

MEMORANDUM

From: SWDSI Strategic Planning Committee
Mike Hanna, Tom Jones, Binshan Lin, and Robert Pavur

To: SWDSI members

Date: January 21, 2010

Subject: Proposed changes to SWDSI Bylaws

There has been misunderstanding, or confusion, concerning SWDSI Bylaw 4, Paragraph 2 that refers to officer vacancies. Consequently, the Strategic Planning Committee (SPC) discussed this matter, among other relevant issues. In this process, lots of good points were raised and various issues were identified which needed to be thoroughly studied to address changes to the bylaws so that the bylaws are internally consistent.

Therefore, immediately prior to the 2009 SWDSI Annual Meeting in Oklahoma City, Bonnie Daily charged the SPC to develop a comprehensive set of proposed changes to the bylaws to be presented, and voted on, at the 2010 SWDSI Business Meeting in Dallas. A draft of the proposed changes was presented at the SWDSI Officers Meeting held in November during the 2009 DSI Conference in New Orleans. These changes focus on (1) addressing the issue of vacancy for each officer position, (2) expanding the duties of officers, and (3) clearly delineating the terms of office. There are several other minor editorial revisions as well.

A motion was made, seconded, and passed to present the SPC proposal to the membership for consideration. Thus, the following proposed changes to the SWDSI Bylaws are submitted for your approval. The deleted text has ~~striketrough~~, the inserted text is red underlined. In addition, the **yellow highlighted text** draws attention to substantial new text and the **blue highlighted text** shows explanatory comments.

The proposed changes will be voted on at the SWDSI Business Meeting on March 4, 2010.

BYLAW 3 -- TERMS

~~3. Officer Terms. The officers shall assume office each year at the end of the annual general business meeting. The President Elect will automatically assume the Presidency at the expiration of his/her term. The Vice President for Programs and Meetings Elect will assume the non-elected office of Vice President for Programs and Meetings at the expiration of the term as Vice President for Programs and Meetings Elect.~~

[Comment: The deleted text was revised and moved to Bylaw 5, Section 3.]

BYLAW 4 -- EXECUTIVE COUNCIL

~~When used in these Bylaws, the term "Council" shall refer to the Executive Council.~~

1. Authority. The Executive Council will have the authority to establish budgets, goals and policies, subject to review by the Institute's Board of Directors for consistency with overall goals, policies, and legal requirements of the Decision Sciences Institute.

2. Composition. The Executive Council shall consist of all elected officers, Vice-President for Programs and Meetings, ~~Advisory Council members, and~~ the immediate Past President of the organization, and the Institute's Vice-President elected by the membership of the Southwest Region. ~~Vacancies occurring within the year will be filled by presidential appointment. Those appointed to fill vacancies shall serve for the unexpired term of the office. Filling an unexpired term will in no way prejudice an individual's opportunity to be nominated and elected to offices in his/her own right.~~

[Comment: The Advisory Council members are elected officers per Bylaw 5, Section 1. The other deleted text was rewritten as new Bylaw 5, Section 4.]

3. Meetings. The Executive Council shall meet at least once a year. Additional meetings may be called by the President or by petition of two members of the Executive Council. A quorum requires the presence of at least a majority of the Executive Council members. Unless otherwise provided in the Constitution and Bylaws, the Executive Council shall act by a majority of those voting.

4. The Executive Council may empower the President to act for the Executive Council in routine matters between meetings of the Executive Council. Actions taken by the President are subject to review by the Executive Council at its next meeting. If a vote of the Executive Council is required between meetings, the President shall distribute ballots to the Executive Council members through the mail. The ballot will be accompanied by a brief stating both sides of the question. The question will be decided by a majority vote of the Executive Council members returning their ballots within 15 days of their initial mailing, provided a majority of the Executive Council members vote.

