

**BYLAWS**  
**DECISION SCIENCES INSTITUTE, INC.**

**Title 1. General Provisions**

**1.1. Purpose of bylaws**

These bylaws constitute the code of rules for the regulation and management of DECISION SCIENCES INSTITUTE, INC., as authorized by its articles of incorporation. As used in these bylaws, this corporation is referred to as the “Corporation,” and the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the “Code” (or “Code section”). These bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the articles and Code section 301, and to exercise the powers conferred upon the Corporation under Code section 302. All prior references in the Corporation’s organizational or supporting documents to the Corporation’s “constitution” or “constitution and bylaws” shall, heretofore, be to these Bylaws, including any amendments hereto.

**1.2. IRC Section 501(c)(3) Purposes**

The Corporation is organized and shall be operated as a nonprofit corporation exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

(1) **Specific Objectives and Purposes.** The Mission of the Corporation is to provide forums to create, disseminate and use knowledge to improve managerial decision making involving systems and people. The purposes of the Corporation are to: (1) enrich the diverse disciplines of the decision sciences; (2) integrate these disciplines into bodies of knowledge that are effectively utilized for decision making; (3) develop theoretical bases for such fundamental processes as implementation, planning, and design of decision systems; and (4) improve educational programs and instruction in the decision sciences.

To this end, the Corporation shall provide for the exchange of information among those who extend, apply, and teach disciplines of the decision sciences. To achieve such exchange, the Corporation may conduct meetings, organize conferences, and publish journals, books and other material. To further promote its goals, the Corporation may enter into cooperative arrangements with other professional and scientific organizations interested in the same goals as those of the Corporation.

### **1.3. Registered office and agent; Principal office**

The Corporation will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Code. These designations may be changed at any time. In the event the Corporation fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the Executive Director of the Corporation or his/her designee, and the Executive Director's address or that of his/her designee, are to be filed with the Georgia Secretary of State as the registered agent and office of the Corporation until the Corporation makes some other affirmative designation.

The Corporation's principal office is currently located at C. T. Bauer College of Business, University of Houston, Houston, Texas 77204-6021, but the Corporation shall be free to change its principal address at any time.

### **1.4. Procedural rules at meetings**

It is understood that in the transaction of its business, the meetings of the Corporation may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these bylaws, or the Code. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the Corporation (including all meetings of Board Directors, Members, Divisions, Regions, Chapters, and Colleges) is designated as the latest edition of Robert's

## Rules of Order, Newly Revised.

### 1.5. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Georgia Nonprofit Corporation Code or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## Title 2. Members

### 2.1. Membership

In accordance with the terms of the Corporation's Articles of Incorporation, the Corporation shall have voting members with rights, privileges and responsibilities as set forth in these Bylaws, and as may be further detailed in the Corporation's Policies and Procedures Manual.

### 2.2. Eligibility

Any individual or entity interested in the goals of the Corporation and who meets the Corporation's Minimum Standards of Professional Conduct, as well as any further objective qualifications the Board of Directors may determine appropriate from time to time, shall be admitted to membership with relevant Membership Classification to be determined by the Corporation upon submission of a properly completed and executed application for membership and payment of appropriate dues.

### 2.3. Membership; Classification & Privileges

Membership terms are annual and based on Corporation fiscal year. No Member may transfer to another person or entity a membership or any right arising therefrom. Membership shall terminate upon the death of the person holding the membership. No member shall have

any property right by virtue of membership.

There shall be four (4) classes of membership, as follows:

- (a) **Regular Member.** An individual interested in furthering the goals of the Corporation whose properly completed and executed application for membership has been accepted by the Corporation, and whose dues are paid in-full when due and not in arrears.
- (b) **Student Member.** An individual who is enrolled as a full-time student in an accredited educational institution, and is interested in furthering the goals of the Corporation who's properly completed and executed application for membership has been accepted by the Corporation.
- (c) **Institutional Member.** An entity that otherwise satisfies the requirements of a Regular Member. An Institutional Member shall designate one individual representative to act on behalf of said Institutional Member and to receive all notices on behalf of said Institutional Member. The Institutional Member shall submit the designation in writing, including valid contact information for such designee, to the Corporation with its application for membership. The Institutional Member shall have an affirmative obligation to submit an updated written designation to the Corporation, as and when appropriate. The Corporation may rely upon the most recently submitted written designation for all purposes, including for formal notice. The properly designated representative of an Institutional Member shall hold the rights on behalf of the Institutional Member.
- (d) **Emeritus Member.** An individual who is retired from full-time employment; and, who otherwise satisfies the requirements of a Regular Member.
- (e) **Voting Members.** Only those dues paying members shall have the right: (i) to vote on matters subject to the vote of members by the Corporation's articles of incorporation, bylaws and applicable law; (ii) to hold office, subject to other relevant provisions of the Corporation's articles of incorporation, bylaws and applicable law; and, (iii) to initiate and/or sign petitions, referenda and

nominations, all subject to and in accordance with other relevant provisions of the Corporation's articles of incorporation, bylaws, written policies and procedures and applicable law.

