Model Section/Society/Forum/Chapter Bylaws

Bylaws of the

Institute for Operations Research and the Management Sciences

Section/Society/Forum/Chapter

BYLAW I – NAME

This organization shall be named the [Society/Section/Forum/Chapter], hereinafter the [Society/Section/Forum/Chapter], of the Institute for Operations Research and the Management Sciences, hereinafter INFORMS.

BYLAW II – PURPOSES

The purposes of the [Society/Section/Forum/Chapter] shall be:

1. Advance the science and practice of the ORMS/Analytics in the area.
2. Promote the development and application of ORMS/Analytics methods, techniques, and tools to the solution of problems in the area.
3. Encourage the exchange of information among researchers, practitioners, and users in the area.
4. Encourage more interest by researchers, practitioners, and students in the area.
5. Promote the maintenance of high professional standards in the application of ORMS/Analytics methods to the area.

BYLAW III – MEMBERSHIP

Any member of INFORMS may become a [Society/Section/Forum/Chapter] member by paying the [Society/Section/Forum/Chapter] dues. Individuals who are not members of INFORMS may become [Society/Section/Forum/Chapter] members by paying a [Society/Section/Forum/Chapter] membership fee slightly higher than that paid by members of INFORMS. The increased fee will be at least $10 or 50% more than the [Society/Section/Forum/Chapter] dues for INFORMS members, whichever increment is greater. [Society/Section/Forum/Chapter] membership and participation shall be free from discrimination on any basis, with equal rights, duties and privileges, with the following exception:

Only [Society/Section/Forum/Chapter] members who are also members of INFORMS may vote in [Society/Section/Forum/Chapter] elections, serve as officers, or serve as voting Board members.

Every [Society/Section/Forum/Chapter] member shall have the privilege of nominating a [Society/Section/Forum/Chapter] member for the elected positions of the [Society/Section/Forum/Chapter].

All members of the [Society/Section/Forum/Chapter] must agree to the INFORMS Code of Conduct: The INFORMS Code of Conduct applies to all INFORMS activities, including committee and subdivision meetings and calls, virtual conferences, in-person conferences, webinars, sessions, tours, receptions, and any other events. [Society/Section/Forum/Chapter] will require each participant in any [Society/Section/Forum/Chapter] activity to agree to abide by, and be subject to, the INFORMS Code of Conduct.

In accordance with INFORMS' proclamation to seek diversity, persistent efforts shall be made to create and maintain a diverse [Society/Section/Forum/Chapter] (including all committees and activities). In doing so, the environment shall be welcoming such that all members are treated with respect and dignity.

BYLAW IV – OFFICERS

The following officers compose the Executive Board of the [Society/Section/Forum/Chapter]. All Board members must be members of INFORMS and of the [Society/Section/Forum/Chapter]. The officer duties include:

1. The President shall be the chief administrative officer of the [Society/Section/Forum/Chapter] and shall be responsible for the development and execution of the [Society/Section/Forum/Chapter]'s program. They shall: (a) call and organize meetings of the [Society/Section/Forum/Chapter]; (b) propose ad hoc committees as required; (c) appoint chairs and members of standing committees; (d) manage the affairs of the [Society/Section/Forum/Chapter] between meetings; and (e) preside at [Society/Section/Forum/Chapter] Board meetings and [Society/Section/Forum/Chapter] membership meetings.

2. The Vice President/President-Elect shall be the principal assistant administrative officer of the [Society/Section/Forum/Chapter] and shall act as President in the absence of the President. They shall have such other duties as the President or the Board shall assign to them. Other duties to the VP position may include: chair a planning committee to develop the [Society/Section/Forum/Chapter]'s program and required budget for the coming year, and conduct the annual election of officers and Board members for the [Society/Section/Forum/Chapter]. They shall become the President of the [Society/Section/Forum/Chapter] after their term of office as Vice President.

3. The Secretary shall conduct the correspondence of the [Society/Section/Forum/Chapter], keep the minutes and records of the [Society/Section/Forum/Chapter], maintain contact with INFORMS, receive reports of activities from those [Society/Section/Forum/Chapter] Committees that may be established, make arrangements for the regular meetings of the Board and the membership meetings of the [Society/Section/Forum/Chapter], and make

arrangements for the orderly transfer of all [Society/Section/Forum/Chapter] records to the secretary succeeding them.

