

Organizational Bylaws

The Bylaws for the Lifecycle Modeling Organization

Version 1.2 April 2025

Article 1 - Name of the Organization

The name of this organization shall be the Lifecycle Modeling Organization (LMO)

Article 2 - Corporate Purpose

2.1 General Purpose

The main purpose of the LMO is to foster the development, continued enhancement and industry adoption of the Lifecycle Modeling Language (LML) within the practice and disciplines of System Engineering. In particular, the LMO seeks to create and foster the adoption of LML by the practitioners and users of Model Based Systems Engineering (MBSE) tools and disciplines.

2.2 Nonprofit Establishment

This corporation is established as a non-for-profit business organization. It is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.3 Specific Purpose

The LMO will provide organizations with a structured and behavioral modeling language that will provide a more simplistic and effective way to understand and communicate cost, schedule and performance design information to all stakeholders in a standard manner. LMO will help train and educate members on how to effectively use the lifecycle modeling methods including: the LML and the Lifecycle Modeling Framework (LMF) to develop safer, more cost-effective systems and products. The specific objectives are to:

- Provide governance to the development of the LML specification to meet the LMO's goals:
 - Engage various communities across the lifecycle components (e.g., systems engineering, design engineering, test engineering, operations/support, program management, etc.) in dialog on the use and benefits of LML, receive feedback on LML's utility, and document requirements from the communities.
 - Foster the evolution of LML into a recognized standard within the Systems Engineering and other engineering/business process communities.

- Maintain and improve LML to best serve the various lifecycle communities on the forefront of technology to create a safer, more efficient and more prosperous world.
- Educate professionals on how to use LML through regular meetings, social media posts, conference and professional papers, and interactions with professional organizations such as the IEEE Systems Council, INCOSE, Project Management Institute and others.
- Develop and provide certification programs for members to master the understanding and use of LML.
- Sponsor, host and/or participate in events and activities related to LML and other various communities across the lifecycle.

Article 3 - Membership

The LMO will be a membership/volunteer organization.

3.1 Eligibility for Membership

Membership is open to interested professional and educational persons. Membership is granted after completion and receipt of a membership application to the LMO secretary, acceptance by a majority vote of the LMO board, and the payment of annual dues.

3.2 Annual Dues

The amount required for annual dues shall be based upon the membership type. There will be four types of memberships (or options).

1. Individuals -\$49/USD per year. Any individual can join the LMO organization.
2. Seniors -\$39/USD per year. Individuals who are 50+ years old
3. Student - \$20/USD per year. Undergraduate and Graduate students are eligible.
4. Corporate -\$299/USE per year. Corporate membership which includes up to 10 individual memberships.

The membership types and annual dues will remain in effect unless changed by a majority vote of the members at an annual meeting of the full membership. Continued good-standing membership is contingent upon being up to date on membership dues.

3.3 Resignation and Termination

Any member may resign or terminate their membership from LMO by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Membership can also be terminated by executive action. Any membership can be terminated by a 60% approval vote of the entire LMO membership.

3.4 Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

3.5 Organization Members

Organization members have no voting rights but have the right to attend meetings and voice opinions and concerns. They will receive the right to take the certification exam, as well as access to webinars, conferences, meetings, and more.

Only current organization members can apply and interview for various committee memberships.

Article 4 - Membership Meetings

The LMO, with actions initiated by the governing Board of Directors, shall ensure that membership meetings are advertised, coordinated and conducted on behalf of the members.

4.1 Regular Meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the Membership Committee Chairperson.

4.2 Annual Meetings

An annual meeting of the members shall take place in or around the month of April. The specific date, time and location (or remote) of which will be designated and advertised at least 30 days in advance by the Membership Committee Chairperson. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the organization, and determine the direction of the organization for the coming year.

Article 5 - Board of Directors

5.1 Board Constitution

The affairs of the LMO shall be managed by the Board of Directors, herein designated as the Board. Under its authority, the Board may authorize, subject to the specific conditions of this Constitution and Bylaws, the business and LML development efforts to be undertaken by the LMO. Each Board of Director member shall be granted voting rights and given one vote per office.

5.2 Board of Directors

The following LMO Board of Directors members shall also be known as the Officers of the LMO and are designated as follows:

President: Term 1 year, 1 term limit

President-Elect: Term 1 year, 1 term limit, automatic succession to President

Secretary: Term 1 year, 1 year term limit, automatic succession to President-Elect

Treasurer: Term 2 years, 2 term limit

Board Director Even: Term 2 year (elected every two years on an even year)

Board Director Odd: Term 2 years (elected every two years on an odd year)

Succession: The Secretary shall become the President-Elect the next year after completing their term, and President the following year, hence it is a three-year commitment.

The makeup of the Board may be adjusted by a 2/3 majority vote of the membership actively voting.

Once a Director completes their term of office, they become members at large of the LMO.

Article 6 - LMO Officer Roles and Responsibilities

Officer positions are volunteer only and no remuneration is expected or should be offered.

6.1 President

The President shall have general supervision of the LMO. The President shall preside at meetings and events of the Board.