#### **2.4. Membership Dues**

The Board of Directors shall review the Schedule of Dues for memberships and the Schedule of Subscription Rates for publications at least annually, and shall set the Dues payable for each class of membership from time to time, and as it deems appropriate. Any change in Dues amounts will be applied prospectively, and not retroactively. A current Schedule of Dues for memberships and a Schedule of Subscription Rates for publications shall be published in the Corporation's Policies and Procedures Manual or otherwise posted on the Corporation's website. Dues are nonrefundable and not subject to proration.

#### **2.5. Membership Termination; Effect; Reinstatement**

- (a) **Voluntary Termination.** A Member may voluntarily terminate his/her/its membership at any time by submitting a written resignation to the Corporation. Such written resignation shall be directed to the attention of the Secretary at the Corporation's principal office. Notwithstanding the right to voluntarily terminate membership, all Dues remain nonrefundable and not subject to proration.
- (b) **Involuntary Termination.** The Corporation shall have the right to terminate the membership of any Member for failure to pay Dues by the date the same are due. Failure to pay Dues within six (6) months of the date due shall result in automatic termination of membership if not sooner terminated by action of the Corporation.
- (c) **Termination "For Cause".** The Corporation by 2/3 majority vote of its Board of Directors shall have the right to terminate the membership of any Member determined to have materially violated or failed to abide by the then applicable Minimum Standards of Professional Conduct. A Member shall be entitled to notice and an opportunity to be heard by the Board of Directors in regard to

his/her/its termination “for cause” as set forth in the Corporation’s Policies and Procedures manual. While the Board of Directors may elect to offer the subject Member such opportunity to be heard before it votes and such termination is made effective, in accordance with relevant provisions of the Corporation’s Policies and Procedures Manual, it shall not be required to do so if the Board of Directors determines, in its sole discretion, exigent circumstances exist. In such event, the subject Member may have an opportunity to be heard in the context of a request for review and reconsideration of the termination “for cause.” Exigent circumstances shall be presumed to exist if any of the following apply: (i) the Member has been convicted of a felony (or the equivalent in the Member’s home jurisdiction); (ii) the Member has been convicted of a crime involving moral turpitude; (iii) the Member has engaged in conduct reasonably believed to be harmful to the reputation, operations, activities or other Members of the Corporation.

- (d) **Effect of Termination.** Termination of membership shall result in the following: (i) forfeiture of any Dues and/or Subscription Rates paid, as well as any pending or future benefits of membership or subscriptions; (ii) cancellation of all Subscriptions effective the date of termination; (iii) automatic resignation from all positions and/or offices held with the Corporation, including all Committees, Regions, Divisions, Chapters, Colleges and/or affiliates of the same, effective the date of termination; and, (iv) automatic withdrawal of any and all voting rights, effective the date of termination.
- (e) **Reinstatement.** A Member whose membership is terminated voluntarily or because of failure to pay Dues in a timely fashion may submit a written request for reinstatement along with any unpaid Dues and/or Subscription fees to the Secretary of the Corporation. If such written request for reinstatement is received by the Secretary during the same annual membership period as the termination along with any unpaid Dues and Subscription fees, the Corporation may reinstate the membership and if reinstated then forward to the Member

back issues of any relevant publications. Any request for reinstatement received in an annual membership period other than the one in which termination was effective shall be treated and processed as a new application for membership. Any member whose membership is terminated “for cause” may only be reinstated, regardless of whether a request for reinstatement or a new application is submitted, after formal review and an affirmative majority vote in favor of reinstatement by the Board of Directors.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation’s articles of incorporation, these bylaws or other applicable law.