BYLAW 5 -- OFFICERS

1. Officers. The elected officers of the organization shall be President, President-Elect, ~~Past President,~~ Vice-President for Finance, Vice-President for Member Services, Vice-President for Programs and Meetings Elect, Vice-President for Student Liaison, Secretary and Advisory Council Members (9 members). ~~The Vice President for Programs and Meetings Elect~~

will assume the non-elected office of Vice President for Programs and Meetings at the expiration of the term as Vice President for Programs and Meetings Elect. The Regional Archivist is also an officer but appointed by the President. The Past President and Vice-President for Programs and Meetings are non-elected officers; the Regional Archivist is an appointed officer.

[Comment: The deleted text concerning the VP for P&M Elect becoming VP for P&M was revised and moved to Bylaw 5, Section 2 (g) and Bylaw 5, Section 3 (g). The other deleted text was revised and left here.]

2. Duties of Officers. The specific duties of SWDSI elected officers, non-elected officers, and appointed officers are detailed in the SWDSI Officers Job Descriptions Manual. In brief, the duties of the various positions are as follows:

- (a) President. The President shall be the chief executive officer of the Southwest Region and chairperson of the Executive Council. He/She shall be responsible for planning and conducting the affairs of the organization in such a manner as to further the objectives of the Southwest Region and the policies and programs established by the Southwest Region. He/She shall have the authority to incur reasonable expenses and make normal financial commitments on behalf of the organization during his/her term of office. The President shall be responsible for, in cooperation with the Strategic Planning Committee, the strategic planning of the organization including the generation of innovative new approaches to support the SWDSI mission statement and vision statement.

The President shall preside over all meetings of the organization and shall be responsible for naming the members of the Committee on Nominations, Strategic Planning Committee, Distinguished Service Award Selection Committee, and Outstanding Educator Award Selection Committee within one month after the SWDSI annual meeting. He/She shall, subject to approval of the Executive Council, make appointments as specified in the Bylaws and such other appointments as deemed necessary for the efficient and effective execution of the affairs of the SWDSI.

The President shall serve as a member of Institute committees (such as the Regional Activities Committee) as specified in the DSI Bylaws.

- (b) Past President. The Past President shall serve as a member of the Executive Council and as chairperson of the Committee on Nominations. The Past President shall provide counsel, guidance, and assistance to the President in whatever ways requested and may have additional duties delegated to him/her by the President.
- (c) President-Elect. The President-Elect shall serve as the general assistant to the President, carrying out such duties as he/she may be assigned by the President. The President-Elect shall act as President in the event of the latter's absence or inability to serve. In the event of the incapacity of the President to serve, the President-Elect shall assume the Presidency and perform the duties of the President. The President-Elect's succession to

the office of the President shall not be affected by his/her having assumed and performed the duties of President during any portion of his/her term as President-Elect.

The President-Elect shall serve as a member of Institute committees (such as the Regional Activities Committee) as specified in the DSI Bylaws.

- (d) Vice-President for Finance. The Vice-President for Finance shall ~~also be act as~~ the Treasurer, shall receive and disburse funds, prepare the annual budget with input from other officers, publish an annual budget and financial statement, and shall be responsible to the Executive Council for an accurate and complete reporting of the financial affairs of the organization. The Vice-President for Finance is responsible for the safekeeping of funds and for sound financial operation of the organization consistent with the plans and programs of the President. He/She shall be responsible for conducting the financial affairs of the Southwest Region in accordance with the Constitution and Bylaws of both the SWDSI and the Decision Sciences Institute, as well as the Guidelines for Regional Financial Management.
- (e) Vice-President for Member Services. The Vice-President for Member Services shall assume a leadership role in generating and retaining members for the Southwest Region and the ~~National organization~~ Institute. He/She shall actively seek ways of enhancing ~~regional and national~~ benefits of membership in SWDSI and DSI. He/She shall coordinate activities with the Chair of the Institute's Member Services Committee and the Institute's Member Services Coordinator to operationalize the Campus Representative Program and other Institute's member solicitation/retention activities. He/She shall keep, update, and maintain a membership roll for the Southwest Region, ~~in conjunction~~ coordination with the Southwest Region's Secretary, and shall be responsible for the procedures associated with membership renewal each year. He/She also shall provide mailing and contact information for members as required.
- ~~He/She shall maintain and update the SWDSI web homepage in coordination with Decision Sciences Institute and the Vice President for Programs and Meetings. This officer shall serve as a member of the Institute's Member Services Committee and the Southwest Region's Executive Council.~~ The Vice-President for Member Services shall serve as a member of Institute committees (such as the Member Services Committee) as specified in the DSI Bylaws.
- (f) Vice-President for Programs and Meetings. The Vice-President for Programs and Meetings (a.k.a., Program Chair) shall be responsible for planning and supervising the program at the annual professional meeting of the organization. This officer, at his/her discretion, may appoint an Associate Program Chair and/or a Proceedings Editor or Co-editor. The Vice-President for Programs and Meetings shall be able to incur

