

Bylaws of the
Institute for Operations Research and the Management Sciences (INFORMS)
Society for Marketing Science (ISMS)

BYLAW I – NAME

This organization is a Society of the Institute for Operations Research and the Management Sciences, hereinafter the Institute. The society shall be named the INFORMS Society for Marketing Science, hereinafter ISMS.

BYLAW II – PURPOSES

The purposes of ISMS shall be to:

1. Foster the development, dissemination, and implementation of knowledge, basic and applied research, and science and technologies that improve the understanding and practice of marketing.
2. Encourage the exchange of information between scholars and practitioners in the marketing science area.
3. Encourage more interest by practitioners and students in the marketing science area.
4. Promote the maintenance of high professional standards in marketing science research.

BYLAW III – MEMBERSHIP AND DUES

1. Dues to defray annual operating expenses of the Society may be assessed on all members of the Society. The Board of the Society shall determine the amount of the dues.
2. Any member of the Institute may become an ISMS member by paying the Society dues.
3. Individuals who are not members of the Institute may become ISMS members by paying the ISMS dues. The ISMS dues for Institute members shall be less than the fee for ISMS-only members by at least \$10 or 50% of the ISMS dues for Institute members, whichever increment is greater.
4. ISMS membership and participation shall be free from discrimination on any basis, with equal rights, duties, and privileges. All members shall have equal rights, duties, and privileges, with the following exceptions: Only ISMS members who are also members of the Institute may vote in ISMS elections, serve as officers, or serve as voting ISMS Board members.
5. Every ISMS member shall have the privilege of nominating an ISMS member for the elected positions of the ISMS Board.

BYLAW IV – OFFICERS

The elected officers of ISMS shall be the following.

1. **The President:** The President shall be the chief administrative officer of ISMS and shall be responsible for the general supervision, direction, and control of the business and affairs of ISMS. The President shall preside at meetings.
2. **President-Elect:** The President-Elect shall in the absence or disability of the President, perform the duties of the President. The President-Elect is responsible for updating the strategic plan for the Society during their term.
3. **Past-President:** The Past-President shall chair the nominating committee during each election cycle.
4. **Secretary:** The Secretary shall maintain the protocols for each of the standing committees (See below). These protocols will consist of the standard processes and procedures followed by each committee in its activities. In addition, the Secretary shall take the minutes of the meetings and shall be responsible for such matters as correspondence and notification of meetings. Every year the Secretary will prepare an annual report describing the Section activities, including the strategic plan and the annual financial statement (prepared by the treasurer). This report shall be reviewed and approved by the ISMS board. The secretary shall also administer the voting for annual ISMS awards.
5. **Treasurer:** The Treasurer shall be responsible for all financial matters, including all financial records and an annual financial report submitted to the Secretary to be included with the annual report. The Treasurer shall oversee the approval and payment of all ISMS expenses and invoices submitted to INFORMS prior to their payment. For amounts greater than \$2000, the Treasurer may approve only if the amounts are consistent with resolutions passed by the ISMS board. For amounts less than \$2000, the treasurer may approve with the agreement of the President.
6. **Vice Presidents:** The society shall have a set of Vice-Presidents, each of whom may form and supervise a committee in charge of one or more specific activities. Committee members shall be appointed by the President on recommendation from each respective Vice-President. Each committee shall file a set of protocols with the Secretary.
 - 6.1. **V.P. of Diversity, Equity, and Inclusion (DEI).** The V.P. of DEI shall be responsible for overseeing good practices in ensuring diversity, equity and inclusion in the Society and its activities.
 - 6.2. **V.P. of Education:** The V.P. of Education shall oversee programs to stimulate interest in marketing science research among marketing Ph.D. students, assist in preparing them for their careers, and increase their engagement with the Society.
 - 6.3. **V.P. of External Relations.** The V.P. of External Relations shall oversee the Society's relationships and collaborations with outside organizations whose missions are complementary or supplementary to those of the Society's.
 - 6.4. **V.P. of Electronic Communications:** The V.P. of Electronic Communication shall oversee all the Society's electronic communications including the ISMS website, the monthly ISMS newsletter, and the monthly *Marketing Science* journal news.

6.5. V.P. of Meetings: The V.P. of Meetings shall oversee all activities related to the annual Marketing Science Conference and the marketing track at the general INFORMS meeting and shall be the contact for any other ISMS-sponsored special conferences.