## **2.6. Minimum Standards of Professional Conduct**

The Corporation maintains a set of Minimum Standards of Professional Conduct by which each Member agrees to abide as a prerequisite to membership. The Board of Directors shall review the Minimum Standards of Professional Conduct at least annually, and may revise the same from time to time and as it deems appropriate. The current set of Minimum Standards of Professional Conduct shall be published in the Corporation’s Policies and Procedures Manual or otherwise posted on the Corporation’s website. Following publication and/or posting, each Member shall be deemed to have acknowledged and agreed to abide by the current set of Minimum Standards of Professional Conduct by virtue of his/her/its continued membership.

## **2.7. Meetings and Voting**

**2.7.1. Place of Meetings.** Meetings of the Members shall be held at any place within or without the State of Georgia fixed by the Board of Directors. In the absence of such designation, Member meetings shall be held at the then current principal office of the Corporation or such other suitable place determined by the Board of Directors. The Board

shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

**2.7.2. Annual Meeting.** The Corporation shall hold at least one Annual Meeting of the Members each fiscal year. Notice of such Annual Meeting shall be given in the manner prescribed herein below in Section 2.7.5. At such Annual Meeting, business and reports of the Corporation shall be considered as may be properly put before and within the powers of the general membership. The Board shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

**2.7.3. Special Meetings.** On request in writing to the Executive Director, sent by registered or certified mail or delivered in person, by any person or persons entitled to call a meeting of Members, the Executive Director of the Corporation shall fix the date of a Special Meeting and cause notice to be given to voting-eligible Members in the manner prescribed herein below in Section 2.7.5 that a Special Meeting will be held not less than fourteen (14) days after receipt of such request. Nothing contained in this Section shall be construed as limiting, fixing or affecting the time or date when a meeting of voting-eligible Members called by action of the Board of Directors may be held. The Board shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

**2.7.4. Persons Entitled to Call a Special Meeting.** Special Meetings of the Members may be called at any time by the Board of Directors by action at a meeting or a majority acting without meeting; or, one hundred or more voting-eligible Members, then in good standing and eligible to vote, by submitting a written petition signed by each of said voting-eligible Members and delivered to the Executive Director by registered or certified mail or delivered in person. The Board shall be authorized to create such policies and procedures



concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

**2.7.5. Notice of Meetings.** Notice of the starting time, place and purpose of meetings shall be given to Members in writing, by email, by posting to the Corporation's website, or by such other reasonable means as the Board of Directors may determine, not less than fourteen (14) days prior to the date of any such meeting. The Board shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

**2.7.6. Quorum.** Fifteen percent (15%) of the Members in good standing and entitled to vote will constitute a quorum for the transaction of business at any meeting of the Members. If a quorum is present, or otherwise properly represented, the act of a majority of the voting-eligible Members present at a meeting will be the act of the Members unless the act of a greater number is required by the Corporation's articles of incorporation, the bylaws, or applicable law.

**2.7.7. Voting of Members.** All issues to be voted on shall be decided by a simple majority vote of those present at the meeting and eligible to vote in which the vote takes place unless a greater than majority vote is specifically required by the articles of incorporation, another provision of the bylaws, or applicable law.

**2.7.8. Waiver of Notice.** Notice of any regular, annual or special meeting may be waived by any voting-eligible Member, either before or after the meeting, and the attendance of a voting-eligible Member at a meeting, either in person or by acceptable electronic devices, shall of itself constitute waiver of notice and waiver of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except when a voting-eligible Member attends solely for the purpose of stating, at the beginning of the meeting, an objection or objections to the transaction of business at such meeting.

**2.7.9. Action Without Meeting.** Any action required by law, these bylaws or permitted to be taken at any Member meeting may be taken without a meeting if (a) the Corporation

delivers a written ballot to every Member entitled to vote on the subject matter, or (b) a written consent, setting forth the action so taken, shall be signed by the requisite number of Members required to vote in favor of such action set forth in the consent (for example, a consent signed by a simple majority of Members entitled to vote on an action shall have the same effect as a majority vote in favor of such action at a properly called and noticed meeting). Any such consent shall have the same effect as a majority vote (or greater vote, as applicable) of the voting-eligible Members and shall be filed with the Secretary and recorded in the records of the Corporation. Approval by written ballot shall be valid when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the subject matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the Corporation in order to be counted. In addition, voting-eligible Members may hold or participate in a meeting by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

Subject to and consistent with O.C.G.A. Sections 14-3-704 and 14-3-708, Member action, including a vote, notice, waiver, consent or acknowledgement, may be communicated and effected without a meeting by electronic transmission.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

## Title 3. Board of Directors

### 3.1. General Powers

The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have authority to manage the affairs and exercise the powers, privileges and franchises of the Corporation as they may deem expedient for the interests of the Corporation, subject to the terms of the Articles of Incorporation, the bylaws, and such policies and procedures and directions as may be prescribed from time to time by vote of the Board. The Board may delegate responsibility for the day-to-day operations of the Corporation to the Officers, the Executive Director, staff and committees, as it deems appropriate.