4. The Treasurer shall be responsible for the administration and disbursement of the [Society/Section/Forum/Chapter] funds as directed by the [Society/Section/Forum/Chapter] Board, prepare and distribute reports of the financial condition of the [Society/Section/Forum/Chapter], help prepare the annual budget of the [Society/Section/Forum/Chapter] for submission to INFORMS, make arrangements for the orderly transfer of all the [Society/Section/Forum/Chapter]'s records to the Treasurer succeeding them, and perform other duties usual to the office of an organization's Treasurer. The Secretary and Treasurer positions may be combined.

5. The DEIJ (Diversity, Equity, Inclusion, Justice) Officer promotes the work and voice of historically marginalized groups, enhances cultural competence of the [Society/Section/Forum/Chapter], and ensures equity, justice, and access to [Society/Section/Forum/Chapter] opportunities. Specifically, this officer focuses on: (a) Working to diversify the candidate base for committee and officer positions, as well as nominees for [Society/Section/Forum/Chapter] awards; (b) Helping to lead the [Society/Section/Forum/Chapter] in developing a more diverse membership; (c) Implementing actions that create a more inclusive [Society/Section/Forum/Chapter] through impartiality and fairness; (d) Highlighting diversity in the events organized by the [Society/Section/Forum/Chapter] (e.g., encouraging diversity in conference speakers/panelists); and (e) Communicating with the INFORMS DEI Committee and DEIJ officers in other INFORMS subdivisions. If there is no DEIJ Officer, these responsibilities fall on the Vice President or a non-voting member appointed by the Board as the DEIJ point person.

Any [Society/Section/Forum/Chapter] member accepting nomination for elective office in the [Society/Section/Forum/Chapter] 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 [Society/Section/Forum/Chapter] meetings during their tenure, except as their attendance is prevented by unusual circumstances. If a [Society/Section/Forum/Chapter] elected officer must miss a meeting or be temporarily unable to carry out their responsibilities, they shall advise the Board and shall make other arrangements for the discharge of their responsibilities. If a [Society/Section/Forum/Chapter] elected officer should fail during their tenure to attend regular [Society/Section/Forum/Chapter] meetings and to carry out the responsibilities of the office, they can be removed from office upon the initiative of a two-thirds vote of the [Society/Section/Forum/Chapter] Board.

All Officers must agree to the INFORMS Conflict of Interest Policy: A "conflict of interest" is defined as any situation in which a person who influences decision making for INFORMS has an incentive to recommend or make decisions that are not in the best interest of INFORMS or the community served by INFORMS. The existence of an incentive is sufficient to establish a conflict of interest, even if no undue influence has been exerted. Conflicts of interest should be avoided, if possible, by the person with a conflict of interest being replaced by another person without a conflict of interest. If a conflict of interest cannot be avoided it must be disclosed, by

the person having the conflict of interest to persons with the authority to either eliminate the conflict or to ensure that it is made known widely to the affected community. For example, staff members including the executive director and board members including the president should disclose conflicts of interest to the executive committee. Members of other committees such as award committees or nomination committees should disclose conflicts of interest to their fellow committee members, as well as persons who appointed the committee or who oversee the committee, if any.

BYLAW V – BOARD

1. The Board shall be the governing body of the [Society/Section/Forum/Chapter] and shall guide the officers in the administration of the [Society/Section/Forum/Chapter]'s business. The Board shall consist of the elected officers indicated in Bylaw IV, the most recent Past President, and (up to) six elected voting Board Members representing to the extent practicable the varied interests of the [Society/Section/Forum/Chapter] 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 [Society/Section/Forum/Chapter] activities such as editors of newsletters, associate editors of INFORMS journals, editors of [Society/Section/Forum/Chapter] journals, Subdivision Council representatives, representatives from allied societies, and representatives from INFORMS. In the absence of a DEIJ officer, the Board may also appoint a non-voting member as a DEIJ point person.

3. (Societies:) The Board must appoint a Subdivisions Council Representative. (Sections, Forums, and Chapters:) The Board must be aware of their Subdivisions Council Representative(s). Subdivision Council representatives actively promote development, attend meetings, engage in discussions, and read council communications to address subdivision needs and facilitate policy changes. The Board will use their representative(s) as their liaison between their subdivision and the council.

4. [Society/Section/Forum/Chapter] Board meetings shall be held at least once each year. Their purpose is to develop and implement service programs and to provide policy guidance for the [Society/Section/Forum/Chapter] 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. [Society/Section/Forum/Chapter] Board meetings shall be open to all [Society/Section/Forum/Chapter] members.