6.6. V.P. of Membership: The V.P. of membership shall oversee all activities related to ISMS membership, including maintaining an up-to-date member e-mail list, promoting ISMS membership and membership renewal among academics, practitioners, and students.

6.7 V.P. of Practice: The V.P. of Practice shall oversee all ISMS activities aimed at facilitating the interface with practitioners and others interested in the practice of marketing science and shall develop and advocate for initiatives to attract and retain them in ISMS.

7. Any ISMS member accepting nomination for elected office in ISMS 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 ISMS board meetings during their tenure, except as their attendance is prevented by unusual circumstances. If an ISMS elected official must miss a meeting or be temporarily unable to carry out their responsibilities, they shall advise the Board and shall make other arrangements for the discharge of their responsibilities. If an ISMS elected official should fail during their tenure to attend regular ISMS board meetings and to carry out the responsibilities of the office, they can be removed from office upon the initiative of two-thirds vote of the ISMS Board.

BYLAW V – BOARD

1. The Board. The Board shall be the governing body of ISMS. The ISMS Board shall consist of the Officers of the Society, and up to three at-large Advisory Board members and an INFORMS Liaison appointed by the President. Each president will reconstitute the at-large portion of the Board from members of the Society. Because of its importance to the Society's activities, the editor of *Marketing Science* shall be invited to sit on the Society's Board *ex officio*. The voting members of the Board consist only of the Officers.
2. Vacancies. A vacancy in the office of the President will be filled by the President-Elect, who may serve out the term of the departing President followed by the full term for which the President-Elect was originally elected. The Secretary assumes responsibilities of Acting President-Elect and Secretary until the next regularly scheduled election, at which point a President-Elect should be elected. The Acting President-Elect may stand for election as President-Elect. Vacancies in the other elected offices shall be filled by a vote of the Officers of the Society. That Acting officer may serve out the term of the departing officer and may stand for election to that position at the next regularly scheduled election.
3. Meetings. ISMS Board meetings shall be held at least once each year. The purpose of Board meetings is to develop and implement service programs and to provide policy guidance for the ISMS officers. Special meetings can be called by the Secretary at the request of the President or a majority of Board members. If convenient, Board meetings may be held virtually. Board meetings shall be open to all Society members.

4. Quorum. A quorum shall require the presence of more than half of the voting members of the Board. The Board may act by majority vote of the members present at a meeting at which a quorum is present or (b) without a meeting if each Board member provides consent in the form of a record (e.g., by electronic mail) describing the action to be taken and delivers it to the Secretary or another member of the Board.

BYLAW VI – ELECTION AND TENURE OF OFFICERS

1. Terms of office. The terms of elected officers shall be for two years. Elections will be conducted in the fall, in time for the results to be announced in December. Any individual may serve a maximum of two terms in total, either consecutively or non-consecutively, in any particular elected office.
 - a. For purposes of continuity, officers will have staggered terms. The terms of President-Elect, Secretary, V.P. of Practice, V.P. of Membership, and V.P. of Electronic Communication will begin on January 1 of even numbered years. Elections for those officers will be held in the Fall of odd numbered years. The terms of Treasurer, V.P. of DEI, V.P. of Education, and V.P. of Meetings will begin on January 1 of odd numbered years. Elections for those officers will be held in the Fall of even numbered years.
 - b. The President-Elect shall succeed to the President position at the completion of their term. After serving as President for a two-year term, the President shall succeed to the Past-President position for a final two-year term.
2. Nominations. The immediate Past-President shall chair a nominating committee consisting of the President and President-elect, and others appointed by the President as deemed necessary. The committee shall solicit from ISMS members nominations for the offices of those whose terms are expiring and shall nominate at least one member for each of these positions. The committee shall present the nominees to the board in early Fall each year, soon after which the board shall present the nominees to the membership.
3. Voting. The elections will be conducted electronically, with ballot materials, including biographic materials of the candidate, prepared by INFORMS. Nominees for each office shall be listed alphabetically on the ballot (and so noted). For positions with only one nominee, the ballot will include a write-in option. Should a write-in candidate garner the majority of votes, he/she must meet the eligibility requirements for office. All ISMS members who are also members of the Institute are eligible to vote. A representative of INFORMS will count the ballots. A majority of ballots cast shall be necessary for election. In cases where no candidate receives a majority of ballots cast, the election shall be resolved by an electronic run-off between the top two candidates.
4. Term Start Date. All elected officers begin their terms on January 1st immediately following their election.

