

CONSTITUTION AND BYLAWS
ORGANIZATIONAL SYSTEMS RESEARCH ASSOCIATION
Advancing research in information technologies, learning, and performance

ARTICLE I

NAME

- Section 1. The name of this organization shall be the ORGANIZATIONAL SYSTEMS RESEARCH ASSOCIATION.
- Section 2. The initials, OSRA, as used within these Bylaws shall mean the ORGANIZATIONAL SYSTEMS RESEARCH ASSOCIATION.
- Section 3. This organization shall be a non-profit educational and research association.
- Section 4. The Executive Board may select a seal or appropriate symbol for OSRA, which shall bear its name.

ARTICLE II

MISSION

- Section 1. The mission of OSRA shall be to:
- Promote research and the implementation and application of information technologies to enhance individual, group, and organizational performance.
- Section 2. In support of its mission, the purpose of OSRA is to:
1. Advance quality research—both theoretical and applied—on organizational and end-user information systems issues and opportunities.
 2. Promote the innovative application of information technologies to support individual, group, and organizational performance.
 3. Advocate a broad definition of systems implementation and application, including innovative strategies related to resource planning, training, support, continuous learning, and knowledge management.
 4. Promote dialogue among academic, business, and other organizational communities to expand the knowledge base gained through integration of practice and theory.

5. Promote organizational and end-user information systems as an academic field, within the domain of information systems, with a common body of knowledge in the analysis, definition, design, development, implementation, evaluation, and assimilation of information technologies.
6. Develop curriculum to prepare for career specialization in the organizational and end-user information systems field.
7. Disseminate findings from research and practice in the organizational and end-user information systems field to academic, business, and other communities.

Section 3. OSRA shall be an educational and a research organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954.

Section 4. Notwithstanding any other provisions of these articles, OSRA shall not, except to a nonsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association.

ARTICLE III MEMBERSHIP

Section 1. Persons eligible for membership in OSRA shall be:

1. Educators in the field of organizational and end-user information systems.
2. Information systems and business professionals in the area of organizational and end-user information systems.
3. Students interested in organizational and end-user information systems.
4. Others interested in results of research on organizational and end-user information systems.

Section 2. Membership in OSRA shall be without regard to race, creed, color, age, sex, nationality, or citizenship.

Section 3. The Executive Board shall specifically designate membership classes. Membership in the organization is required in order to:

1. Serve as an officer.
2. Serve on the Executive Board.

Section 4. Admission to membership in OSRA shall be effective upon approval of the application in accordance with policies and procedures established by the Executive Board.

Section 5. Membership shall terminate automatically when dues or assessments are in arrears. Membership shall be reinstated upon the payment of dues.

Section 6. A member in good standing may resign from OSRA but shall not be entitled to any refund of dues or assessments.

ARTICLE IV ORGANIZATION OF OFFICERS

Section 1. The officers of OSRA shall be:

1. President;
2. Executive Vice President;
3. Vice President, Professional Studies;
4. Vice President, Membership;
5. Vice President, Research;
6. Vice President, Publications;
7. Secretary; and
8. Treasurer.

Section 2. These officers shall be elected by ballot vote of the OSRA membership in accordance with procedures outlined in Article XII.

Section 3. All officers except treasurer shall serve for a one-year term and may be re-elected to that position for a second consecutive term. The treasurer's usual term of office is two years and may be re-elected for a second consecutive term to that position. (See Article XII, Section 11.)

Section 4. Vacancies occurring in offices shall be filled by appointment of the President and shall be for the unexpired term only.

Section 5. Included in the context of the Executive Board but not elected as officers shall be three Member-at-Large categories. The Members-at-Large shall be appointed by the President and shall serve as voting members of the Board. The designation of the Member-at-Large categories shall be:

1. Member-at-Large, Research (1);
2. Member-at-Large, Conference (1); and
3. Member-at-Large, Business Associate (max 2).

Section 6. At the discretion of the President and with the support of the Executive Board more than one person may be appointed to each category of Member-at-Large with a maximum of two for Business Associate; however, only one vote is allowed per Member-at-Large category.

ARTICLE V DUTIES OF OFFICERS AND MEMBERS-AT-LARGE

Section 1. President

1. Coordinates activities of the Executive Board.
2. Calls meetings of the Executive Board as deemed necessary.
3. Suggests activities for OSRA and its Executive Board based upon input from the membership.
4. Serves as official spokesperson of OSRA to other associations and to appropriate members of industry, education, and the press.
5. Develops annual budget in conjunction with Executive Vice President, Treasurer, and the Executive Director and submits for Board approval at the annual meeting.
6. Develops procedures for planning and administering OSRA activities.
7. Reports to the Executive Board and to the OSRA membership on matters of interest and concern.
8. Appoints Parliamentarian in absence of Immediate Past President.
9. Serves as ex-officio member of all OSRA committees.

