Model Forum Bylaws

Bylaws of the

Institute for Operations Research and the Management Sciences

_____ Forum

BYLAW I – NAME

This organization shall be named the _____ Forum, hereinafter the Forum, of the Institute for Operations Research and the Management Sciences, hereinafter the Institute.

BYLAW II – PURPOSES

The purposes of this Forum shall be: [In stating the purposes of this Forum the emphasis should be on specific objectives or activities as opposed to broad generalities. Some suggested examples are:]

1. Encourage the exchange of information among practitioners and users with common interest in _____.

2. Encourage more interest by practitioners and students with common interest in _____.

3. Publicize the successes of _____ in the fields of Operations Research, Management Science, and Analytics.

4. Advise the Institute Board on issues facing _____ in the profession and keep the Board apprised of developments in this area.

[Note: Where the potential for common interests with other fora exists (e.g., minorities and women), some attempt should be made to differentiate between the purposes of the two fora.]

BYLAW III – MEMBERSHIP

Any member of the Institute may become a Forum Member by paying the Forum dues. Non-members of the Institute may become Forum members by paying the increased fee for non-members of the Institute. The increased fee will be at least $10 or 50% more than the Forum dues for Institute members, whichever increment is greater. Forum membership and participation

shall be free from discrimination on any basis. All Forum members shall have equal rights, duties, and privileges, with the following exceptions:

Non-members of the Institute may not vote in elections for Forum officers or Board members; and non-members of the Institute may not serve in the position of Forum officer or Board member. (See Article VI.)

Every Forum member shall have the privilege of nominating a Forum member for the positions of Forum officer or Board member. With respect to amendments to the bylaws of the Forum, each individual member who is also a member of the Institute will have one vote and will be entitled to vote solely by mail ballot, defined as written or electronic transmission. Membership and participation shall be free from discrimination on any protected basis.

BYLAW IV – OFFICERS

1. The officers of the Forum shall be a President, Vice President, Secretary, and a Treasurer. Officers must be members of the Institute.

2. The President shall be the chief administrative officer of the Forum and shall be responsible for the development and execution of the Forum's program. He/she shall (a) call and organize meetings of the Forum, (b) propose ad hoc committees as required, (c) appoint chairs and members of standing committees, (d) manage the affairs of the Forum between meetings, and (e) preside at Forum Board meetings and Forum membership meetings.

3. The Vice President shall be the principal assistant administrative officer of the Forum and shall act as President in the absence of the President. He/she shall have such other duties as the President or the Board shall assign to him/her and normally will chair a planning committee to develop the Forum's program and required budget for the coming year and conduct the annual election of officers and Board members for the Forum. He/she shall become the President of the Forum for the year after his/her term of office as Vice President.

4. The Secretary/ shall conduct the correspondence of the Forum, keep the minutes and records of the Forum, maintain contact with the Institute, receive reports of activities from those Forum Committees that may be established, make arrangements for the regular meetings of the Board and the membership meetings of the Forum.

5. The Treasurer shall be responsible for the administration and disbursement of the Forum funds as directed by the Forum Board, prepare and distribute reports of the financial condition of the Forum, help prepare the annual budget of the Forum for submission to the Institute, make arrangements for the orderly transfer of all the Forum's records to the Treasurer succeeding him/her, and perform other duties usual to the office of an organization's Treasurer.

6. Any Forum member accepting nomination for elective office in the Forum is understood to have agreed to perform the duties of that office if elected, and in particular to have agreed to attend the annual regular Forum meetings during his/her tenure, except as his/her attendance is prevented by unusual circumstances. If a Forum elected official must miss a meeting or be temporarily unable to carry out his/her responsibilities, he/she shall advise the Board and shall make other arrangements for the discharge of his/her responsibilities. If a Forum elected official should fail during his/her tenure to attend regular Forum meetings and to carry out the responsibilities of the office, he/she can be removed from office upon the initiative of two-thirds vote of the Section Board.