BYLAW VII - COMMITTEES

1. Any Board member may appoint ad hoc committees to assist in carrying out their duties, provided that the term of said committee falls within the Board member's own term of office and provided said committee does not infringe unduly upon the authority of a standing committee or officer. The duties of ad hoc committees shall be specified by the people creating the committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve Board members of any responsibilities to the Institute imposed upon them by law. Committees that are composed of members who are not Board members are advisory in nature only and are not considered a committee of the Board and may not exercise any of the powers of the Board. In all cases, the terms of the chair(s) and the committee memberships shall cease upon completion of the term of the Board member who appointed them.

BYLAW VIII – RESPONSIBILITIES TO THE INSTITUTE

1. The Society and its officers, under charter from INFORMS, are accountable to the Institute for all operations and procedures. The INFORMS Board may suspend or revoke the Charter of the Society for inappropriate operations or procedures. Each year, at a time specified by the INFORMS Vice-President for Subdivisions, the Society will submit a report to that Vice-President summarizing its strategic plan, its significant accomplishments, and its activities during the previous year. This report will contain an accounting of Society funds during the year.
2. All ISMS activities must be consistent with the provisions of the Institute's Constitution and Bylaws and with the dignity of a professional association and the nonprofit status of the Institute. A subdivision may be disbanded (a) on grounds of professional or financial irresponsibility, (b) if it becomes inactive, or (c) if its membership falls below the minimum number required, according to INFORMS Policies and Procedures. A subdivision's assets ultimately belong to the Institute and shall revert to the Institute in the event that the subdivision is disbanded or otherwise ceases to be a subdivision of the Institute.
3. ISMS shall not maintain any bank account separate from accounts owned by INFORMS.
4. ISMS shall file an activity report annually with the Institute Business Office describing ISMS activities during the past January 1 through December 31. It shall be filed no later than January 31.
5. ISMS shall notify the Institute Vice President of Sections and Societies of the results of the elections immediately following the elections.
6. ISMS shall also provide information or file reports throughout the year as reasonably requested by the Institute Board of Directors or officers of the Institute.

BYLAW IX – AMENDMENTS

1. These bylaws shall become effective upon approval by a sixty percent majority vote of ISMS members, with at least ten percent of the membership casting ballots.
2. Amendments to the bylaws that are consistent with those of the Institute may be made by a vote of the membership on a proposal to amend. Amendments to the bylaws require approval by sixty percent of the ballots with at least ten percent of the membership casting ballots. Such a proposal may be made either by a motion of the Board of the Society, or by petition in writing to the Secretary signed by at least fifty members of the Society. Votes for amendments to the bylaws shall, whenever possible, be conducted at the same time as the next election of Officers.
3. The Secretary shall send the proposed bylaw changes to the Institute Vice President of Sections and 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 (written or electronic) of the proposed amendment along with a ballot form. No ballot shall be counted unless marked by an ISMS member to indicate their choice, returned to the official tellers bearing the voter's name, and received by the teller(s) no later than a date to be specified on the ballot form – a date not earlier than two weeks from the date of distributing the ballot forms to the ISMS membership.
4. The adoption of the proposed amendment shall require an affirmative vote by at least sixty percent of the members voting, as tallied by teller(s) appointed by the President. The tellers shall report the tally to the President and Secretary 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.
5. If approved by the ISMS membership, the proposed amendment to the Bylaws shall become effective upon approval by the Institute.

BYLAW X – MEETINGS AND OTHER ACTIVITIES

1. ISMS shall conduct at least one professional meeting per year. The time and place of the meeting will be set by the V.P. of Meetings and announced in advance by the President.
2. ISMS shall sponsor the journal *Marketing Science*. It shall provide an annual financial subsidy to the journal in an amount to be negotiated annually between INFORMS and the President and Treasurer as joint representatives of the Society.
3. ISMS will administer existing awards in a manner deemed appropriate by the Board. The Society may establish additional awards, prizes and other forms of recognition for achievement and contribution to the field of marketing, to the Society, or to INFORMS.
4. ISMS shall conduct at least one business meeting per year. The time, place and agenda of the meeting shall be set by the President and announced in advance by the Secretary.
5. The members of ISMS may call a special meeting of the membership upon signed petition to the Secretary of at least 25% of the ISMS membership.

6. Robert's Rules of Order shall guide all ISMS meetings except in those cases where they are inconsistent with these Bylaws.

(Last updated June 2022 and approved by membership July 2022)