Section 2. Executive Vice President

1. Serves as President-elect.
2. Administers membership promotion in conjunction with the Immediate Past President; Vice President, Membership; and Executive Director.
3. Develops budget in conjunction with the President, Treasurer, and the Executive Director.
4. Serves as a liaison for the functions of the Vice President, Membership; the Vice President, Research; and the Board Member-at-Large, Research; and, when necessary to facilitate decisions.
5. Works with the President in developing long-range plans (1-3 years) for working with other professional groups and trade associations.
6. Serves as President in the absence of the President.

Section 3.

Vice President, Professional Studies

1. Compiles, maintains, and analyzes a database of current and emerging organizational and end-user information systems curricula at colleges and universities.
2. Develops and reviews a file of course content of course offerings in organizational and end-user information systems curricula on a 3-5 year basis.
3. Serves as chair of the Curriculum Revision Committee.

Section 4.

Vice President, Membership

1. Works closely with the Board and the Executive Director to develop strategies for recruiting new members from both industry and education.
2. Works closely with the Board and the Executive Director to investigate mechanisms for retaining members and for encouraging former members to reactivate their membership.
3. Promotes the benefits of membership in OSRA.
4. Serves as chair of the Membership Committee.

Section 5.

Vice President, Research

1. Develops priorities for OSRA research in conjunction with the Member-at-Large, Research, and with the Executive Vice President.
2. Develops strategies for obtaining cooperation from industry in research projects and activities of OSRA members in cooperation with the Vice President, Membership.
3. Establishes communication channels for all members of OSRA regarding the research interests of members and on-going projects by various individual firms or industry groups.
4. Develops and reviews guidelines to be used for sponsoring OSRA member research projects.
5. Establishes guidelines to coordinate the function of the Board Member-at-Large, Research.
6. Coordinates the publication of research results with the Vice President, Publications.
7. Develops a separate budget for research-related activities to submit to the Budget Committee.
8. Serves as the chair of the Research Committee.

Section 6.

Vice President, Publications

1. Establishes guidelines for the development and the publication of an OSRA journal.
 - a. Sets up an editorial committee to evaluate submitted manuscripts.
 - b. Develops a mechanism to invite, receive, and review manuscripts.
 - c. Develops an estimate of the cost to publish and distribute the journal.
2. Oversees the publication of a research journal through an appointment of an editor and other staff as necessary.
3. Maintains an open channel of communication with appropriate press personnel, publishing houses, and related professional and trade associations.
4. Coordinates with the Executive Director the planning and distributing of OSRA member communications.
5. Prepares a budget for publication activities for submission to the Budget Committee.
6. Oversees the publication of newsletters through an appointed editor who
 - a. Publishes four newsletters annually.
 - b. Communicates with members and nonmembers for information and appropriate articles to publish in the newsletters.
 - c. Works with Member-at-Large, Conference, to advertise and promote attendance at the annual conference.
7. Oversees the web site through an appointed webmaster who keeps the site up to date with current information about officers, conferences, organization information, listserv, conference proceedings, and maintenance of site.

Section 7.

Secretary

1. Maintains and distributes written records of all OSRA membership meetings and Executive Board meetings.
2. Serves as the chair of the Constitution and Bylaws Committee.
3. Prepares ballot for Bylaws.

Section 8.

Treasurer

1. Assists the President and the Executive Vice President in the preparation of a fiscal year budget for OSRA, identifying allocations for all major activities relating to member communications, publications, research, and conferences.
2. Establishes and maintains an accurate system for recording all receipts and disbursements in accordance with IRS guidelines for non-profit and tax-exempt organizations
3. Works with the Executive Director to develop a budget and procedures for handling and controlling the costs required for supplies, publications, conferences, Executive Board meetings, and other appropriate OSRA activities.
4. Works with the Executive Director to determine the costs and procedures to administer the office of the Executive Director.
5. Pays the bills that are the responsibility of OSRA and authorized by the Board.
6. Works with the Executive Director to arrange for the annual audit.
7. Serves as chair of the Budget Committee.

Section 9.

