



Model Chapter Bylaws

Bylaws for the _____ Chapter

of the

Institute for Operations Research and the Management Sciences

BYLAW I – NAME

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

BYLAW II – PURPOSE

1. Encourage interest in the field of operations research (OR) and the management sciences (MS).
2. Provide a means of communication among people having interest in OR/MS.
3. Provide an informal means of exchange about OR/MS educational programs and opportunities.
4. Provide an informal means of sharing information about the methods and techniques of OR/MS.
5. Present a forum of speakers who address OR/MS topics.

BYLAW III – MEMBERSHIP

1. Any member of the Institute may become a Chapter member by paying the Chapter dues. Non-members of the Institute may become Chapter 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 Chapter dues for Institute members, whichever increment is greater. Chapter membership and participation shall be free from discrimination on any basis. All Chapter members shall have equal rights, duties, and privileges, with the following exceptions:

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

Every Chapter member shall have the privilege of nominating a Chapter member for the positions of Chapter officer or Board member. With respect to amendments to the bylaws of the Chapter, 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.

2. The Chapter will have at least twenty-five (25) members.

BYLAW IV – OFFICERS

The following Chapter officers comprise the Executive Board of the Chapter. All Board members must be members of the Institute and of the Chapter. Officer duties are:

- **President:** shall be the chief administrative officer of the Chapter and shall be responsible for the development and execution of the Chapter’s program. Presides at meetings, represents the Chapter in external affairs, and provides direction to the activities of the Chapter and its officers.
- **Past President:** provides continuity of leadership for officers by acting as a guide and historical resource for Chapter decisions. The past president shall chair the nominating committee for the next year’s officers.
- **Vice President/President-Elect:** assumes the duties of the absent president and administers Chapter activities and conducts the annual election of officers.
- **Secretary:** administers correspondence and amendments to the bylaws (Bylaw VIII), announces meetings, and maintains contact with the Institute, files an annual report to the Institute that describes Chapter activities.
- **Treasurer:** is responsible for conducting the Chapter’s financial matters in a fiscally sound manner that includes the monitoring of receipts and approval of all expenditures. The Treasurer receives all financial reports from the Institute and provides financial reports to the Institute as the Institute may require. The Treasurer also conveys financial information to the chapter membership.

The officers collectively decide appointments to special positions, e.g., Program Committee, Newsletter Editor, Webmaster, Business Outreach Coordinator, and Historian.

BYLAW V – ELECTION AND TENURE OF CHAPTER OFFICIALS

1. **Terms of Office.** President, Past President, Vice President/President-Elect serve one-year terms. Secretary and Treasurer serve two-year alternating terms. No officer 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.
2. **Nominations and Elections.** Prior to the end of the current officer term, as chair of Nominating Committee, the Past President shall appoint at least two additional members to the Nominating

Committee and shall prepare a slate of officers consisting of Vice President/President-Elect and Secretary or Treasurer. Only members of the Institute can be nominated. The preparation of the slate of officers shall include a call to the Chapter membership requesting nominations. A special election will be held whenever an elected position becomes prematurely vacant. Such elections will be conducted as normal. Annual elections will be for two positions: (1) Vice President/President-Elect and (2) Secretary *or* Treasurer, only. Secretary and Treasurer shall be elected in alternating years. There is no election for President, because this is an automatically promoted position, derived from Vice President/President-Elect

3. **Voting.** Each individual member will have one vote and will be entitled to vote solely by mail ballot, defined as written or electronic transmission. An individual member also has the privilege of standing for election as a Board member and of nominating members for office on the Board. Non-members of the Institute shall have no right to vote or hold the positions of Board member or officer. Ties shall be resolved by lot.
4. **Removal from Office.** Any Chapter member accepting nomination for elective office in the Chapter is understood to have agreed to perform the duties of that office if elected, and in particular to have agreed to attend Chapter meetings during his/her tenure, except as his/her attendance is prevented by unusual circumstances. If a Chapter 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 Chapter elected official should fail during his/her tenure to attend Chapter 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 Chapter Board.

BYLAW VI – MEETINGS

1. The chapter shall hold at least one (1) business meeting and at least one (1) professional meeting each year. These meetings are open to all members of the Chapter and shall be held as planned. Meeting time, place, and agenda shall be announced to the membership by the secretary in advance. Chapter members will not vote at meetings. All voting by members will be by mail ballot as provided elsewhere in these Bylaws.
2. Executive Board meetings are meetings where only the Executive Board members are invited. Executive Board meetings shall be held as planned by the President, but only upon notice to all members of the Executive Board. There shall be at least one (1) Executive Board meeting each year. A majority of the voting Board members shall constitute a quorum. The Board may act without a meeting if each Board member 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 Board members are delivered to the Secretary.

3. A quorum for business meetings shall consist of the presence of five (5) Chapter members, or 10% of the membership whichever is larger, including at least two (2) of the officers. A quorum is not needed for professional meetings where no Chapter business is conducted.
4. Robert's Rules of Order shall guide all Board and Chapter membership meetings except in those cases where they are inconsistent with the Bylaws.

BYLAW VII – 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 Chapter shall not maintain any bank account separate from accounts owned by the Institute.
3. The Chapter shall file an activity report annually with the Institute Business Office describing Chapter activities during the past January 1 through December 31. It shall be filed no later than January 31. The Chapter shall notify the Vice President of the Institute overseeing the Chapter the results of the Chapter's elections immediately following the elections. The Chapter 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 Chapter, 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 VIII – DUES

The Chapter officers collectively set dues amount with approval of the Institute

BYLAW IX – AMENDMENTS AND PROCEDURE

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

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 Chapter 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 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 Chapter membership, the proposed amendment to the Bylaws shall become effective upon approval by the Institute.