles, and organization of conferences in a non-English language. SCS sponsorship of regional conferences is possible upon petition, review, and approval by the Executive Committee. Any joint financial arrangements between SCS and a member council's regional conference will be specified in a memorandum of understanding and approved by the Board of Directors.

Section 6. Chapters

Member Councils may charter smaller groups (Technical Chapters or Local Chapters) whenever centers of special interests or population density make such divisions useful. Regulations for such charters may be adopted from time to time by the Board of Directors. Chapters are chartered and governed by the Member Councils and have as their goal an increase in the Society's membership base through encouragement of participation among persons involved in simulation and its related fields. The Chapters are expected to conduct activities for their members who are also encouraged to write papers and to attend conferences.

A Local Chapter can be formed within a school, company, or other organization. The formation of Student Chapters is highly encouraged. A Technical Chapter can be formed by those interested in a specific professional or technical domain.

Section 7. Relationship & Responsibilities of Member Councils to the Society

- (a) Each Member Council contributes to the management of the Society in the following ways:
 - (i) By holding elections of its officers, typically a Chair, Secretary, and Treasurer.
 - (ii) By electing one of its members, as specified by the Bylaws in paragraph (c) below, to serve on the Board of Directors as a non-voting member and to attend the Annual Meeting. These council directors are certified by the Nominating Committee, according to procedures established by the Nominating Committee.
 - (iii) By designating, preferably by election, one of its members to serve on the Nominating Committee of the Society.
- (b) Each Member Council shall render an annual written report of its activities, a statement of its financial position, and the names of its officers. This report shall be filed with the Secretary and the Executive Director of the Society each year for inclusion with report materials submitted to the Board of Directors in advance of its Annual Meeting.
- (c) In an election year, each Member Council shall supply the names of its candidates for members of the Board of Directors as provided for in procedures of the Nominating Committee. Each Member Council shall also supply the name of its representative to the Nominating Committee prior to the Annual Meeting.
- (d) The charters, privileges, authority, and boundaries of Member Councils may be issued, revised, or revoked by the Board of Directors for cause or upon petition by the Member

Council. If the Board of Directors determines that a Member Council has become inactive, it may re-classify that Member Council to become a Chapter of a neighboring Member Council or redefine its boundaries to have it absorbed within adjacent council(s).

Section 8. Membership Lists

The Society will furnish, on request from a Member Council, a listing of Members of the Society within the area served by that Council.

Section 9. Affiliated Organizations

- (a) A relationship between the Society and an affiliated organization can be established by the Executive Committee except as noted in paragraph (b) of this section. The Society may seek such affiliations, or other organizations may petition the Society for such an affiliation.
- (b) In any case, such affiliation shall not subject either affiliate to the bylaws of the other, except for those agreements specifically and expressly agreed to in writing by the Board of Directors of each organization. Such affiliation shall establish some mutually agreeable exchange of membership privileges and shall oblige each affiliate to publicize the activities of the other and to facilitate distribution of the publications of the affiliates to interested individual members. If mutually agreeable, each affiliate may send non-voting representatives to the Board of Directors meetings of the other.
- (c) Representatives to affiliated organizations are appointed by the Senior Vice President with approval of the President.

Section 10. General Provisions

The Board of Directors has the following specific powers related to membership, Member Councils, and affiliations of the Society.

- (a) To find, by majority vote, that continuing the charter of a Member Council or an affiliation agreement with another society no longer serves the purpose of the Society. Such a motion, if carried, may result in a formal motion at the next Annual Meeting to cancel that charter, which cancellation requires a majority vote of all Directors-in-office to be carried.
- (b) To refuse admittance to membership, or to cancel the existing membership of any individual who is seen to violate the principles and ethical standards of the Society.
- (c) To create, divide, or in any way modify the geographic or technical area to be served by actual or potential Member Councils by a majority vote of all Directors-in-office.

ARTICLE IV. FINANCES

Section 1. Dues

Dues paid to headquarters for new and renewing members of the Society, and other fees described elsewhere in these Bylaws, are set by the Board of Directors. Similarly, at the discretion of the Board of Directors, additional fees may be assessed and levied in support of the Society's activities and services. Members of all grades (other than Life Members) shall cease to be members when their dues are in arrears and they have been duly notified thereof.