Board Member-at-Large, Research (1)

1. Assists the Vice President, Research, in:
 - a. Reviewing guidelines for mini grant proposals.
 - b. Reviewing evaluation criteria of mini grant proposals.
 - c. Evaluating mini grant proposals.
2. Cooperates with the Vice President, Research, in:
 - a. Defining the research areas of interest to OSRA members.
 - b. Developing the research methodology to be followed by research projects.
3. Prepares a budget in conjunction with the Vice President, Research.

Section 10.

Board Member-at-Large, Conference (1)

1. Acts as a coordinator for OSRA's annual conference and chairs the Conference Committee.
2. Works closely with the Executive Board in developing a theme for the annual conference including call for papers, selecting paper reviewers, and determining the final program format.
3. Makes hotel arrangements for the conference.

4. Works closely with the Executive Director and the Vice President, Publications, in advertising and promoting attendance at the conference.
5. Prepares a budget for conference-related activities for submission to the Budget Committee.

Section 11. Board Member-at-Large, Business Associate (max 2)

1. Shares with the membership and others the industry perspective of information systems and technology, trends, and practices.
2. Serves on organizational committees as needed.

Section 12. Immediate Past President

1. Serves as Parliamentarian.
2. Serves as ex-officio member of the Board.
3. Serves as an advisor to the President.
4. Serves as chairperson of the Nominating Committee.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. The Executive Board may appoint an Executive Director for the organization for a two-year term, renewable upon satisfactory evaluation. The evaluation process is to be determined and approved by the Executive Board. The Executive Director may not be an elected or appointed officer and shall not have voting privileges of an Executive Board member.

Section 2. Executive Director

1. Serves as chief administrative officer of the Organizational Systems Research Association under direction of the Executive Board. The Executive Director shall be an employee of the organization and may not serve as an officer or as a Member-at-Large.
2. Provides an office location and central repository for the Association for correspondence, membership records, financial records, legal documents, tax reporting, and the inventory of the Association's publications and historical archives.

3. Retains any Board-authorized secretarial and other support services required for conducting the Association's business. All payments to secretarial and other support personnel must have prior approval of the Executive Board.
4. Operates the executive office within the budget approved by the Executive Board.
5. Assists the president in organizing agendas for board meetings and provide background on the various issues under consideration.
6. Advises Executive Board on the various administrative functions that are essential to the Association's continuity, legal status, and any required tax reporting.
7. Provides guidance for the Member-at-Large, Conference, in planning the Association's annual conference. Collects and deposits registration fees. Prepares a conference registration and financial report within thirty days of the conference. Forwards all invoices to the Treasurer for payment within thirty days of receipt. Maintains historical reports of each conference.
8. Provides guidance and support for the production and distribution of the Association's publications, ensuring that publications are mailed to members within 30 days of receipt from the editor(s).
9. Provides data and historical information to the elected and appointed Executive Board Members to assist them in carrying out their prescribed duties and responsibilities.
10. Provides advice, guidance, and detailed support for the Association Executive Board, individually and at board meetings, to provide for the continuity, financial management, professional reputation, quality of publications and conferences, and overall direction of the Association.
11. Attends all Executive Board meetings and provides a written report on budget, membership, conference, publication activities, and on any other matters as requested by the Executive Board.
12. In cooperation with the Treasurer, maintains accurate, auditable financial records and compiles and submits annual tax returns.
13. Collects membership dues and maintains accurate membership records and dues payment.
14. Maintains an up-to-date mailing list of all active members.
15. Serves as ex-officio member of committees, as requested by the Executive Board.
16. Serves as liaison, on a selective basis, to other related professional bodies in the organizational systems and end-user information systems fields.

