


TO MMS Officers and Directors
FROM Peter Gordon 
Subject Attachments

Please find attached, drafts of the following:

- 1) Minutes of Directors' Meeting
- 2) Updated list of Officers
- 3) Changes to the Constitution and By-Laws as voted on at annual meeting

Please read these carefully. If any changes are required, please contact me before May 15. If any changes are made, updated information will reach you by May 31.

Rich Sebastian is currently working on minutes from the Annual Meeting and these will be circulated soon.

SOUTHEAST MISSOURI STATE UNIVERSITY

M E M O R A N D U M

TO: MMS Board of Directors
FROM: Peter J. Gordon
DATE: April 23, 1987
RE: Changes to Constitution

Several changes were made to the Constitution and By-Laws at the annual meeting this year. Constitutional/By-Law changes were passed by the required more than two thirds majority at the annual meeting.

Addition of New Officer

The position of Vice President-Membership was added to the list of elected officers.

The changes to the Constitution would be as follows:

Article III

2. The elected officers shall be President, Vice President-Programs, Program-Chair Elect, Vice President-Membership, and Secretary/Treasurer.

The changes to the By-laws would be as follows:

By-Law 5 - Officers' Duties and Terms

4. Vice President-Membership shall be responsible for promoting the society and the conference. This will include publishing an annual membership list and distributing it to all members, and publishing a newsletter on either an annual or semi-annual basis for distribution to members and prospective members.
5. Secretary/Treasurer ... (old #4 renumbered)
6. Terms (old #5 renumbered)

For your information, an old set of the Constitution and By-Laws is attached.

David Gustafson will present these changes to the MBAA this summer, and upon approval, we will circulate updated Constitution/By-Laws.

PJG:psb

MIDWEST MANAGEMENT SOCIETY

Minutes of Meeting of Officers and Directors

9:00 - 10:30 p.m. Wednesday, March 25, 1987

In Attendance: Peter Gordon, Larry Wall, Steve Norton, Rich Sebastian, Jann Freed

It was decided to recommend to those present at the annual meeting that the MMS:

1. Include discussants in next year's sessions.
2. Investigate adding a session with a prominent scholar. Jerry Hunt, who was active in the MBAA before moving to Texas Tech, would be invited for the 1988 Conference (Gordon would contact; Wall will coordinate).
3. Investigate adding a session with some major corporate executive/practitioner. Some reservations were expressed about doing too much at once.
4. Add a round table/poster/work in progress session. After lengthy discussion it was decided that the call for papers would include a call for work in progress, incomplete papers, etc. Abstracts only of such papers would appear in the proceedings.
5. Establish a new office--Vice President of Membership. This person would have the responsibility of preparing a list of members and a newsletter, as well as any other PR functions.

It was also decided to nominate Jann Freed for the position.

6. Ask Stu Klein if he would be willing to accept nomination for the position of Program Chair Elect. (He subsequently expressed a desire to fill the position.)
7. With the elevation of current directors Klein and Freed to other positions, two new directors need to be appointed.

Ron Sardessai (University of Houston) and Glenda Gallisath (Morningside College Iowa) were nominated. Both have previously been active in the organization. It was also decided to rotate only one additional director off the roster, replacing Marie Madison with a new nominee. Although several names were discussed it was decided to fill the additional positions by nomination from the floor during the meeting.

Additional matters were discussed and the following were decided:

1. Following the precedent set in 1985 and 1986 (where the cost of the Proceedings were equally borne by Southeast Missouri State University and

University of Missouri-St. Louis) and in 1987 (where the costs were shared by Western Illinois University and Indiana University at South Bend), we would like the schools of the VP Programs and Program Chair Elect to continue this practice if possible. Revenues from the sale of Proceedings could then be utilized for promotion of the Society and the conference.