Without limiting the breadth and generality of the foregoing, and without otherwise limiting or restricting the authority of the Board of Directors, the Board of Directors will:

- (a) Establish objectives, policies, procedures, issue directives, monitor the work of officials and activities underway or planned, and take other actions necessary or appropriate for implementing the Corporation's goals and mission;
- (b) Determine operating and financial policies and procedures;
- (c) Prepare and communicate to the Members an annual statement concerning the Corporation's objectives and plans, as well as progress and status of previously communicated objectives and plans;
- (d) Review and approve the Corporation's annual budget;
- (e) Supervise, maintain and retain ultimate control over all committees; and,
- (f) Appoint one or more editors for each journal and for the official news publication(s) of the Corporation.

### 3.2. Board Size, Qualifications, and Compensation

The Corporation shall have no fewer than three (3) and no more than seventeen (17) Board Directors. No fewer than 51% of the Board Directors shall be citizens of the United States. Each Board Director shall be (a) at least twenty-one (21) years of age. Board

Directors, as such, will not receive any stated salaries or compensation for their services, but may be entitled to have their reasonable expenses covered by the Corporation, including reasonable expenses associated with attendance at each regular or special meeting of the Board. Nothing herein shall be construed to preclude any Board Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

### **3.3. Meeting, Where Held**

Any meeting of the Board of Directors of the Corporation, whether a regular meeting, an annual meeting or a special meeting, may be held either at the principal office of the Corporation or at any place within or without the State of Georgia as the Board may determine in its discretion from time to time. The Board of Directors shall meet at least three (3) times each fiscal year, one meeting of which shall coincide with the Corporation's Annual Conference.

### **3.4. Board Composition; Chairperson; Terms of Office; Election**

The Corporation's Board of Directors shall consist of at least the Corporation's Primary Officers, namely the Corporation's President (who shall also serve as the Chairperson of the Board of Directors), the Corporation's Immediate Past President, the Corporation's President-Elect, the Corporation's Secretary, the Corporation's Vice-President of Finance, each person designated as a Vice-President of a specific functional area for the Corporation (ex., Vice-President of Professional Development, Vice-President of Member Services, etc.), each person designated as a Vice-President of a Division of the Corporation, and the Corporation's Executive Director as an ex-officio member.

Board Directors shall serve terms concurrent with their respective terms as officers of the Corporation, such offices and terms being more fully described in Title 4 of these bylaws.

Each Director shall hold office until his/her successor is elected and qualified. The Chairperson shall convene regularly scheduled Board meetings, shall preside over, or shall arrange for another Board Director to preside over, each Board meeting.

### **3.5. Regular Meetings**

The Board shall meet at least three (3) times each year, at an agreed upon time and place. Notwithstanding the foregoing, one meeting will be at the same time and location as the Corporation's Annual Conference. Each Board Director shall be entitled to notice of each meeting at least ten (10) days in advance.

### **3.6. Special Meetings**

A special meeting of the Board, for any purpose or purposes whatsoever, may be called at any time by or at the request of the President or the Executive Director, or by the written request of any five (5) Directors. The person(s) authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Board called by them. Such call for a special meeting must state the purpose of the meeting.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

### **3.7. Notice of Meetings**

Unless waived, written notice stating the place, day and hour of each meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Director not less than ten (10) days (or not less than any such other minimum period of days as may be prescribed by the Code) nor more than seventy (70) days before the date of the meeting either personally, by express or first class mail, by email transmission to the latest email address for the intended recipient reflected in the records of the Corporation, or by such other reasonable means as directed by the person(s) calling the meeting. If mailed first class, such notice shall be deemed to be delivered when deposited in the United States mail with first-class postage thereon prepaid, addressed to the Director at his/her last known address as reflected in the records of the Corporation. If mailed by

express means, then such notice shall be deemed delivered twenty-four hours after dispatch if to an address within the United States (including the District of Columbia, Puerto Rico and the Virgin Islands, and excluding Alaska or Hawaii or any territory or possession of the United States), or forty-eight hours if to any other address. If by email transmission, then such notice shall be deemed to be delivered when sent to the Director at his/her last known email address as reflected in the records of the Corporation. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the adjournment is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

### **3.8. Waiver of Notice**

Notice of any regular, annual or special meeting may be waived by any Director, either before or after the meeting, and the attendance of a Director at a meeting, either in person or by acceptable electronic devices, shall of itself constitute waiver of notice and waiver of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except when a Director attends solely for the purpose of stating, at the beginning of the meeting, an objection or objections to the transaction of business at such meeting.