ARTICLE VII

EXECUTIVE BOARD ORGANIZATION MEMBERSHIP

- Section 1. An Executive Board composed of all the elected officers and the Board members-at-large shall administer OSRA. The Immediate Past President and the Executive Director serve ex-officio. The Board Members-at-Large, appointed by the President, shall be from geographic regions not represented by the elected officers when practical.
- Section 2. The Executive Board shall have full authority and responsibility to direct and control the operations of OSRA in accordance with these Bylaws. The Executive Board shall determine policies and procedures for OSRA, adopt rules and regulations for the conduct of its business, and may appoint agents.
- Section 3. A majority of the official members of the Executive Board shall constitute a quorum at any meeting of the Board.
- Section 4. Providing a quorum of members exists at a Board meeting, decisions of the Executive Board will be reached by a majority vote of the proxy votes and votes of the members present.
- Section 5. If an Executive Board member is unable to attend a regular or special meeting of the Board, a written proxy may be submitted by the absent member to the Secretary to be voted as directed by the absent member. An absent member may submit a proxy that authorizes a member present to vote on his/her behalf on all matters that come before the Board at that meeting.
- Section 6. When Executive Board action is required and it is deemed necessary by the President, voting by mail, or telecommunications, can be utilized in lieu of a Board meeting. These mail votes shall be reported to the Executive Board and entered in the record by the Secretary.
- Section 7. Any member of OSRA may submit to the Executive Board for consideration any resolution concerning the policies of OSRA. Results of the consideration must be distributed in writing to the person who submitted the resolution and through normal channels to the OSRA membership.
- Section 8. Executive Board members must meet the membership qualifications as stated in Article III, Section 1, Parts 1 and 2 of the Constitution and Bylaws.

Section 9. The Executive Director shall distribute notice of all Executive Board meetings within a time established by the Executive Board. Notices of the Executive Board meetings shall be distributed in writing to all Board members and appropriate interested parties who have business before the Board.

Section 10. The members of Executive Board shall receive no compensation for their services but may be reimbursed for OSRA expenses authorized by the Executive Board and with proper documentation.

ARTICLE VIII MEETINGS

Section 1. An annual meeting for voting members of OSRA will be held at a time and place as determined by the Executive Board. Such meeting may be held within or outside the State of Ohio. The primary purpose of this meeting shall be to present to the general membership the results of research and perform any other activities required of the membership related to the purposes of OSRA. The election of officers will occur by a mail vote prior to the annual meeting. See Article XII.

Section 2. Concurrent with the annual meeting, an Executive Board meeting will be held. Executive Board meetings may be held at other times as deemed necessary by the President or by a majority vote of the Executive Board.

ARTICLE IX RULES AND PROCEDURES AT ANNUAL AND BOARD MEETINGS

Section 1. The rules of procedure contained in the most recent edition of Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section 2. The rules of procedure may be suspended if deemed necessary by the President and by a majority vote of those present at the meeting.

ARTICLE X MAIL VOTE OF THE OSRA MEMBERSHIP

When a majority of the Executive Board feels a question has arisen which it believes should be put to a vote of the members, the Executive Board may submit such issues to the membership in writing by mail for vote. Actions resulting from the majority mail vote shall be binding upon OSRA and the Executive Board and shall be reported to the membership by the Executive Director.

ARTICLE XI

COMMITTEES AND THEIR ADMINISTRATION

Section 1.

Standing Committees include:

1. Nominating
 - a. Shall be chaired by the Immediate Past President. The Immediate Past President shall appoint the members of this committee.
 - b. This committee shall not include the President or the Executive Vice President. This committee shall consist of at least five members, and there must be at least one member to represent each of the categories of members described in Article III, Section 1, Parts 1 and 2. The committee shall also reflect a representation of the geographic distribution of the OSRA membership.
2. Research
 - a. Vice President, Research, is chair of this committee.
 - b. Committee members include Member-at-Large, Research, and OSRA members from academic and industry environments.
3. Publication
 - a. Vice President, Publications, is chair of this committee.
 - b. Committee members include at least three additional OSRA members not on the Executive Board who in turn will serve as the editorial review board for the *Information Technology, Learning, and Performance Journal*.
4. Conference
 - a. Board Member-at-Large, Conference, is chair of this committee.
 - b. Committee members include the President and OSRA members from academic and industry environments.
5. Budget
 - a. Composed of the President, Executive Vice President, Treasurer, and the Executive Director.
 - b. Their duties shall include retaining an accounting firm and reviewing investments of the organization.

- Section 2. Ad Hoc Committees
1. The President shall have the authority to appoint special committees for specific studies, concerns, or events. The chairs of these committees will serve as ex-officio members of the Board for the duration of the committee.
 2. Officers and Members-at-Large may appoint committees to carry out assigned responsibilities.

- Section 3. Committee Administration
1. The chair shall appoint the unspecified members of his/her committee.
 2. Each committee must report to the Executive Board once each fiscal year.
 3. As ex-officio member of all committees, the President receives copies of all committee reports and correspondence.

ARTICLE XII ELECTION, REMOVAL, AND REPLACEMENT OF OFFICERS

Section 1. The Nominating Committee shall be charged with the responsibility of ensuring that at least one eligible nominee is available for each vacant office.

Section 2. Requests for submission of nominations for specific offices shall be mailed to all members. Names of nominees should be submitted in writing within 21 days of the date of the mailing.