Section 2. Member Subscriptions

The particular sum from dues (for members of the several grades) which is allocated for subscriptions to the Society's official journal is established by the Executive Committee on the recommendation of the Society's Vice President for Publications and the Executive Director.

Section 3. Financial Assistance

The Board of Directors may, from time to time, authorize financial assistance to the Member Councils on such basis as the Board of Directors may determine.

Section 4. Expenditures

Only the Board of Directors, directly or by delegation of its power, may authorize corporate expenditures.

Section 5. Accounts

Under the supervision of the Treasurer, the Executive Director shall document all expenditures and shall retain proper vouchers on file. At least once each fiscal biennium, the Board of Directors shall have the Society's accounts audited by a Certified Public Accountant.

The Executive Committee shall enact resolutions as needed or required for establishing, altering, or closing all monetary accounts of the Society, including its Councils and satellite offices, and for designating signatories to these accounts subject to the restriction that the Executive Director shall have signature authority on all monetary accounts of and for the Society except as stipulated by the Board of Directors.

Section 6. Annual Budget

The Executive Committee is responsible for ensuring adherence to the annual budget, which shall be prepared by the Treasurer with the assistance of the Executive Director, in consultation with the Executive Committee, and approved by the Board of Directors. Significant planned deviations from the budget require approval of the Executive Committee and timely notification to the Board of Directors.

Section 7. Surety Bond

Persons authorized to sign checks or withdraw funds from the Society's monetary accounts, or similarly authorized with regard to the joint accounts of SCS and other organizations co-

sponsoring conferences and similar activities, shall be bonded in accordance with policies established by the Executive Committee.

ARTICLE V. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Board of Directors

The affairs of the Society are directed by a Board of Directors.

- (a) The composition of the Board of Directors is as follows:
 - (i) Nine directors at large, voted upon by the entire SCS membership. The Society Historian, Ralph Huntsinger, is also a voting member of the Board of Directors.
 - (ii) The President, Senior Vice President and the Immediate Past President are the only members of the Executive Committee who are ex-officio voting members of the Board of Directors.
 - (iii) The remainder of the Executive Committee are ex-officio non-voting members of the Board of Directors.
- (b) Fellow, Life, Senior, Regular, and Institutional Members in good standing at the time of the election may be elected to the Board of Directors.

Section 2. Board of Directors Meetings

- (a) The Board of Directors normally meets once each year at a time and place set by the Executive Committee to set policy, hear reports, review and approve the budget, and to consider other business brought to it by the Executive Committee, Society Officers, or others. The Executive Committee shall meet shortly before each regularly scheduled meeting of the Board of Directors and shall review and summarize pending business and problems for the Board of Directors, and, as far as possible, recommend policies and courses of action.
- (b) When the old business of the current Board of Directors is concluded, the newly elected members of the Board of Directors are seated and their term of office begins.
- (c) Any Director may designate a proxy for meetings of the Board of Directors.
 - (i) Compliant to one person one vote, any paid up member of the Society can be a qualified proxy holder.
 - (ii) The proxy must be presented at, or prior to, the Board meeting as a written instruction by the Board member or as a facsimile or email of such an instruction.

Section 3. Elections and the Nominating Committee

- (a) Elections for Officers and members of the Board of Directors shall be held on a biennial basis in accordance with the terms of office specified in the Bylaws.
- (b) A Nominating Committee serves the Board of Directors by developing nominations and validating the eligibility of candidates. Membership on the Nominating Committee is for two years unless otherwise specified by the Board of Directors. The membership of the Nominating Committee is composed of one person designated by each active Member Council plus three people appointed by the President. The Nominating Committee shall be named during the Annual Meeting of the Society following an election and shall promptly organize itself.
- (c) It is the responsibility of the Nominating Committee to provide the names of willing and eligible candidates in sufficient quantity to fill all existing positions as defined in the Bylaws. All members of the Society in good standing shall be notified of the vacant positions and shall be allowed to submit the names of potential candidates to the Nominating Committee.
- (d) Any member of the Society may submit a petition of candidacy for the office of President, Senior Vice President or Director-at-Large, as a written and signed document or facsimile thereof. Petitions require endorsement by 2% of the membership or 20, whichever number is larger. Such petitions, when validated, ensure that the member's name shall appear on the ballot.
- (e) Only members who have served or are currently serving on either the Board of Directors or the Executive Committee are eligible to the office of President.