5. A quorum shall require the presence of more than half of the voting 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 without a meeting if each Board member signs a consent in the form of a record (including an email) 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 Board members are delivered to the Secretary.

6. Board vacancies that occur between elections shall be filled as follows:
    - In the case of vacancy in the office of President: The Vice President becomes President and may serve out the term of the departing president followed by the full term for with the Vice President was originally elected. The Secretary assumes responsibilities as Acting Vice President and Secretary until the next regularly scheduled election, at which point a Vice President should be elected. The Acting Vice President may stand for election as Vice President.
    - In the case of vacancy in the office of Vice President: The Secretary assumes responsibilities as Acting Vice President and Secretary until the next regularly scheduled election, at which point a Vice President should be elected. The Acting Vice President may stand for election as Vice President.
    - In the case of a vacancy in the offices of Secretary, Treasurer, or DEIJ Officer: The Board appoints an acting officer by majority vote. That acting officer may serve out the term of the departing officer and may stand for election to that position at the next regularly scheduled election.
    - Vacancies in the offices of a voting Board member will remain open until the next regularly scheduled election, at which time the election should include candidate(s) to complete the term of the vacant position.

BYLAW VI – ELECTION AND TENURE OF OFFICERS

1. Every other year, the [Society/Section/Forum/Chapter] shall elect: (i) a Vice President to serve a two-year term; (ii) three Board Members to serve two-year terms (assuming six additional voting members on the Board); and (iii) other officers as may be required by vacancies that have occurred since the previous election. In "off" years, the [Society/Section/Forum/Chapter] shall elect: (i) a Secretary, a Treasurer, and a DEIJ Officer to serve a two-year term; (ii) three Board Members to serve two-year terms (assuming six additional voting members on the Board); and (iii) other officers as may be required by vacancies that have occurred since the previous election.

2. The Vice President shall succeed to the President position at the completion of their 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, Treasurer, or DEIJ Officer, 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 their first election to that office.

4. Prior to the annual business meeting, the President shall appoint a Nominating Committee, composed of a chair and at least two additional [Society/Section/Forum/Chapter] members. The Nominating Committee shall prepare a slate of candidates for each office open for election. At least two nominees are

encouraged. For positions with only one nominee, the ballot will include a write in option. Should a write in candidate garner the majority of votes, they must meet the eligibility requirements for office. The preparation of this slate shall include a call to the [Society/Section/Forum/Chapter] membership requesting nominations. The Nominating Committee will submit its nominations to the Vice President who will report these nominations to the [Society/Section/Forum/Chapter] membership at or before the annual business meeting.

5. Within two weeks after the slate of nominees has been determined and at least one month prior to January 1st of the following year, the [Society/Section/Forum/Chapter] members who are INFORMS members shall be given the opportunity to vote. Nominees for each office shall be listed alphabetically on the ballot (and so noted). 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 cannot 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.

6. The winning candidate for each position shall be the candidate receiving the largest number of votes. Ties related to elections shall be resolved by lot. The candidate to whom the lot shall fall shall be declared the winner.

7. All elected officers begin their terms on January 1st immediately following their election.

BYLAW VII – COMMITTEES

Any Board member may appoint ad hoc committees to assist in carrying out their 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 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 responsibilities to INFORMS imposed upon them by law. Each committee should have a statement that defines how it incorporates DEIJ principles within its membership and activities. 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 chair(s) and the committee memberships shall cease upon completion of the term of the Board member who appointed them.

BYLAW VIII – RESPONSIBILITIES TO INFORMS

1. All [Society/Section/Forum/Chapter] activities must be consistent with the provisions of the INFORMS Constitution, Bylaws and P&P, and with the dignity of a professional association and the nonprofit status of INFORMS. A subdivision may be disbanded: (a) on grounds of professional or financial irresponsibility; (b) if it becomes inactive; (c) if

its membership falls below the minimum number required, according to INFORMS P&P; or (d) if it fails to comply with the provision of the INFORMS Constitution, Bylaws, and P&P, including but not limited to failing to provide required reports or failing to revise Bylaws in accordance with Section IX(6). A subdivision's assets ultimately belong to INFORMS and shall revert to INFORMS in the event that the subdivision is disbanded or otherwise ceases to be a subdivision of INFORMS.

2. The [Society/Section/Forum/Chapter] shall not maintain any bank account separate from accounts owned by INFORMS.

3. The [Society/Section/Forum/Chapter] shall file an activity report annually with the INFORMS Business Office describing [Society/Section/Forum/Chapter] activities during the past January 1 through December 31. It shall be filed no later than January 31.