### **3.9. Quorum and Voting**

A majority of the Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present, the act of a majority of the Directors present at a meeting will be the act of the Board of Directors unless the act of a greater number is required by law, the articles of incorporation or by these bylaws.

### **3.10. Presiding Officer and Secretary**

At every meeting of the Directors, the Chairperson of the Board, or if the Chairperson is not present, then the appointee of the meeting, shall preside. The Secretary of the Corporation, or if there be none, or if the Secretary is not present, then the appointee of the meeting, shall record the minutes and take custody of all papers related to the meeting for delivery to the authorized officer of the Corporation as soon as practicable.

### **3.11. No Meeting Necessary, Use of Acceptable Electronic Devices**

Any action required by law, these bylaws or permitted to be taken at any Board meeting may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the Secretary and recorded in the Minutes of the Corporation. In addition, Members of the Board of Directors, or members of any committee designated thereby, may hold or participate in a meeting by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time. Subject to and consistent with O.C.G.A. Section 14-3-821, Director action, including a vote, notice, waiver, consent or acknowledgement, may be communicated and effected without a meeting by electronic transmission.

### **3.12. Vacancies**

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected by the Board of Directors to fill a vacancy will be elected only to serve for the unexpired term of his or her predecessor in office, or until the next election cycle in the case of a directorship filled by reason of an increase in the number of Directors.

### **3.13. Resignation, Termination, and Absences**

A Director may voluntarily resign from the Board by delivering notice to Board and/or the Secretary. A Director may be terminated from the Board due to excess absences. More than two unexcused absences from Board meetings in one year shall qualify as excess absences. A Director may be removed for other reasons by a majority vote of the remaining Directors.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

### **3.14. Committees**

**3.14.1. Executive Committee.** The Board of Directors will establish and maintain an Executive Committee which will act as a steering committee to the Board by establishing the agenda for all Board meetings, proposing members of the Board for staffing committees and for filling vacancies on committees, submitting proposed budgets and plans for the Corporation's activities, and performing such other duties as the Board may direct or delegate from time to time to facilitate the efficient management and implementation of Board policies, procedures, deliberations, activities and responsibilities. The Executive Committee will consist of the President (who will chair the committee), the Immediate Past-President, the President-Elect, the Vice-President of Finance, an Executive Vice-President (to be elected annually from and by all Vice-Presidents except the Vice-President of Finance), and the Executive Director as an ex-officio member.

**3.14.2. Standing and Ad-hoc Committees.** In the discretion of the Board, the Board may create, appoint, expand, diminish and/or dissolve, such other standing and/or ad-hoc committees as the Board may see fit to establish from time to time. Each such committee shall consist of two or more members, and each shall have and may exercise such authority and perform such functions as the Board may prescribe within the limitations imposed by applicable law, the articles of incorporation, and these bylaws.



Unless and until the Board determines otherwise, the Standing Committees will be as follows: Nominating Committee; Publications Committee; Fellows Committee; Financial Matters Committee; Conferences Committee; Information Management Committee; Marketing Committee; Member Services Committee; and, Professional Development Committee. Nothing in the preceding sentence shall limit or restrict the Board's authority regarding these or other standing or ad-hoc committees.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

### **3.15. Executive Director; Staff; Salaries**

The Board shall select and hire an Executive Director and shall delegate and vest such responsibilities and authority over the daily affairs of the Corporation to the Executive Director as the Board may determine from time to time, and shall fix the compensation of the Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors. The Board of Directors shall hire (and, if appropriate, terminate) all other employees and staff of the Corporation which the Board in its discretion determines necessary, and fix their compensation, unless the Board delegates the authority to hire (and, if appropriate, terminate) and fix compensation of employees and staff (other than the Executive Director). The fact that any employee (including the Executive Director) or staff is also serving as a Board Director shall not preclude him/her from receiving reasonable compensation for services other than as a Board Director.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

