



Operational Excellence Division Bylaws

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OPERATIONAL EXCELLENCE DIVISION BYLAWS

Institute of Industrial & Systems Engineers

ARTICLE 1. NAME

This organization will be named the Operational Excellence Division of the Institute of Industrial & Systems Engineers.

ARTICLE 2. PURPOSES

The purposes of the Operational Excellence Division of the Institute of Industrial & Systems Engineers will be to:

- Develop, maintain, and disseminate a body of technical knowledge
- Provide a forum for technical networking
- Be perceived as the voice of the technical specialty
- Support IISE's mission, provide member value, and promote the discipline

ARTICLE 3. POWERS

1. The Division will have the power to recommend policies within its area of interest to the Board of Trustees of the Institute. Recommendations will be forwarded to the Board of Trustees of the Institute upon a majority vote of the Board of the Division (Board), or by a two-thirds vote of the members voting by electronic mail.
2. The Division will have the power to review and comment on policies that are proposed by other bodies within the Institute structure.
3. The Division will have the power to issue statements through the regular channels of the Institute.
4. The Division will have the power to conduct educational and informational programs for its members.
5. The Division will have the power to publish educational and informational material in whatever medium (print, audio or video tape, film, electronic, etc.), is best suited, subject to the policies of the Institute.
6. The Division will have the power to recommend contracts, but only the Institute will have the power to sign contracts.

ARTICLE 4. MEMBERSHIP

Any member of the Institute may become an Operational Excellence Division Member. All members of the Operational Excellence Division will have equal rights and privileges, except for student members. Student members do not have voting rights. Currency of membership in the Operational Excellence Division is concurrent with IISE membership.

ARTICLE 5. OFFICERS

1. The officers of the Operational Excellence Division will be a President, a President-Elect, and a Past-President who serve terms of one year each.
 - a. The President: is the chief administrative officer of the Division and in this role is responsible to:
 - i. Develop and execute the Division's strategic plan.
 - ii. Be the official representative of the Division in dealing with the Institute or other organizations within the Institute.
 - iii. Call and organize meetings of the Division, appoint ad hoc committees as required, appoint chairs and members of standing committees, manage the affairs of the Division between meetings, and preside at Division Board meetings and Division membership meetings.
 - iv. Maintain contact with the Institute
 - v. Receive reports of activities from those Division Committees that may be established
 - vi. Conduct the annual election or appointment of officers and Board members for the Division

- vii. Help prepare the annual budget of the Division for submission to the Institute
 - viii. Make arrangements for the orderly transfer of all the Division's records to the succeeding President
 - ix. Perform other duties usual to the office of an organization's chief administrative officer.
 - b. The President-Elect will:
 - i. Act as President in the absence of the President
 - ii. Perform other duties as assigned by the President or the Board.
 - iii. Assist the President in developing the Division's strategic plan
 - c. The Past President will:
 - i. Oversee the election/appointment process as specified in Article 7.
 - ii. Assist the President in developing the Division's strategic plan
2. Regular members of the board will be appointed to different positions to carry out Division activities which typically include the following: (The specific roles and responsibilities of these positions will be outlined in the Division's Operational Guidelines.)
- a. Secretary
 - b. Director of Newsletter
 - c. Director of Technical Content
 - d. Director of Outreach and Networking
 - e. Director of Events and Conferences
 - f. Director of Awards
 - g. Director of Student Activities
 - h. Director-At-Large

ARTICLE 6. BOARD

1. The Board will be the governing body of the Division and will guide the officers in the administration of the Division's business. The Board must consist of eleven members (including the President, the President Elect and the Past -President), who will be elected by the Division members, and up to four non-voting Board Members who will be appointed by the Board. Division Board meetings must be held at least once each year, normally during the annual membership meeting of the Division during the IISE annual conference. Additional meetings by conference call must be held at least quarterly, and more often if needed. Special meetings of the Board can be called by the President or a majority of Board members. All Division Board meetings will be open to Division members.
2. Up-to two of the non-voting members will be appointed from university/college student members, who will serve as Director(s) of Student Activities on the Operational Excellence Division Board of Directors.
3. The terms for Board members are as follows: the non-voting board positions will serve for one year, the president, the president-elect and the past president will serve for one year and the other (eight) voting board members will serve for two years.
4. A majority of the voting Board members will constitute a quorum. A mail or electronic ballot can be used to vote on a Board action. In this case a majority of the voting members of the Board must vote in order for the action to be valid.

ARTICLE 7. ELECTION AND TENURE OF DIVISION OFFICIALS

1. All elected officers and Board members are to be elected in accordance with the process outlined below.
2. The President-Elect will succeed to the office of President at the completion of the President's term.
3. No officer, who has served a full term, is eligible for immediate election to the same office.
4. The Past-President must oversee the election process. The Past-President will prepare a slate consisting of at least two nominees for each position to be filled. At least two weeks prior to the scheduled election date, the Past-President will present the slate to the Board for approval.