2. To avoid subcontracting part of the proceedings production to off-campus providers, it was decided that if complete copying, typesetting and binding facilities were not available at the Program-Chair Elect's University, then Southeast Missouri State University would perform the actual publication of the proceedings in order to minimize costs of production. This would also ensure that someone from a smaller institution that has minimal print shop facilities would never be excluded from acting as Proceedings Editor.
3. Next year the MMS would again have a suite, if possible, and host an open house for all current and prospective members.
4. We would request that David Gustafson (who was subsequently elected MBAA Vice President) convey our request for early recognition as a formal organization at the summer MBAA board meeting. MBAA rules state an organization must be on probation two years before formal recognition. Although this year completes our probation, MBAA disbursements to organizations is based on status as at the conference date. If we could be retroactively granted full status, we could receive a much higher disbursement from MBAA. Our arguments would be:
 - a. That we have actually already met one MBAA organization guideline as 1987 will be the third year of published proceedings.
 - b. That the MBAA waived the two years probation for the newly formed Midwest Accounting Society.
 - c. As we are the only organization in such a position, early recognition would not cause any major disruption to MBAA rules.
 - d. As an extra incentive, Don Albinato subsequently asked me if the MBAA could use a computerized list of AACSB member schools that was developed last year for MMS. Since we are doing the MBAA a favor...
5. The MMS would try and organize a ^{summer} officers and directors meeting to facilitate planning for 1988. (Subsequent discussions suggested either Chicago or St. Louis at the site. Costs will be investigated and you'll be notified later. Suggestions are welcome.)

The meeting was adjourned and informal discussions continued in the MBAA suite

Constitution of the
Midwest Management Society

Article I - NAME OF ORGANIZATION

The name of this organization shall be "Midwest Management Society (MSM).

Article II - PURPOSE AND OBJECTIVES

1. MSM is a nonprofit organization whose basic purpose is the development and recognition of individual efforts in the field of management.

2. The major objectives are:

- a. to promote the association of management professionals;
- b. to provide programs aimed at improvement of teaching, research and writing by allowing application and exchange of management related ideas;
- c. to provide a forum for the publication of the results of research and other scholarly work;
- d. to recognize excellence in research and writing in the field of management.

Article III - GOVERNING BODY

1. The governing body shall be the Board of Directors, which shall consist of all elected officers, the immediate Past-President, and six at-large Directors. The President shall be the Chairperson of the Board of Directors.

2. The elected officers shall be President, Vice President-Programs, Program Chair-Elect, and Secretary/Treasurer.

3. The Board of Directors shall be the principal administrative body and is subject to referendum by the total membership. The Board shall be responsible for financial and other operations, especially as these relate to the accomplishment of organizational objectives.

4. The nominating committee shall consist of the President and the two most immediate Past-Presidents who are willing to serve.

Article IV - MEMBERSHIP

1. The membership shall consist of those persons who support the objectives of the organization and pay the annual membership fee.
2. The right to vote, to initiate referenda, to initiate and sign petitions, and to hold office are reserved to members in good standing.

Article V - MEETINGS

1. Annual Business Meeting. There shall be a general business meeting of all members to be held annually during the Midwest Business Administration meetings. All members shall be notified in writing as to the time and place of the annual general meeting. Announcement of the general meeting made in the program of the Midwest Business Administration shall suffice to meet this requirement.
2. Board of Directors' Meeting. A planning meeting shall be held by the Board of Directors at least once a year at the call of the President. Each member of the Board shall be notified in writing of the meeting time and place at least fifteen (15) days prior to the meeting date.
3. Special Meetings. Special meetings of the membership may be called by the President with at least thirty (30) days' notice.
4. Quorum. At official meetings of the membership, the members present will constitute a quorum. At meetings of the Board, one-third of the Board members will constitute a quorum.
5. Procedure. All questions of parliamentary procedure shall be first settled by referring to the Constitution and Bylaws of this organization, then to Robert's Rules of Order (Revised).

Article VI - CHANGES IN THE CONSTITUTION

1. No article shall be added to this Constitution and no part shall be amended or annulled except either by: (a) formal proposal, discussion, and written ballot approval by at least two-thirds of the members present at the annual meeting; or by (b) formal proposal, an opportunity to prepare briefs stating arguments pro and con, and a mail ballot sent to the membership--approval is required by at least two-thirds of the members responding within thirty (30) days after posting.
2. Proposal of change may be made by the Board of Directors or by a petition to the President that is signed by at least five percent of the members in good standing.
3. A proposed change in the Constitution shall be submitted to the membership at least thirty (30) days before the meeting or at least thirty-five (35) days before the mailed ballots are due. Amendments to the proposed constitutional change may be made during the discussion of the proposed change at the annual business meeting provided that

such amendments do not deviate substantially from the originally proposed constitutional change.

