

# **BYLAWS OF THE INFORMS SECTION ON PRACTICE**

## **I. NAME**

The name of this organization shall be the "INFORMS Section on Practice". Depending on usage and context, this name can also be shortened to the "Practice Section".

## **II. PURPOSES**

The purposes of the Section shall be consistent with those of INFORMS but focused on advancing general professional practice. The Section's scope encompasses the actual application of operations research, management science, and analytics to real-world problems to help improve performance and decision making within any organizational sector, including business, government, the military, healthcare, education, and non-profits. More specifically, the purposes of the Section are:

- A. to focus attention on the great value delivered by successful practice and on the fact that our profession exists to achieve success in practice
- B. to focus attention on the need within our profession to study practice along with the study of analytical-and-computer-related methods
- C. to help INFORMS initiate and administer competitions that are intended to advance successful practice in general, and thus typically are open without restrictions on application types, analytical methods, or geographical locations of candidates
- D. to facilitate, for individuals both inside and outside our profession, the exchange of pertinent practice-related information, ideas, experiences, techniques, and opportunities through meetings, correspondence, exchange of papers, and other appropriate means
- E. to facilitate cross-fertilization between INFORMS and other organizations that are interested in the practice of operations research, management science, and analytics
- F. to help identify, codify, synthesize, and interpret methods and other knowledge useful in the practice of operations research, management science, and analytics

## **III. MEMBERSHIP**

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

Non-members of the Institute may not vote in elections for Section officers or Board members; and non-members of the Institute may not serve in the position of Section officer or Board member.

## **IV. OFFICERS**

Elected Officers: The elected officers of the Section shall be the President, the Vice President, the Secretary and the Treasurer. Officers must be members of the Institute. The duties of the elected officers shall be as follows:

A. The President shall:

1. be the chief administrative officer, shall preside at all meetings of the Board, and shall be responsible to the Board for the successful performance of the Section's mission. The elected and appointed officers shall report to the Section President
2. appoint additional committees and committee chairs, with the advice and consent of the Board, as necessary for the conduct of Section affairs
3. represent the Section personally or with delegated surrogates in all dealings with other groups
4. transmit to the Vice President of Sections/Societies, as requested, the annual report of the financial status of the Section prepared by the Treasurer and approved by the Board
5. perform such other duties as may, from time to time, be assigned by the Board

B. The Vice President shall:

1. act for the President in his or her absence
2. supervise such projects, activities, or committees of the Section as the President may designate
3. be the President-elect subject to approval by the Board

C. The Secretary shall:

1. maintain or cause to be maintained all official records including the minutes of all meetings of the Board
2. maintain a roster of Section members
3. administer Section elections
4. be responsible for proper notification of members of all meetings of the Section or the Board
5. submit to INFORMS, as requested, information about the preceding year's activities of the Section
6. be responsible for the timely dissemination of all minutes of meetings of the Board to members of the Board
7. report at the annual meeting on the status of Board members

D. The Treasurer shall:

1. prepare an annual budget for approval by the President and the Board
2. maintain or cause to be maintained a record of all collections and disbursements of the Section
3. administer all of the financial matters of the Section including authorization of the payment of bills and receipt of income
4. prepare an annual report on the financial status of the Section
5. maintain Section records, and verify associated recording accuracy, for those funds and properties overseen at the INFORMS office for the benefit of the Section

- E. Any Section member accepting nomination for elective office in the Section 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 Section meetings during his/her tenure, except as his/her attendance is prevented by unusual circumstances. If a Section 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. The Section member accepting nomination is also understood to have agreed to attend most of the Section's Board meetings. If a Section elected official should fail during his/her tenure to attend regular Section meetings and Board 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.

## V. BOARD

- A. The affairs of the Section shall be managed by the Board of the Section.
- B. The Board shall consist of:
  - 1. the current President of the Section, who shall act as President of the Board
  - 2. the other elected officers
  - 3. the past Presidents of the Section who wish to serve
  - 4. members at large appointed by the President and approved by vote of the Board
  - 5. not less than ten members and no more than forty members
- C. The term of appointed members of the Board shall not exceed three years and shall terminate at the end of a calendar year. A Board member whose term has expired may be reappointed by the President, subject to approval by the Board.
- D. A Board member may resign at any time by submitting written notice to the President.
- E. A deadlock in any matter being voted upon by the Board shall be broken by the vote of the President.
- F. The Board will meet monthly for a majority of the months of the year. Other meetings of the Board may be called by the President or by any five members of the Board.
- G. E-mail notice of meetings of the Board shall be sent to each Board member at least three days before any meeting.
- H. A quorum shall be necessary for the transaction of any business, and shall consist of five members including at least three from among the elected officers and the immediate past President.
- I. At any meeting of the Board, more than one-half of members present and voting shall constitute a majority vote. All Board members present are entitled to vote.
- J. If the term of any member of the Board expires and a successor has not been named and such expiration shall reduce the number of Board members to less than ten, then the said member's term shall continue until the successor is appointed.
- K. 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 Vice President shall be left unfilled or, at the discretion of the Section's President, a special election may be

held to elect a new Vice President. The acting Vice President may appear as a candidate for President. 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 Section election.

