

***Bylaws of the Cincinnati/Dayton Chapter
of the
Institute for Operations Research and the Management Sciences***

Article I – Name

1. This organization shall be called the ***Cincinnati/Dayton Chapter***, hereinafter the Chapter, of the Institute for Operations Research and the Management Sciences (INFORMS), hereinafter the Institute.

Article II – Purpose

1. The Chapter is organized and will be operated primarily for educational and scientific purposes and in furtherance thereof.
 - a. To promote an increased knowledge of and greater interest in the theory and applications of operations research, analytics, management science, and/or related areas.
 - b. To provide a means of communication between persons having interest in operations research, analytics, management science, and/or related areas.

Article III – Membership

1. Any persons interested in operations research, management science, analytics and/or related areas may become a member of the Chapter by joining and paying dues for both the Institute and the Chapter.
2. At all times the membership of the Chapter must include at least ten members of the Institute.
3. Members may be classified as regular, student or retired members. Membership dues may be different for different member classifications.
4. All regular members shall have equal rights, duties, and privileges including the right to vote in elections. Dues shall be payable on January 1 of each year.

Article IV – Officers

1. The officers of the Chapter shall be the President, Vice President, Secretary, and Treasurer. The Vice President shall be designated as President-Elect for the next term of office.
2. The officers shall be elected annually. They shall take office beginning on January 1 following the annual election and will serve until December 31 of the same calendar year.

3. A member may not serve in the offices of President and Vice President for more than two consecutive years.
4. Each officer of the Chapter must be a member of the Institute.

Article V – Duties of Officers

1. The President shall preside at all meetings of the Chapter and its Executive Board, which is constituted as described in Article VI of these Bylaws, and shall represent the Chapter at all meetings of the Institute. The President shall appoint all Chapter committees and Chairpersons, except for the Executive Board and the Nominations Committee, which is constituted as described in Article VII of these Bylaws.
2. The Vice President shall assume the duties of the President in the event of the President's absence. The Vice President shall also assume those duties of the President that are delegated to the position by the President.
3. The Secretary shall keep minutes of all Chapter Meetings and Executive Board Meetings.. The Secretary shall send official notification to the Institute's business office of changes in the elected officers of the Chapter, and, prior to dissemination to the Chapter membership, proposed changes in the Chapter's Bylaws. The Secretary shall provide an annual activity report covering the period January 1 through December 31 to the Business Offices of the Institute in the formats provided.
4. The Treasurer shall monitor the collection of Chapter dues by the Institute; monitor the financial and membership records maintained by the Institute; supervise disbursement of funds; and deposit other Chapter funds with the Institute's business office or in bank accounts approved by the Chapter's Executive Board. The Treasurer shall provide an annual financial report covering the period January 1 through December 31 to the business office of the Institute on the forms provided.

Article VI – Executive Board

1. The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, and the two most recent Past Presidents.
2. The Executive Board shall act for the Chapter in all matters except election of officers. Minutes of all Executive Board meetings will be distributed to the Chapter membership electronically and posted on the Chapter's website.

Article VII – Election of Officers

1. ***Nominations*** – The Nominations Committee will consist of the two most recent Past Presidents and the Vice-President/President Elect who will be the Chair. Should any of these individuals not be available to serve, the President will select their replacement.

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One or more other members of the Chapter shall be selected by the Nominations Committee as candidates for each available office. Additional nominations shall be solicited electronically from Chapter members prior to disseminating the list of candidates to Chapter members. The list of candidates shall be presented to the Chapter members electronically at least one week prior to the open of voting.

2. **Voting** – 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 Chapter members shall be given the opportunity to vote via electronic ballot. Nominees for office shall be listed alphabetically on the ballot. Voting for each officer position shall also include the option for a write-in candidate. Voting by electronic ballot will be allowed for at least one week after sending the list of nominations to chapter members

A plurality of qualified ballots cast for each office shall be necessary for election. In the event of a tie for the winner in the vote, the candidates tied with the most votes shall be included in an additional vote in an attempt to break the tie. If this procedure does not reduce the candidate pool before an additional vote, the tie shall be resolved by means of a fair random process.

Article VIII – Committees

1. Potential Committees shall be appointed by the President and may include the Program, Publicity, Education, and Membership Committees.
 - a. The Program Committee shall plan and arrange meetings of the chapter in accordance with apparent membership interests and the aims of the Chapter as set forth in Article II.
 - b. The Publicity Committee shall maintain a mailing list and publish and distribute all notices and publicity of the Chapter.
 - c. The Education Committee shall plan and arrange educational programs which are tailored to the special needs and desires of the Chapter members and potential members.
 - d. The Membership Committee shall plan and implement membership programs to recruit potential Chapter members.
2. The President may create ad hoc committees and appoint their members and chairpersons. The tenure of an ad hoc committee shall expire with the term of the President who appointed it.

Article IX – Meetings

1. General Meetings are meetings where all Chapter members are invited. General Meetings shall be held as planned by the Executive Board.

2. Notices of the time, place, and agenda of General Meetings shall be distributed electronically to the Chapter membership.
3. Executive Board meetings are meetings where only 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.
4. A minimum of two meetings of the Chapter shall be held in each calendar year, including at least two General Meetings.
5. **Robert's Rules of Order** shall govern all meetings, in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

Article X – Disbursements and Fees

1. Disbursements from the treasury for Chapter expenditures shall be made only by authorization from the Executive Board. All disbursements shall be disclosed in the next forthcoming minutes of the Chapter.
2. Dues shall be fixed annually by the Executive Board.

Article XI – Amendments and Procedures

1. Amendments to these Bylaws must be approved by
 - a. the Chapter membership,
 - b. the INFORMS Subdivision Committee, and
 - c. the INFORMS Board.

An amendment shall be effective only after all these required approvals have been obtained.

2. Approval of an amendment by the membership must be obtained in the following manner.
 - a. A proposed amendment may be submitted for action by vote of the Executive Board or by written petition of twenty or more members.
 - b. The amendment shall be read and discussed at a General Meeting. Notice of the meeting and the wording of the proposed amendment shall be distributed to the members at least thirty days before the meeting.
 - c. After the meeting at which the amendment was discussed, voting on the amendment shall be conducted at the next regularly scheduled General Meeting. A two-thirds majority of all qualified members voting shall be required for approval.
3. A quorum necessary for conducting Chapter business at a General Meeting is defined as

10% of the Chapter regular membership.

4. Rulings on any point of procedure not included in these Bylaws shall be made by the President.

Article XII – Responsibility to the Institute

1. The Chapter and its officers are accountable to the Institute for all their actions regarding Chapter operations.
2. The Chapter shall file a financial statement annually with the INFORMS business office covering the fiscal year January 1 through December 31. This report is necessary for recertification of the Chapter. It shall be filed no later than January 31.
3. The Chapter shall file an activity report annually with the INFORMS business office describing chapter activities during the past January 1 through December 31. The report is necessary for recertification of the charter of the Chapter. It shall be filed no later than January 31.
4. The Chapter may be dissolved by the Institute if an appropriate reason to do so exists and only after due diligence by the Institute to attempt to revive the Chapter. In the event of dissolution, the Institute shall decide how to dispose of the Chapter's assets.

Revision Approved November 16, 2006.

Bylaws Revision Committee:
David F. Rogers, Chair
George G. Polak

Revision Proposed April 25, 2012.

Bylaws Revision Committee:
Michael J. Fry, Chair
Michael Gorman
Ed Winkofsky