## Title 4. Officers

### 4.1. Officers; Selection

The Primary Officers of the Corporation shall be a President, a President-Elect, an Immediate Past-President, a Secretary, a Vice-President of Finance, an Executive Vice President, and such divisional and functional Vice Presidents as the Board of Directors may determine appropriate from time to time to serve the interests of the Corporation. No person may hold more than one office concurrently (with express exception of fact certain officers shall also be Board Directors). Primary Officers may not be elected to the same office within two (2) years of vacating such office. Only Regular Members of the Corporation in good standing shall be eligible for nomination or to serve as an officer of the Corporation. Primary Officers of the Corporation, as set forth hereinabove, will be elected by the voting-eligible Members in accordance with and pursuant to relevant provisions of the Corporation's Policies and Procedures Manual. The Board may elect or appoint such other subordinate officers as it deems desirable from time to time to assist the Primary Officers in the fulfillment of their respective duties. Such subordinate officers shall serve at the pleasure of the Board. Primary Officers shall hold office until his or her successor is duly elected and qualified. The duties and terms of the Primary Officers will be as follows, and as may be more fully set forth in the Corporation's Policies and Procedures Manual:

4.1.1. President. The President shall be the Corporation's chief executive officer. Subject to the delegation of such duties, responsibilities and authority to the Executive Director as the Board of Directors determines appropriate from time to time, the President shall be the primary representative of the Corporation before the public and in the Corporation's relationships with other persons and entities. The President shall serve for a term of one (1) year, and shall automatically become Immediate Past-President for a subsequent term of one (1) year.

4.1.2. President-Elect. The President-Elect shall, in the absence or incapacity of the President, preside at meetings of the Board of Directors and the Executive Committee, and, subject to the delegation of such duties, responsibilities and authority to the Executive

Director as the Board of Directors determines appropriate from time to time, represent the Corporation before the public and in the Corporation's relationships with other persons and entities. The President-Elect shall serve for a term of one (1) year, and shall automatically become President for a subsequent term of one (1) year.

4.1.3. Secretary. The Secretary and the Vice-President of Finance shall serve staggered terms of two (2) years. The Secretary shall maintain and provide access to the records of the Corporation; record the minutes of all proceedings of the Board; authenticate the records of the Corporation and give or cause to be given, notice of all meetings of the Board required by the bylaws to be given; and, keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board, the bylaws or the Corporation's Policies and Procedures Manual.

4.1.4. Vice-President of Finance. The Vice-President of Finance and the Secretary shall serve staggered terms of two (2) years. The Vice-President of Finance shall attend to the following:

- (a) Books of account. The Vice-President of Finance shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and transactions of the Corporation, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Board Director at all reasonable times.
- (b) Deposit and disbursement of money and valuables. The Vice-President of Finance shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered, to the Board of Directors, whenever they request it, an account of all transactions as authorized and of the financial condition of the Corporation; and, shall have such other powers and perform such other duties as may be

prescribed by the Board, the bylaws, or the Corporation's Policies and Procedures Manual.

- (c) Bond. If required by the Board, the Vice-President of Finance shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his/her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office.

**4.1.5. Vice-Presidents.** There shall be one Vice-President for each standing committee (a "functional" Vice-President), and one Vice-President for each Division of the Corporation (a "divisional" Vice-President). The acting functional and divisional Vice-Presidents shall annually elect one from among them to serve as Executive Vice-President. Further details concerning nomination, election, duties, and terms of functional and divisional Vice-Presidents, as well as the Executive Vice-President, will be as set forth in the Corporation's Policies and Procedures Manual.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

## **4.2 Removal, Vacancies**

Any subordinate officer of the Corporation may be removed from office at any time by the Board, with or without cause. Any vacancy occurring in any subordinate office of the Corporation may be filled by the Board.

Any Primary Officer of the Corporation may be removed "for cause" at any time by the Board by a two-third's vote of the Board of Directors (excluding the subject Primary Officer/Board Director). For purposes of this section, "for cause" means: (i) the Officer has

been convicted of a felony (or the equivalent in the Officer's home jurisdiction); (ii) the Officer has been convicted of a crime involving moral turpitude; (iii) the Officer has engaged in conduct reasonably believed to be harmful to the reputation, operations, activities or Members of the Corporation; (iv) the Officer has engaged in an act of improper self-dealing, or has otherwise violated his/her fiduciary duty to the Corporation; (v) the Officer has either failed to reasonably perform his/her duties, or is reasonably believed to be incapable of performing the duties of his/her office due to incapacity, unavailability or similar circumstance; or (vi) such other reasonable grounds as may be set forth in the Corporation's Policies and Procedures Manual. Any vacancy occurring in any Primary Office (including a vacancy resulting from voluntary resignation) may be filled by the affirmative vote of a majority of the Board of Directors (excluding the subject Primary Officer/Director). A Primary Officer elected by the Board of Directors to fill a vacancy will be elected only to serve for the unexpired term of his or her predecessor in office.