appropriate and reasonable program expenses and may make appropriate and reasonable financial commitments relative to the annual program up to the limits approved by the President, who seeks the advice of the Executive Council.

(g) Vice-President for Programs and Meetings Elect. The Vice-President for Programs and Meetings Elect (a.k.a., Program Chair Elect) shall serve as general assistant to the Vice-President for Programs and Meetings, carrying out such duties as may be assigned. He/She will work with the Vice-President for Programs and Meetings to understand the duties and responsibilities of planning and supervising the annual meeting. The Vice-President for Programs and Meetings Elect will attend the annual meeting and assist in the management of the meeting as requested by the Vice-President for Programs and Meetings. The Vice-President for Programs and Meetings Elect, upon the successful completion of his/her duties, shall become the Vice-President for Programs and Meetings for the following annual meeting.

(h) Vice-President for Student Liaison. The Vice-President for Student Liaison shall be responsible for generating student participation in the Southwest Region. He/She ~~will~~ shall, ~~in conjunction~~ in coordination with the Vice-President for Programs and Meetings, encourage student participation in the Southwest Region's meetings.

The Vice-President for Student Liaison shall serve as Track Chair of the Student Paper Track for the annual meeting and shall be responsible for the procedures for the Student Paper Competition and any awards.

(i) Secretary. The Secretary shall serve as Recording Secretary for the region and shall keep and publish the Constitution and Bylaws of the organization, ~~keep~~ record and publish the minutes of all meetings, maintain a membership roll in coordination with the Vice-President for Member Services, keep other records as specified in the Constitution and Bylaws, and perform other duties usual to the duties of Secretary.

(j) Regional Archivist. The Regional Archivist shall be responsible for maintaining a history of the organization and a collection of documents prepared and distributed by the organization using printed and/or electronic copies. The responsibilities of the Regional Archivist shall be to:

- (a) Maintain appropriate records of the activities of the Decision Sciences Institute, Southwest Region, including (but not limited to)
 - 1. Minutes of Executive Council Meetings and ~~b~~Business ~~m~~MMeetings
 - 2. Treasurer reports and financial statements
 - 3. Copies of meeting programs and Proceedings

4. Procedures for planning and conducting annual programs and meetings-

5. Copies of annual meeting announcements

6. Copies of Program Chair reports

(b) Provide to the Institute's Home Office ~~an end-of-year report on activities and the financial status of the Southwest Region and any other~~ materials concerning the Southwest Region that the Executive Director of the Institute may request and that are available.

(c) Provide advice, assistance, and counsel to the President and Secretary of the Southwest Region in maintaining the Constitution and Bylaws of the Southwest Region.

(k) Advisory Council. Each of the nine (9) elected Advisory Council members shall serve a three-year term. They will serve as advisors to the President and other ~~elected~~ officers of the Southwest Region. Each shall have a vote in all Executive Council business.