BYLAW V – BOARD

1. The Board shall be the governing body of the Forum and shall guide the officers in the administration of the Forum's business. The Board shall consist of the elected officers indicated in Article IV, the most recent Past President, and approximately six Board Members representing to the extent practicable the varied interests of the Forum members.

2. The Board may supplement its membership with up to six non-voting members. The purpose of this provision is to allow representation on the Board of individuals engaged in important Forum activities such as editors of newsletters, associate editors of the Institute journals, representatives from allied societies, and representatives from the Institute newsletter.

3. Forum Board meetings shall be held at least once each year, normally during the annual meeting of the Institute. Their purpose is to develop and implement service programs and to provide policy guidance for the Forum officers. Special meetings can be called by the Secretary at the request of the President or a majority of Board members. Special meetings will be held within forty days of the receipt of the request and Board members will be notified by the Secretary of the date and place of the meeting at least two weeks prior to the meeting. If convenient, Board meetings may be held via conference call. All Forum Board meetings shall be open to Forum members.

4. A quorum shall require the presence of at least six (6) members of the Board, including at least two (2) of the officers. The Board may act by majority vote of the members present at a meeting at which a quorum is present or (b) without a meeting if each director signs a consent in the form of a record (including a facsimile transmission or electronic mail) describing the action to be taken and delivers it to the Secretary or another member of the Board. Action taken without a meeting shall be the act of the Board when one or more consents signed by all the directors are delivered to the Secretary.

5. Board vacancies that occur between elections shall be filled as follows: a vacancy in the office of President shall be filled by the Vice President and upon the completion of this term he/she shall continue as President so as to complete the term for which he/she was elected; a vacancy in the office of Secretary or Treasurer shall be filled on an acting basis

by a majority vote of the Board; other vacancies shall remain vacant until the next Forum election.

BYLAW VI – ELECTION AND TENURE OF FORUM OFFICIALS

1. Every other year, the Forum shall elect: (i) a Vice President to serve a two-year term, (ii) three Board Members to serve two-year terms (assuming a six member Board), and (iii) other officials as may be required by vacancies that have occurred since the previous election. In "off" years, the Forum shall elect: (i) a Secretary and a Treasurer to serve a two-year term and (ii) three Board Members to serve two-year terms (assuming a six-member Board).

2. The Vice President shall succeed to the President position at the completion of his/her term. After serving as President for a two-year term, the President shall succeed to the Past-President position for a final two-year term.

3. No officer or Board Member, other than the Secretary or Treasurer, who has served a full term shall be eligible for immediate election to the same office. The Secretary and Treasurer may be re-nominated to the same office once following his or her first election to that office.

4. Prior to the annual business meeting, typically held in conjunction with the Institute Annual Meeting, the President shall appoint a Nominating Committee. The Nominating Committee, composed of a chair and at least two additional Forum members, shall prepare a slate consisting of at least two nominees for office of Vice President and at least one nominee for all other positions. The preparation of this slate shall include a call to the Forum membership requesting nomination. The Nominating Committee will submit its nominations to the Vice President who will report these nominations to the Section membership at that time. If there is a Forum meeting after the Nominating Committee makes its selections and before the voting takes place, then additional nominations may be solicited from the membership at the Forum meeting.

5. Nominees for the positions of elected officers must be Forum members and Institute members. Nominees for Board members must be Forum members and Institute members.

6. Within two weeks after the slate of nominees has been determined and at least one month prior to January 1st of the following year, which is the date of the transition, the Forum members who are Institute members shall be given the opportunity to vote. Nominees for office shall be listed alphabetically on the ballot (and so noted) with no indication as to those nominated by the Nominating Committee and those nominated subsequently. The Secretary is responsible for distributing to the membership ballot forms by electronic mail, web-based, or written form. Members must have at least two weeks to submit their votes from the time that the ballots were sent to the membership. The Vice President does not vote. The Vice President shall be responsible for determining the winners of the election and forwarding that information to the nominees at least one week before January 1st.

7. The winning candidate for each position shall be the candidate receiving the largest number of votes. Ties shall be resolved by lot.