Section 4. The Executive Committee

- (a) Voting members of the Executive Committee are the President, the Senior Vice President, the Immediate Past President and the Vice Presidents for Conferences, Publications, Membership, and Education. The President and Senior Vice President are elected by the membership and all others, except Immediate Past President, are nominated by the President and confirmed by Board of Directors.
- (b) The Treasurer, Secretary, and Executive Director are non-voting members of the Executive Committee.
- (c) The Executive Committee has all the powers and authority of the full Board of Directors, subject only to such restrictions as may be imposed on it by law or by the Board of Directors.
- (d) Each of the five Vice Presidents (the Senior Vice President, the Vice President for Conferences, the Vice President for Membership, the Vice President for Publications, and the Vice President for Education) has a board whose members are specified by the Executive Committee.

- (e) The Executive Committee may not take any action requiring the approval of a majority of the Directors-in-office unless specifically delegated by the majority of the Directors-in-office.

Section 5. Voting by the Board of Directors

One third of the Directors-in-office constitutes a quorum for a vote on any motion requiring their approval. A majority of votes cast shall authorize any act of the Society except as otherwise provided in these Bylaws or by "Robert's Rule of Order Newly Revised."

Section 6. Board of Directors Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if two-thirds of the Directors-in-office return a ballot on the action. The action is approved if a majority of the ballots returned cast an affirmative vote except as otherwise provided in these Bylaws or "Robert's Rules of Order Newly Revised."

The procedure used for consideration and approval of such action shall provide for reasonable opportunity for discussion by all Directors through various means of communication. The presentation of the action for the ballot shall include a compendium of all discussion.

Section 7. Executive Committee Action Without a Meeting

Action required or permitted to be taken by the Executive Committee should normally be taken only during a regularly scheduled meeting but, in emergencies, meetings may be held by conference telephone communication or electronic mail.

Section 8. Notice of Meetings

Written, printed, or telephonic notices stating the place, day, and hour of any meeting of the Board of Directors or Executive Committee shall be dispatched to each person entitled to vote at such meeting not less than ten (10) days before the date of such meeting.

Section 9. Committees

The President, the Executive Committee, or the Board of Directors may establish ad hoc or standing committees and may define their powers, duties, and functions, and adopt rules governing them.

- (a) Standing committees are established by the Board of Directors and are ongoing from year to year, unless otherwise chartered by the Board of Directors.
- (b) Ad hoc committees may be established by the Board of Directors, the Executive Committee, or Society Officers as the need arises, with each committee reporting to the Board of Directors, Executive Committee, or Officer that chartered it.
- (c) The chair of each ad hoc committee is appointed according to its charter, or otherwise elected by members of the committee.

- (d) Chairs of standing committees are appointed by the President, and serve at his/her pleasure; such appointments are automatically vacated upon completion of the President's term of office.

ARTICLE VI. OFFICERS

Section 1. Principal Officers

The principal Officers of the Society are:

- (a) President
- (b) Immediate Past President
- (c) Senior Vice President
- (d) Vice President for Membership
- (e) Vice President for Conferences
- (f) Vice President for Publications
- (g) Vice President for Education
- (h) Treasurer
- (i) Secretary
- (i) Executive Director

Section 2. Eligibility and Terms of Office

For all Officers except the Executive Director:

- (a) Voting members whose dues are current are eligible for election or confirmation as an Officer of the Society. Eligibility of candidates is subject to review and approval by the Nominating Committee.
- (b) Officers serve until their successors assume office. When the old business of the current Board of Directors is concluded, newly elected Officers are seated and their term begins. Officers nominated by the President are seated upon confirmation by the new Board.
- (c) Except for the office of President, any principal office becoming vacant prior to its expiration shall be filled on an interim basis by an appointment of the President. Such appointment requires approval by the Executive Committee. An appointment to serve an unexpired portion of a term shall not disqualify such Officer from succeeding himself or herself.
- (d) In the event that the office of the President is vacated between Annual Meetings, the

Immediate Past President shall assume the office of President. Should this individual be unable to serve the unexpired part of the term, the office shall be transferred to the former President of most recent service who is able to assume this office. In the event that there is no former President who is willing or able to assume office, the Senior Vice President shall then assume the office of President.