The composition of the Advisory Council shall as practicably as possible reflect the demographic composition of the organization with the goal of having representation of both males and females; multiple ethnic/cultural groups; and geographic diversity. There will be at least five nominees for the three Advisory Council positions elected each year, ~~beginning in 1995.~~

(l) Regionally Elected Vice President. The Regionally Elected Vice President shall be the primary liaison between the Southwest Region and the Institute. He/She shall be responsible for ensuring that relevant information about regional activities is communicated to the Institute's Executive Director and Board of Directors and that activities or actions of the Institute affecting the Southwest Region are reported to the membership at the SWDSI annual business meeting. The Regionally Elected Vice President serves as a member of the Institute's Regional Activities Committee.

3. Terms of Office. ~~The offices of Vice President for Finance, Vice President for Member Services, Secretary, and Advisory Council members shall be for three (3) year terms. The office of Regional Archivist is for an indefinite term. The Regional Archivist may be replaced only upon his or her resignation or upon a majority vote of the Executive Council. Other officers shall serve one-year terms. Initially, the Vice President for Finance and the Secretary will hold office for two (2) years.~~ The incoming officers shall assume office at the end of each annual general business meeting. The terms of the outgoing officers will end at the conclusion of this same meeting, based on the terms of each office as specified below. [Comment: The deleted text was moved to the appropriate paragraphs below in Bylaw 5, Section 3.]

- (a) The President shall serve for one year and automatically become the Past President upon the successful completion of his/her term as President, as evaluated by the Executive Council.
- (b) The Past President shall serve for one year.
- (c) The President-Elect shall serve for one year and automatically become President upon the successful completion of his/her term as President-Elect, as evaluated by the Executive Council.
- (d) The Vice-President for Finance shall serve a three (3) year term and may be re-elected.
- (e) The Vice-President for Member Services shall serve a three (3) year term and may be re-elected.
- (f) The Vice-President for Programs and Meetings shall serve for one year and automatically become President-Elect upon the successful completion of his/her term as Program Chair, as evaluated by the Executive Council.
- (g) The Vice-President for Programs and Meetings Elect shall serve for one year and automatically become Vice-President for Programs and Meetings upon the successful completion of his/her term as Program Chair Elect, as evaluated by the Executive Council.
- (h) The Vice-President for Student Liaison shall serve a one-year term and may be re-elected.
- (i) The Secretary shall serve a three (3) year term and may be re-elected.
- (j) The appointed officer position of Regional Archivist is for an indefinite term. The Regional Archivist may be replaced only upon his/her resignation or upon a majority vote of the Executive Council.

- (k) The members of the Advisory Council shall serve three-year terms with one-third of the members being elected each year. Advisory Council members may be re-elected.
- (l) The Regionally Elected Vice President shall serve a two-year term according to the DSI Constitution and Bylaws.

4. Vacancies in Office. Anyone who is appointed to fill a vacant officer position shall serve for the remainder of the term of office, as specified in the Bylaws, or until the next scheduled election process can be completed (and a newly elected officer can be installed in the position), whichever occurs first. Filling an unexpired term by appointment shall in no way impact this person's nomination for and election to any office in his/her own right.

- (a) President. If a vacancy occurs in the office of President due to death, permanent incapacity, or for any other reason, the President-Elect shall immediately assume the office of President for the remainder of the current term, and shall also serve as President for the entirety of the succeeding term. If the office of President-Elect is vacant at the time the office of President becomes vacant, the Past President shall assume the office of President for the remainder of the current term and continue to serve as Past President.
- (b) Past President. If a vacancy occurs in the office of Past President, the office shall remain vacant for the remainder of that term and the sitting President shall handle the duties of the Past President.
- (c) President-Elect. If a vacancy occurs in the office of President-Elect, this office shall be filled at the time of the next regular election, as provided in the Bylaws.
- (d) For any other office which may become vacant between elections, the President, in consultation with the Executive Council, shall determine if the vacant position needs to be filled before the next election. Should it be deemed in the best interests of the SWDSI to fill the vacancy, it shall be filled by an appointment made by the President, after consultation with and the advice of the Executive Council.