The Board of Directors shall be authorized to create such policies and procedures concerning the subject matter set forth herein as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

#### **4.3 Resignation**

Resignations are effective upon receipt by the Board and/or the Secretary of the Corporation of a written notification.

### **Title 5. Global Structure**

In recognition of, and to help facilitate, the global nature of the Corporation's mission, activities and membership, the Corporation will have Divisions, Regions, Chapters, Colleges, and Others as determined appropriate from time to time by the Board of Directors, and as further described in this Title 5 and in the Corporation's Policies and Procedures Manual. The Corporation will comply with the Office of Foreign Assets Control sanctions regulations. The

Corporation's membership may be divided and defined by geography, jurisdiction, and/or discipline as determined from time to time by the Board of Directors.

#### **5.1. Divisions; Regions; Chapters; Colleges**

There shall be a minimum of two (2) and a maximum of five (5) Divisions, each such Division to be appropriately named by the Board of Directors. Each Division will be represented on the Corporation's Board of Directors by a Divisional Vice-President elected by the voting-eligible Members identified as being associated with the Division. Each Division will be further divided and defined by the Board of Directors from time to time into Regions and/or Chapters. Every Division, Region, and Chapter, as well as the organization, structure, membership, voting, activities, finances, and reporting of the same, and all other matters relating or pertaining thereto, shall be conducted in accordance with and subject to the Corporation's Policies and Procedures Manual, and the further direction of the Board as it may determine appropriate from time to time.

#### **5.2. Regions**

Within a Division, the Corporation's membership may be further divided and defined by geography. Such a structure will be identified as regions and appropriately named by the Board of Directors. Regions will not be represented on the Corporation's Board of Directors, unless such representation is assigned to a Primary Officer. All matters relating to Regions shall be specified in the Corporation's Policies and Procedures Manual, and shall be subject to the further direction of the Board as it may determine appropriate from time to time.

Each Region shall hold at least one conference each year which is to be open to all Corporation Members. If a Region chooses, some or all of its conferences may be opened to other persons provided the non-members are charged an additional amount determined by the Corporation's Board of Directors and forwarded to the Corporation. This additional amount shall not be less than the lowest-tier annual membership dues for a Regular Member throughout the world. Regions may engage in other activities to advance their purposes, so long as these activities are consistent with the provisions of the Corporation's Bylaws and with the dignity of a professional association and the nonprofit status of the Corporation.

### **5.3. Chapters**

Within a Division, the Corporation's membership may be further divided and defined by jurisdiction. Such a structure will be identified as Chapters and appropriately named by the Board of Directors. Chapters will not be represented on the Corporation's Board of Directors, unless such representation is assigned to a Primary Officer. All matters relating to Chapters shall be specified in the Corporation's Policies and Procedures Manual, and shall be subject to the further direction of the Board as it may determine appropriate from time to time.

### **5.4. Colleges**

The Corporation's membership may be further divided and defined by discipline. Such a structure will be identified as Colleges and appropriately named by the Board of Directors. Colleges will not be represented on the Corporation's Board of Directors, unless such representation is assigned to a Primary Officer. All matters relating to Colleges shall be specified in the Corporation's Policies and Procedures Manual, and shall be subject to the further direction of the Board as it may determine appropriate from time to time.

## **Title 6. Liability Limitation; Indemnification**

### **6.1. Liability Limitations**

Board Directors, Primary Officers (as defined elsewhere in these bylaws) and the Executive Director of the Corporation shall be immune from liability to the Corporation for any and all actions (or omissions) taken in good faith on behalf of the Corporation to the maximum extent permitted by law. If the Georgia Nonprofit Corporation Code, or other applicable law, is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors and officers for good faith actions (or omissions), then the liability of a Board Director or Primary Officer or Executive Director shall be eliminated or limited to the full extent permitted by such law, as so amended.

## 6.2. Indemnification

To the maximum extent permitted or required by the Code and any other applicable law, if any Director or officer (as defined below) of the Corporation is made a party to or is involved in (including, without limitation, as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the Corporation, the Corporation (a) shall indemnify such person from and against any judgments, penalties, fines (including, but not limited to, ERISA excise taxes or penalties), amounts to be paid in settlement and reasonable expenses (including, but not limited to, expenses of investigation and preparation, attorney's fees and disbursements, accountants or other experts) incurred by such person in such proceeding, and (b) shall advance to such person expenses incurred in such proceeding.