Section 3. Responsibilities

- (a) The President is the Chief Executive Officer of the Society and presides at all meetings of its Board of Directors and Executive Committee. The President shall prepare an Annual Report describing the accomplishments, activities, problems, etc. of the Society to the Board of Directors. The term of office for the President is two years. The President cannot serve more than one, two year term.
- (b) The Senior Vice President is charged with maintaining the Bylaws, job descriptions for all principal Officers, operational guidelines, and long-range plans for the Society. Bylaw changes require approval of the Board of Directors. Job descriptions, operational guidelines, and long-range plans require approval of the Executive Committee. The term of office for the Senior Vice President is two years. Senior Vice Presidents may succeed themselves.
- (c) The Vice Presidents are elected to be responsible for specific business areas. The Vice Presidents serve on the Executive Committee and plan and oversee the various lines of business chartered by the Society. The term of office for each Vice President, is two years. Vice Presidents may succeed themselves.
- (d) The Past President serves in a consultative capacity to the President and shall perform any other duties which may be designated by the President.
- (e) The Executive Director is appointed by the Executive Committee and is the Chief Operating Officer of the Society. The Executive Director is a non-voting member of the Executive Committee and the Board of Directors. The Executive Director reports to the Board of Directors or to the Executive Committee of the Society when either is in session; otherwise the Executive Director reports to, and takes direction from, the Society President.
- (f) The Secretary and Treasurer are appointed by the President and shall perform such duties as are determined by the President.

Section 4. Powers of Officers

The Officers have only those powers expressly set out in these Bylaws, or which are granted to them by the Board of Directors, or which normally pertain to their offices.

Section 5. Compensation of Officers

Officers and Directors with the exception of the Executive Director, shall not receive

compensation for their services as officials of the Society; however, nothing herein shall preclude them from receiving compensation for serving the Society in any other capacity.

At its discretion, the Board of Directors may however, authorize reimbursement to officials of the Society for documented and authorized travel and per diem expenses associated with the performance of their official duties on behalf of the Society.

ARTICLE VII. ADMINISTRATION

Section 1. Office Staff

Qualified individuals shall be employed or retained for the positions required to carry out the day to day administrative business of the Society. The Executive Director shall fill each position by appointment and the individuals so appointed shall serve at the pleasure of the Executive Director except as may otherwise be stated in a written contract signed on behalf of the Society by the Executive Director and the President or, if the President is not available, by the Executive Director and the Senior Vice President.

Section 2. Restrictions

No member of the Executive Committee, with the exception of the Executive Director, may be employed by the Society, either as a staff member, contractor, or in a work for hire situation without prior explicit approval by the Board of Directors.

Section 3. Personnel Committee

- (a) Members of the Personnel Committee are the President, Immediate Past President, Senior Vice President, and Treasurer.
- (b) The Personnel Committee is authorized to administer employee compensation.
- (c) Limited authority for compensation of individual employees may be delegated by the Personnel Committee to the Executive Director.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

Section 1. Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

Section 2. Special Rules of Order

The following special rules of order apply:

- (a) “Majority vote” is a majority of all votes cast, ignoring abstentions and invalid ballots.
- (b) “A majority of all members of a body in office” is more than one-half of the number of members in office; abstentions and invalid ballots do not reduce the number of votes required.
- (c) “A quorum” of the Executive Committee is four voting members.
- (d) “A two-thirds vote” is two-thirds of the votes cast, and a unanimous vote is all of the votes cast, ignoring abstentions and invalid ballots.
- (e) The President counts when determining whether a quorum of the Executive Committee is present.
- (f) The chairs of the Society’s committees and boards are non-voting members of their bodies, except to break a tie vote.
- (g) These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of all the Directors-in-office.