The President shall preside at all meetings of the membership. The President shall have the following duties:

1. He/She shall preside at all meetings of the Executive Committee (President, Treasurer, and Secretary).
2. He/She shall have general and active management of the business of this Steering Committee.
3. He/She shall see that all orders and resolutions of the Steering Committee are brought to the Steering Committee.
4. He/She shall have general superintendence and direction of all other officers of this organization and see that their duties are properly performed.
5. He/She shall submit a report of the operations of the program for the fiscal year to the Steering Committee and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
6. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

6.2 Treasurer

The Treasurer shall be responsible for the financial affairs of the organization. The Treasurer shall receive all funds paid to the organization and shall approve payment of all bills incurred by the organization, as approved by the Board. The Treasurer shall make an annual report on the financial affairs of the organization.

The Treasures duties shall be:

1. He/She shall submit to the Board for the approval of all expenditures of funds raised by the organization, proposed capital expenditures (equipment and furniture), by the staff of the agency.
2. He/She shall present a complete and accurate report at each meeting of the members, or at any other time upon request to the Board.

3. He/She shall have the right of inspection of the funds resting with the organization including budgets and subsequent audit reports.
4. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
5. He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

6.3 Secretary

The Secretary shall prepare minutes and action from all meetings of the Board and maintain all permanent records. The Secretary shall prepare formal communication between the Board and any other formal communication as required.

The Secretary shall attend meetings of the Board and of the Executive Committee, and meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

1. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
2. He/she shall send notices of all meetings to the members of the Board and shall make reservations for the meetings.
3. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.
4. He/She shall be responsible for tracking member's dues.

Article 7 - Election of Officers

At the board meeting prior to the annual LMO meeting, the names of those persons desiring to be considered (candidates) for the respective offices shall be put forth. The Board shall ensure prompt and early announcement of the open positions, candidates' names/background/interest and specifics on the voting process. The election shall be held at the annual meeting of the Board of Directors.

Article 8 - Committees

The following standing committees were recommended to be formed at the beginning of the LMO creation. However, the organization is not limited to this set of committees nor are all these committees required. Additional committees, such as a Publications Committee, can be added by the board as required. and any of the standing committees can be dissolved or reconstituted as needed. The following standing committees are defined in the subsequent sections:

- Programs Committee
- Communications Committee
- Steering Committee
- Membership Committee

The Board of Directors can vote on the membership of these committees, as can the members of the committees themselves. The Board of Directors is responsible for resolving any membership issues.

8.1 Programs Committee Chairperson

The Programs Committee Chairperson shall manage program activities, including conferences, webinars, and other program activities of special, technical, and social nature not specifically assigned to other committees. The Programs Committee Chairperson shall coordinate with the Communications Committee Chairperson to perform the role.

8.2 Communications Committee Chairperson

The Communications Committee Chairperson shall manage and maintain all communication tools, to include email reflectors, Contact Relationship Management system, as well as handle the LML website, social media sites, and other miscellaneous communication as required. The Communications Chair shall send out newsletters and event reminders, as necessary.

8.3 Steering Committee Chairperson

The Steering Committee Chairperson shall manage and maintain the Lifecycle Modeling Language specification and certification process. The Steering Committee Chairperson will develop publications and scientific research on the Lifecycle Modeling Language and various fields relating to the lifecycle including, but not limited to model-based systems engineering, program management, and digital engineering.

8.4 Membership Committee Chairperson

The main goal of this committee is to increase membership. The Membership Committee Chairperson shall be responsible for organizing member meetings, planning social activities to facilitate community engagement in the LMO, and developing and managing local chapters. This chairperson will work in conjunction with the Communications Committee Chairperson to notify members of renewing annual membership and paying member dues.

Article 9 - Conflict of Interest and Compensation

9.1 Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's Lifecycle Modeling Organization (LMO) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

9.2 Definitions

Interested Person. Any director, executive officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which LMO has a transaction or arrangement
- b. A compensation arrangement with LMO or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

9.3 Procedures

All Board of Director and Committee Chair personnel will have the following procedures/process that must be followed as applicable:

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members will decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the board will determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the LMO's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it will make its decision as to whether to enter the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.4 Records of Proceedings

- a. The minutes of the board and all committees with board delegated powers shall contain:
The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.5 Compensation

- a. A voting member of the board who receives compensation, directly or indirectly, from LMO for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from LMO either individually or collectively, is prohibited from providing information to any committee regarding compensation.

9.6 Annual Statements

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The Secretary will oversee the completion of the annual statements.

9.7 Periodic Reviews

To ensure LMO operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

The Secretary will oversee the completion of the periodic reviews.

9.8 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 10 - Indemnification

10.1 General

To the full extent authorized under the laws of the Commonwealth of Virginia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

10.2 Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

10.3 Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such,

whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article 11 - Books and Records

11.1 Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. The use of a cloud-based information storage/retrieval service (i.e., Google, Amazon) for LMO records and transaction tracking is recommended.

Article 12 - Amendments

12.1 Articles of Incorporation

The Board of Directors may amend the Articles of Incorporation at any regular or special meeting. An email notice of the proposed amendment or summary of the changes to be affected shall be delivered to each director three days before such a meeting. All amendments of the Articles shall require the affirmative vote of a (67%) vote of directors then in office.

12.2 Bylaws

The Board of Directors may amend these Bylaws by (60%) vote at any regular or special meeting. An email notice of the proposed amendment or summary of the changes to be affected shall be delivered to each director three days before such a meeting.

Adoption of Bylaws

ADOPTED AND APPROVED by the Board of Directors on this 17 day of April, 2025.

Randal Allen

President – Lifecycle Modeling Organization



Steven H. Dam

ATTEST: Secretary – Lifecycle Modeling Organization