## **VI. TERM OF OFFICE**

- A. All officers shall be elected or re-elected, appointed or reappointed for a term of one year taking office January 1 and terminating December 31.
- B. The President and the Vice President may be elected for two consecutive terms.
- C. The Secretary and the Treasurer may be elected without restriction, not to exceed a total of 5 consecutive terms.
- D. No other officer may be re-appointed for more than one additional consecutive term.

## **VII. ELECTIONS**

- A. Officers shall be elected in the following manner:
  - 1. A Nominating Committee, consisting of three members both of INFORMS and of the Section, shall be appointed by the President of the Section and approved by the Board by July 1 of each year.
  - 2. The Nominating Committee shall prepare a list of nominees for the elective offices and present it to the Secretary not later than September 1 of each year.
- B. This list may have one or more than one nominee for each office, at the discretion of the Board. There will be no nominee for President if the Board has approved the Vice President being President Elect.
- C. Nominees for the positions of elected officers must be Section members and Institute members.
- D. The Secretary shall announce this list, with each candidate's background and qualifications, to the membership of the Section not later than September 30 by electronic mail or other written form. At the same time he or she shall call for further nominations (which may be self-nominations) to be submitted not later than October 31.
- E. If there is only one nominee for each officer position, the Secretary shall certify the official slate as elected.
- F. If there are more than two eligible candidates nominated for a position, the Nominating Committee will decide on which two candidates to nominate for the position.
- G. If one or more offices are contested, the Secretary shall, by November 30, forward to all members in good standing, a ballot which lists the candidates alphabetically and does not distinguish between candidates nominated by the Nominating Committee and those nominated by others, together with a description of each candidate's background and qualifications. Ballots shall be issued by one of the following media:
  - 1. electronic mail ballot
  - 2. web-based ballot
  - 3. a combination of electronic mail and web-based ballot

H. All ballots shall be returned not later than December 31 to the Secretary who shall certify election.

## **VIII. FINANCE**

- A. Within INFORMS policies and subject to Board approval, the Section may
  - 1. set membership dues
  - 2. charge registration fees for its events
  - 3. sell publications
- B. In addition, within INFORMS policies and subject to Board approval, the Section may otherwise solicit funds for the furtherance of its purposes.
- C. The Section may contract with individuals for services to advance its goals and activities with the approval of the Executive Director of INFORMS. The Executive Director must sign all contracts.
- D. All expenditures within budget shall be approved by the President in addition to the Treasurer. All other expenditures shall be approved by the Board.
- E. No unbudgeted receipts carrying conditions shall be accepted without approval by the Board.
- F. The financial standing of the Section may be audited periodically by the Board of INFORMS.

Primary responsibility for administering and holding all Section funds rests with the INFORMS office.

## **IX. ACTIVITIES**

- A. The Section shall hold at least one (1) business meeting and at least one (1) professional meeting each year. Those meetings are to be open to the entire membership of the Section. If the Section chooses, some or all of those meetings may be opened to other interested people as well. Members will not vote at those meetings; voting open to all Section members will be by media ballot as specified elsewhere in these Bylaws.
- B. The Board or its designated committees shall schedule the meetings of the Section. Business meetings and Board meetings shall be scheduled by the Board in accordance with the Bylaws and procedures specified by the Board. Members of the Section may call a special meeting of the membership upon signed petition to the Secretary of at least 25% of the Section membership eligible to vote.
- C. Robert's Rules of Order shall guide all Board and Section membership meetings except in those cases where they are inconsistent with these Bylaws.
- D. Additional activities of the Section are described in the *Practice Section Activities Manual*. This manual is updated by the Section President at his/her sole discretion, an important presidential responsibility, and should be viewable by all members of the Section. This manual summarizes the valuable services to INFORMS and the profession provided by the Section. And it notes the Section's key ties to other units of INFORMS.

## **X. RESPONSIBILITIES TO THE INSTITUTE**

- A. All section 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 section 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 INFORMS Policy and Procedures Manual Section 15.2 Subdivisions. A section's assets ultimately belong to the Institute and shall revert to the Institute in the event that the section is disbanded or otherwise ceases to be a section of the Institute.

- B. The section shall not maintain any bank account separate from accounts owned by INFORMS.
- C. The section 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.
- D. The section shall notify the Vice President of the Institute overseeing the section the results of the section's elections immediately following the elections.
- E. The section shall also provide information or file reports throughout the year as reasonably requested by the Board or officers of the Institute.
- F. Neither the Institute nor the Institute Board of Directors, by granting a charter to the section, 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.

## **XI. AMENDMENTS TO BYLAWS**

- A. Proposed amendments to these Bylaws that are consistent with those of the Institute may be initiated either by action of the Section Board or by a petition to the President signed by 10% of the membership or 15 members of the Section, whichever is larger. The Secretary shall distribute copies of the proposed change to all members of the Section 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 Section.
- B. Following the open discussion with the membership the Secretary shall send the proposed Bylaws changes to the VP Sections/Societies for review by the Institute. 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 Section 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 Section membership.
- C. 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.
- D. If approved by the Section membership, the proposed amendment to the Bylaws shall become effective upon approval by the Institute.