4. The [Society/Section/Forum/Chapter] shall notify INFORMS on the results of the elections immediately following the elections.

5. The [Society/Section/Forum/Chapter] shall also provide information or file reports throughout the year as reasonably requested by the INFORMS Board of Directors or officers of INFORMS.

6. The [Society/Section/Forum/Chapter] shall follow all INFORMS P&P when publishing journals and when entering into related agreements with other institutions. The [Society/Section/Forum/Chapter] may sponsor or co-sponsor journal activities with other institutions having related missions upon requesting and receiving written approval from the INFORMS Vice Presidents specified in INFORMS P&P. Subdivision officers are responsible for tracking and maintaining these journal-related agreements throughout each year, and for renewing approval of these agreements with the INFORMS Vice President(s) on a yearly basis if there is interest in maintaining or revising any current relationship. The INFORMS Board alone has the authority to commit INFORMS or any of its subdivisions to a contract. Review and approval of contracts are delegated to the Executive Director.

7. The [Society/Section/Forum/Chapter] shall follow all INFORMS P&P when sponsoring or co-sponsoring conferences or meetings with other institutions having related missions upon requesting and receiving written approval from the INFORMS Vice Presidents specified in INFORMS P&P. Subdivision officers are responsible for tracking and maintaining these meeting-related agreements throughout each year, and for renewing approval of these agreements with the INFORMS Vice President(s) on a yearly basis if there is interest in maintaining or revising any current relationship. The INFORMS Board alone has the authority to commit INFORMS or any of its subdivisions to a contract. Review and approval of contracts are delegated to the Executive Director.

8. Neither INFORMS nor the INFORMS Board of Directors, by granting a charter to the [Society/Section/Forum/Chapter], assumes any liability or responsibility for any obligations of any kind incurred by the [Society/Section/Forum/Chapter] unless prior

written approval is obtained. The INFORMS Board alone has the authority to commit INFORMS or any of its subdivisions to a contract. Review and approval of contracts are delegated to the Executive Director.

BYLAW IX – APPROVAL OF BYLAWS AND AMENDMENTS

1. Proposed amendments to these bylaws that are consistent with those of INFORMS, may be initiated either by action of the [Society/Section/Forum/Chapter] Board or by a petition to the President signed by 10% of the membership or 15 members of the [Society/Section/Forum/Chapter], whichever is larger. The Secretary shall distribute copies of the proposed change to all members of the [Society/Section/Forum/Chapter] by email 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 [Society/Section/Forum/Chapter].

2. Following the open discussion with the membership, the Secretary shall send the proposed bylaw changes to INFORMS for review in accordance with INFORMS P&P. [Society/Section/Forum/Chapter] will have to resubmit the proposed bylaws for approval after addressing the concerns that resulted in the denial of approval. 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 [Society/Section/Forum/Chapter] member to indicate their 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 [Society/Section/Forum/Chapter] 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 [Society/Section/Forum/Chapter] membership, the proposed amendment to the Bylaws shall become effective upon approval by INFORMS.
5. These Bylaws shall not become effective until approved by INFORMS.
6. These Bylaws must at all times be consistent with the Constitution, Bylaws, and Policies and Procedures (P&P) of INFORMS. Should the Bylaws of [Society/Section/Forum/Chapter] be changed in such a manner as to render these Bylaws inconsistent therewith, then these Bylaws shall be amended within six (6) months of written notification of amendment of the INFORMS Constitution, Bylaws, and Policies and Procedures (P&P), to eliminate said inconsistency.

BYLAW X – MEETINGS

1. Each [Society/Section/Forum/Chapter] 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 [Society/Section/Forum/Chapter]. If a [Society/Section/Forum/Chapter] chooses some or all of its meetings may be opened to other interested people as well.

2. The Board or its designated committees shall schedule the meetings of the [Society/Section/Forum/Chapter]. Business meetings and Board meetings shall be scheduled by the Board in accordance with the Bylaws and procedures specified by the Board.

3. The members of the [Society/Section/Forum/Chapter] may call a special meeting of the membership upon signed petition to the Secretary of at least 25% of the [Society/Section/Forum/Chapter] membership.

4. Robert's Rules of Order shall guide all Board and [Society/Section/Forum/Chapter] membership meetings except in those cases where they are inconsistent with these Bylaws.

(Last updated March 7, 2024)