4. Copies of amendments shall be distributed to the membership as soon as possible after adoption.

Article VII - REFERENDA

Upon its own initiative or upon the request in writing of five percent (5%) of the members in good standing, the Board of Directors shall submit a question to the membership for a mail referendum vote; the ballot for such a vote shall be accompanied by briefs stating both sides of the question.

Article VIII - FINANCES

Organizational financial records will be kept. Any revenues or expenses of this organization will be handled by the Secretary/Treasurer. Appropriate records of all financial transactions will be kept by the Secretary/Treasurer. The Secretary/Treasurer shall prepare an annual financial statement and budget which shall be available to membership and presented at the annual business meeting.

Bylaws of the
Midwest Management Society

BYLAW 1 - OFFICE

The principal office of the "Midwest Management Society" (MSM) shall be located at the principal address of the President.

BYLAW 2 - NOTICES

A requirement for notices shall be deemed to be satisfied if said notice appears in a publication of the Midwest Business Administration Association or if a direct mailing is made to the membership three or more weeks prior to the meeting.

BYLAW 3 - TERMS

1. Fiscal Year. The fiscal year shall be the calendar year.
2. Membership Year. The membership term is one year and shall commence with the annual business meeting.
3. Officer Terms. The officers shall assume their duties each year at the end of the annual general business meeting. The Vice President-Program Chair will automatically assume the Presidency at the expiration of his/her term of office as Vice President-Program Chair.

BYLAW 4 - BOARD OF DIRECTORS

1. Terms. Terms of the at-large directors are three years. Two new directors shall be elected each year by majority vote at the annual business meeting. Other vacant director positions which exist at the annual business meeting will be filled by election for the remaining term of office.
2. Quorum. One-third of the Board members shall constitute a quorum.
3. Relationship with the President. The Board empowers the President to act in behalf of the Board between meetings of the Board. Actions taken by the President are subject to review by the Board at its next meeting. If a vote of the Board is required between meetings, the President shall distribute ballots by mail to all Board members. The ballot will be accompanied by a brief stating both sides of the question. The question will be decided by a majority vote of the Board members returning their ballots within fifteen (15) days of

their initial mailing, provided a majority of the Board members vote.

BYLAW 5 - OFFICERS' DUTIES AND TERMS

1. The President shall be the Chief Executive Officer and shall be responsible for planning and conducting the affairs of the organization in such a manner as to further its objectives consistent with the established policies.

2. The Vice President -Programs shall be responsible for directing the program presented at the annual meeting. He/She will be responsible for contact with the MBAA, issuing the call for papers, and coordinating the program design with the topic and session chairpersons. The Vice President-Programs will become President of the MSM at the end of the annual meeting for which he/she was Vice President-Programs.

3. Program Chair-elect shall be responsible for pre-program publication of the Proceedings. In addition, he/she will assist the Vice President-Programs, serve on the paper review committee and will become Vice-President-Programs one year after election to this position.

4. The Secretary/Treasurer shall be responsible for keeping minutes of the annual and other meetings and for maintaining a file of official correspondence and records. The Secretary/Treasurer shall be responsible for an accurate and complete reporting of the financial affairs of the organization, for the safekeeping of the funds, and for sound financial operations of the organization consistent with plans and programs of the President. The Secretary/Treasurer will provide complete records to be audited as required by the President and at least upon resignation or completion of the term of office.

5. Terms. Terms of office for officers shall be one (1) year beginning with the end of the annual business meeting. The Secretary/Treasurer will serve a three (3) year term with the yearly approval of each in-coming President.

BYLAW 6 - NOMINATION AND ELECTION

1. Nominations. The nominating committee shall be constituted at each annual business meeting. The committee will provide at least one nominee for each available position. Additional nominations may be made from the floor.

2. The Method of Election. The candidate for each office who receives most votes cast by the members in good standing voting at the annual business meeting will be declared elected to that office.

BYLAW 7 - CHANGES IN BYLAWS

Bylaws may be adopted, annulled, or amended by a two-thirds majority of the members present at the annual business meeting.