5. Nominees for the position of President-Elect must be current elected Board members or must have served on the board in the past five years, unless no such members are available, in which case the Past-President will locate other qualified candidates.
6. Nominees for the positions of elected officers and Board members must be current IISE and Division members.
7. The IISE Technical Networking Liaison will administer the election. The elections will be conducted by electronic ballot. Nominees for office must be listed alphabetically on the ballot. Nominees must provide a brief biographical summary and position statement. The election must be open for at least two weeks.
8. The IISE Technical Networking Liaison will tally the results. The winning candidate for each position will be the candidate receiving the largest number of votes. In the event of a tie vote for any position, a runoff election will be conducted by electronic ballot. The President will make the official notifications to the individuals and make the official announcement of the members elected. Following their election, elected members will meet current board members at the IISE Annual Conference and will assume their position on June 1.
9. For the appointment of the non-voting Board members, the Past President will prepare a slate of nominees for the Board to approve and/or to cast votes for the candidates. The approved candidates and/or candidates with the highest votes will be appointed.

ARTICLE 8. VACANCIES

1. Division board vacancies may occur through a voluntary written resignation or by division board vote to remove an officer or board member.
 - a. Any Division member accepting nomination for office in the Division is understood to have agreed to perform the duties of that office.
 - i. In particular to have agreed to attend the annual regular Division Board and membership meetings
 - ii. Division officials who must miss a meeting or be temporarily unable to carry out their responsibilities will advise the President and will make other arrangements for the discharge of his/her responsibilities.
 - b. Division officials who fail to attend regular Division meetings or to carry out the responsibilities of the office, can be removed from office upon the initiative of two-thirds vote of the Division Board.
2. The Board shall fill by appointment any vacancies that may occur on the Board according to the following procedures:
 - a. If the vacancy occurs in the office of President, the President-Elect will complete the President's term and then serve his or her own term as President. The board will appoint a replacement President-Elect from the regular members who are eligible to become President to serve in the interim.
 - b. If the vacancy occurs in the office of President-Elect, the Board will select a new President-Elect from the regular members who are eligible to become President.
 - c. If the vacancy occurs in a position of Board Member, the Board will appoint a regular member of the Society to fill that position until the end of the fiscal year, with preference being given to the candidate in the most recent election/appointment who received the next highest number of votes. If the vacancy is in a first year Board Member position, the position will be filled by election/appointment for the second year.
 - d. If the vacancy occurs in the position of Immediate Past President, it will be filled by the next most recent Past President. If the next most recent Past President is not able to fill the position, then it will be filled by the third most recent Past President; and so forth.
 - e. Should problems arise in respect to the succession procedures outlined above, the Board will decide on an appropriate succession.
 - f. Other vacancies will remain until the next Division election/appointment cycle.

ARTICLE 9. FORFEITURE OF OR REMOVAL FROM OFFICE

Any Board member shall automatically forfeit his/her Board membership if he/she loses eligibility for, or is expelled from membership in IISE or the Division.

ARTICLE 10. CONFLICT OF INTEREST

Each officer, Board Member, or nominee shall make a written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy on the Board and annually during the term of office. During their terms of office, directors and officers shall promptly make full disclosure to the Board of any existing or new employment, activity, investment or other interest that might involve obligations that may adversely compete with, or be in conflict with, the interest of IISE or the Division.

ARTICLE 11. RESPONSIBILITY TO THE INSTITUTE

The Division must operate in accordance with the Constitution and Bylaws of the Institute.

ARTICLE 12. AMENDMENTS

1. Proposed amendment(s) to these Bylaws may be initiated either by action of the Division Board or by a petition to the President signed by 5% of the membership or 15 members of the Division, whichever is smaller.
2. The IISE Technical Networking Liaison will distribute to all members copies of the proposed amendment along with ballot forms by electronic mail. Ballots will be submitted electronically not later than two weeks after distribution to the membership.
3. The adoption of the proposed amendment requires an affirmative vote by at least two-thirds of the members voting, as tallied by the IISE Technical Networking Liaison who must report the tally to the President within one week of the date specified for receipt of the ballots. The President must announce the result of the balloting to the membership.
4. If approved by the Division membership, the proposed amendment to the Bylaws will become effective upon approval by the Institute.

ARTICLE 13. ADOPTION OF THE OPERATIONAL EXCELLENCE DIVISION BYLAWS

The adoption of the Bylaws of the Operational Excellence Division requires an affirmative vote by at least two-thirds of the members voting in response to an electronic ballot for this purpose. The IISE Technical Networking Liaison will tally the votes and report the results to the President.

ARTICLE 14. USE OF THE DIVISION OR INSTITUTE NAME

1. The Operational Excellence Division logo must be used by officers, Board members, and staff for authorized Division business and projects exclusively. Use of the Division logo to endorse, foster, or criticize any commercial product, vendors, services, or to express personal views about legislative issues is prohibited.
2. Upon completion of official terms of office, officers and Board members must discontinue the use of the Operational Excellence Division logo immediately. The same rule will apply to support staff upon termination of their support to the Division, or their employment by the Division or the Institute.

ARTICLE 15. LEGAL ACTIONS

If the Division, or any of its subsidiary organizations, becomes involved in, or is about to be involved in legal action before any court of law, the President must consult with the Institute Board of Trustees through the Executive Director of the Institute.