The Corporation may in its discretion (but is not obligated to in any way) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Director or officer.

The foregoing provisions for indemnification and advancement of expenses shall not apply in any case where it is determined the subject Director or officer engaged in self-dealing to the material detriment of the Corporation, or otherwise acted (or failed to act) in bad faith toward the Corporation which resulted in material harm to the Corporation.

The foregoing provisions for indemnification are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Section or any part thereof shall be held to be prohibited by or invalid under applicable law, then such provision or part thereof as originally written and to the fullest extent permitted by law, and all other provisions or parts, shall remain in full force and effect.



As used in this Section, the following definitions shall apply:

(1) Code. The term “Code” means the Georgia Nonprofit Corporations Code as it exists on the date this Section is adopted, and as the Code may thereafter be amended from time to time. In the case of any amendment of the Code after the date of adoption of this Section, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Code” shall include such amendment only to the extent that the amendment permits the Corporation to provide broader indemnification rights than the Code permitted prior to the amendment.

(2) Director or Officer. The term “Director” or “officer” means (a) a Director or Primary Officer (as defined elsewhere in these bylaws) or an Executive Director of the Corporation and (b) while an individual is a Director or Primary Officer or Executive Director of the Corporation, the individual’s serving at the Corporation’s request as a Director, Primary Officer, Executive Director, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and (c) any other position (not with the Corporation itself) in which a Director or Primary Officer or Executive Director of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the Code.

(3) Proceeding. The term “Proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

(4) IRC. The term “IRC” means the Internal Revenue Code of 1986, as amended from time to time.

### **6.3. Special Limitations**

Notwithstanding any other provision of this Title 6, during any period that the Corporation is a “private foundation” within the meaning of Section 509 of the IRC, or any corresponding provision of any future United States tax law, the Corporation shall not indemnify any person from or against or advance to any person the costs of such expenses,

judgments, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the IRC, to be a taxable expenditure within the meaning of Section 4945 of the IRC, or to be otherwise prohibited under the IRC, unless and to the extent (a) a court orders such indemnification, or (b) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

## Title 7. Contracts, Checks, Deposits, Gifts and Investments

### 7.1. Contracts

The Board may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### 7.2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board or as set forth in the Corporation's Policies and Procedures Manual. In the absence of such determination by the Board, such instruments shall be signed or authorized by the chief executive officer, the Executive Director or the Vice President of Finance of the Corporation.

### 7.3. Deposits and Gifts

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in general or special accounts in such banks, trust companies or other depositories as the Board may select. For the purpose of deposit and for

the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### **7.4. Investments**

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

### **Title 8. Books and Records**

#### **8.1. Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, as well as any committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record of the names and addresses of the Directors, Primary Officers and Executive Director. All books and records of the Corporation may be inspected by any Director or his or her agent or attorney for any purpose at any reasonable time upon reasonable notice.

### **Title 9. Mission-Focused Actions**

The Directors, Officers and Members of the Corporation should endeavor to limit the subject matter of all meetings, actions and activities of the Corporation to those directly related

to, and to those reasonably expected to support and/or further, the purposes and mission of the Corporation. The Board of Directors, Committees, Membership, Divisions, Regions, Chapters and Colleges should avoid adopting any resolution, taking any official vote, executing any official consent, submitting any referenda, or taking any other formal action on behalf of the Corporation which is not reasonably relevant to the purposes, mission and activities of the Corporation.

#### Title 10. Policies and Procedures Manual

The Board of Directors shall be authorized to create such policies and procedures concerning the membership, management, structure, operations, activities, and other matters relating to the Corporation as it deems appropriate from time to time, provided the same are consistent and not in conflict with the Corporation's articles of incorporation, these bylaws or other applicable law.

Such policies and procedures shall be compiled and maintained in writing, and the same shall be made available to all Members (the Corporation's "Policies and Procedures Manual"). The Corporation's Policies and Procedures Manual may be amended by the Board of Directors from time to time, as the Board deems appropriate.

#### Title 11. Bylaw Amendments

The Board shall have the power to alter, amend or repeal these bylaws or adopt new bylaws by a 2/3 majority vote of the Board of Directors, provided that prior to Board voting the proposed amendment or change is presented and discussed at a Meeting of the Members at which time inputs from the Members are considered.