BYLAW VII – SECTION COMMITTEES

Any Board member may appoint ad hoc committees to assist in carrying out his or her duties, provided that the term of said committee falls within the Board member's own term of office, and provided said committee does not infringe unduly upon the authority of a standing committee or an officer. The duties of ad hoc committees shall be specified by the people creating the committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve Board members of any responsibility imposed upon him or her by law. Committees that are composed of members who are not Board members are advisory in nature only and are not considered a committee of the Board and may not exercise any of the powers of the Board. In all cases, the terms of the chairs and the committee memberships shall cease upon completion of the term of the President who appointed them.

BYLAW VIII – RESPONSIBILITIES TO THE INSTITUTE

1. All subdivision activities must be consistent with the provisions of the Institute Constitution and Bylaws and with the dignity of a professional association and the nonprofit status of the Institute. A subdivision may be disbanded (a) on grounds of professional or financial irresponsibility, (b) if it becomes inactive, or (c) if its membership falls below the minimum number required, according to these Bylaws. A subdivision's assets ultimately belong to the Institute and shall revert to the Institute in the event that the subdivision is disbanded or otherwise ceases to be a subdivision of the Institute.

2. The Forum shall not maintain any bank account separate from accounts owned by INFORMS.

3. The Forum shall file an activity report annually with the Institute Business Office describing section activities during the past January 1 through December 31. It shall be filed no later than January 31. The Forum shall notify the Vice President of the Institute overseeing the Forum the results of the Forum's elections immediately following the elections. The Forum shall also provide information or file reports throughout the year as reasonably requested by the Board or officers of the Institute.

4. Neither the Institute nor the Institute Board of Directors, by granting a charter to the Forum, assumes any liability or responsibility for any obligations of any kind incurred by the section unless prior written approval is obtained. The Institute Board alone has the authority to commit the Institute or any of its subdivisions to a contract. Review and approval of contracts are delegated to the Executive Director.

BYLAW IX – AMENDMENTS

1. Proposed amendments to these bylaws that are consistent with those of the Institute, may be initiated either by action of the Forum Board or by a petition to the President signed by 10% of the membership or 15 members of the Forum, whichever is larger. The Secretary shall distribute copies of the proposed change to all members of the Forum by electronic mail or written form not less than three weeks before the annual membership meeting. An open discussion of the proposed amendment to the bylaws shall be carried out at the following membership meeting of the Forum.

2. Not more than two months after the discussion of the proposed amendment, the Secretary shall distribute to all members copies of the proposed amendment along with mail ballot, defined as written or electronic transmission. No ballot shall be counted unless marked by a Forum member to indicate his/her choice, returned to the official tellers bearing the voter's name, and received by the tellers no later than a date to be specified upon the ballot form – a date not earlier than two weeks from the date of distributing the ballot forms to the Forum membership.

3. The adoption of the proposed amendment shall require an affirmative vote by at least two-thirds of the members voting, as tallied by tellers appointed by the President. The tellers shall report the tally to the President within one week of the date specified for receipt of the ballots. The result of the balloting shall be announced to the membership by the Secretary.

4. If approved by the Forum membership, the proposed amendment to the Bylaws shall become effective upon approval by the Institute.

BYLAW X – MEETINGS

1. Each Forum shall hold at least one (1) business meeting and at least one (1) professional meeting each year. All meetings are to be open to the entire membership of the Forum. If a Forum chooses, some or all of its meetings may be opened to other interested people as well. Members will not vote at meetings. All voting by members will be by mail ballot as provided elsewhere in these Bylaws.

2. The Board or its designated committees shall schedule the meetings of the Forum. Business meetings and Board meetings shall be scheduled by the Board in accordance with the Bylaws and procedures specified by the Board. The members of the Forum may call a special meeting of the membership upon signed petition to the Secretary of at least 25% of the members eligible to vote.

3. Robert's Rules of Order shall guide all Board and Forum membership meetings except in those cases where they are inconsistent with these Bylaws.

(Last updated April 2018)