Section 3. All candidates must be in good standing as OSRA members and must meet the eligibility requirements set forth in Articles III and XIII.

Section 4. The Nominating Committee shall obtain the consent and biographical information for each nominee. The Committee should furnish each nominee with the basic description of duties and responsibilities of the office and how much time the office would demand.

Section 5. The Nominating Committee shall identify the most suitable eligible candidates and prepare a slate of nominees.

Section 6. Ballots shall be mailed first-class to all members, along with biographical information of each of the nominees, to be marked, signed, and postmarked within 21 days of the date of the mailing.

- Section 7. An official scrutineer shall be appointed. This person shall be a member of OSRA who is not on the Board, not on the Nominating Committee, and not seeking election.
- Section 8. The Executive Board shall be responsible for the establishment of balloting methods that shall safeguard the rights of the electorate to a secret ballot and shall provide assurance that the ballots are cast only by voting members (following the procedure given in Article XII, Section 6).
- Section 9. The nominees receiving a plurality of the votes cast shall be elected. Those elected will take office at the beginning of the next fiscal year. In cases of a tie vote, the winner will be determined by a majority vote of the current Executive Board.
- Section 10. The winners and losers shall be notified. The results of the election shall be announced at the annual meeting. The results of the election shall be confirmed to the membership by mail.
- Section 11. Officers shall be eligible for re-election for one consecutive additional term in a particular office except that the President shall become the Immediate Past President, the Executive Vice President shall become the President, and the Immediate Past President may not be elected President or Executive Vice President for the succeeding term. (See Article IV, Section 3).
- Section 12. If the OSRA membership of any officer or member of the Executive Board shall terminate or be terminated for any reason, the office shall automatically become vacant. However, the OSRA membership of an officer may not be terminated by action of the Executive Board while such member holds an elective office.
- Section 13. Any vacancy occurring in an elected officer position shall be filled by appointment of the President. The person appointed shall complete the unexpired term only.
- Section 14. Any member of the Executive Board, its standing committees, the OSRA standing committees, and special committees may be removed for cause by a three-fourths majority vote of the full Executive Board. Appeals to such action may be brought before the OSRA membership by presentation to the Secretary of a petition signed by ten percent of the valid membership of OSRA.

ARTICLE XIII DUES, FEES, AND FINANCIAL ACCOUNTABILITY

- Section 1. The annual dues assessed to each regular, non-institutional member shall be set by the Executive Board. Dues shall be assessed on the original anniversary date of each member.
- Section 2. The fiscal year of OSRA shall begin on June 1 and end on the following May 31.
- Section 3. The Executive Board may designate additional classes of membership and assign a membership fee for each class of membership.
- Section 4. All fees, dues, and funds provided OSRA shall be collected and deposited by the Executive Director.
- Section 5. All dues and other contributions to OSRA shall be deposited to its authorized accounts as determined by the Executive Board, and these funds shall be disbursed through the Treasurer as approved by the Executive Board.

ARTICLE XIV AMENDMENTS

- Section 1. The Executive Director in conjunction with the chair of the Ad Hoc Constitution and Bylaws Committee shall send notice of proposed amendments to the Constitution and Bylaws to all OSRA members. All members shall have 30 days to return to the chair of the Ad Hoc Constitution and Bylaws Committee a signed ballot reacting to the proposal. Two-thirds of the returned ballots must support any proposed change for it to become effective.
- Section 2. All questions of interpretation of the Constitution and Bylaws shall be decided by a majority vote of the Executive Board.

ARTICLE XV ANCILLARY ORGANIZATIONS

OSRA, through its Executive Board, shall establish such ancillary organizations as deemed necessary to promote the goals and objectives of this organization. The Executive Board shall determine and assign these organizations their responsibilities and accountabilities.

ARTICLE XVI INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

The Executive Board, regardless of the adverse interest of any or all of its members, may, to the extent the Board deems reasonable, authorize the indemnification and reimbursement of any person made a party to any action, suit or proceeding if he/she is, or was, a

board member or officer of the Organization, for expenses, including attorneys' fees, and the amount of any judgment, money decree, fine, penalty or settlement for which he/she may have become actually liable in connection with the defense of, or reasonable settlement of, any action, suit, or proceeding, or any appeal therein. This section shall not affect any right to which such board member or officer is entitled under any statute or otherwise.

ARTICLE XVII

DISSOLUTION OF THE ASSOCIATION

Upon the dissolution of the association, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the association, dispose of all of the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.