

**BYLAWS OF
THE FEDERATION OF BUSINESS DISCIPLINES (FBD), INC.¹**

Article One
Membership

The Federation membership shall consist of professional associations. The current member associations of the Federation are:

American Accounting Researchers & Educators
Association for Business Communication, Southwestern United States
Association of Business Information Systems
Association of Collegiate Marketing Educators
Association for Small Business and Entrepreneurship (ASBE)
Decision Sciences Institute, Southwest Region
Southwest Academy of Management
Southwest Case Research Association
Southwestern Society of Economists

Provisions for adding and for termination of membership in the Federation shall be provided for in the Bylaws at Articles Ten, Eleven, and Thirteen.

There shall be no institutional or individual membership in this corporation.

Article Two
Board of Directors and Officers

A. Board of Directors

The Board of Directors of the corporation shall consist of the President, Vice-President, Vice-President for Programs Elect, Secretary-Treasurer, Coordinator of Registration, Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, Executive Director, two (2) most recent Past-Presidents serving on the Executive Council, and two (2) representatives from each member association of the Federation. The Coordinator of Registration, Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director shall serve as non-voting members of the Board of Directors.

The term of each association representative shall be for two (2) years, with one representative

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elected or appointed by each member association of the Federation each year according to the Constitution and Bylaws of that member association. Initially, each member association will select two (2) representatives, designating one for a two (2) year term and one for a one (1) year term.

Each member association shall elect or appoint a first and second alternate, according to the Constitution and Bylaws of that member association. Should a Board Representative of a member association be elected as an officer of the Federation, the alternate selected by that member association will take his/her place on the Board of Directors.

The outgoing Board of Directors shall elect new officers for the positions of President, Vice-President for Programs Elect, and Secretary-Treasurer as provided for in the Bylaws. Each member of the Board, as duly constituted, except the Coordinator of Registration, Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director, shall have one (1) vote.

Member associations of the Federation shall elect or select their representatives for the Board based on the association's Constitution and Bylaws. The FBD President, Vice-President, Vice-President for Programs Elect, and Secretary-Treasurer cannot succeed themselves in their respective offices. Furthermore, FBD Executive Council members cannot concurrently serve as executive officers (i.e., President, President-Elect, Vice-President for Programs and Meetings, Vice-President of Finance, Secretary, Treasurer, and equivalent positions or titles) of member associations.

B. Officers

The officers of FBD shall consist of a President, Vice-President, Vice-President for Programs Elect, Secretary-Treasurer, Coordinator of Registration, Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director. The President, Vice-President for Programs Elect, and Secretary-Treasurer are elected positions. The Vice-President for Programs Elect will assume the non-elected office of Vice-President at the expiration of the term as Vice-President for Programs Elect. The Coordinator of Registration, Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director are appointed positions.

The terms of the President, Vice-President, and the Vice-President for Programs Elect shall be for one (1) year. The term of the Secretary-Treasurer shall be for three (3) years. Each term will begin and end with the election of officers at the annual meeting of the Federation as provided for in the Bylaws.

In case the Presidency becomes vacant for any reason, the Immediate Past-President shall assume the duties of the office and become the President.

In case the Vice-President's, Vice-President for Programs Elect's, or Secretary-Treasurer's office becomes vacant for any reason, the Board of Directors shall fill the vacancy by written nomination and by a majority vote of the eligible voting members of the Board.

The President shall nominate, and the President, Vice-President, and Secretary-Treasurer shall approve by majority the Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director to serve three (3) year terms. The Secretary-Treasurer shall nominate, and the President, Vice-President, and Secretary-Treasurer shall approve by majority, the Coordinator of Registration to serve an annual term.

The duties of the officers are as follows:

- a. President: The President shall be the chief executive officer of the Federation. He/she shall be responsible for conducting the activities of the Federation in a manner that will assure the achievement of the Federation's objectives, subject to the provisions of the Bylaws. He/she shall preside at all meetings of the Federation, but, at his/her discretion, may delegate this responsibility to the Vice-President. As necessary, the President shall nominate and the President, Vice-President, and Secretary-Treasurer shall approve by majority the Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director to serve three (3) year terms. The President, unless otherwise so provided, shall have authority to appoint all committees. Whenever possible, the President should consult with the Board of Directors before appointing committees. The President shall be responsible for keeping the Officers' Manual up to date.
- b. Vice-President: The Vice-President shall serve as President in the absence of the President. The Vice-President shall serve as General Program Chair for the Federation. In addition, he/she shall work closely with the Director of Marketing on program booklet advertising; prepare and distribute the FBD program booklet listing all sessions to be held by member associations; poster session promotion, organization and communication; allocate meeting room space to the Federation members to hold their association meetings; and have responsibility for other on-site arrangements.
- c. Vice-President for Programs Elect: The Vice-President for Programs Elect shall serve as general assistant to the Vice-President, carrying out such duties as may be assigned.
- d. Secretary-Treasurer: The Secretary-Treasurer shall maintain a headquarters for the Federation of Business Disciplines. He/she shall have responsibility for the funds of the Federation, supervise registration, issue checks for any disbursements, keep complete and accurate books of accounts in his/her possession in his/her state of residence or state of employment outside Oklahoma, if necessary, as designated by the Board of Directors. These books of accounts will show all receipts and disbursements, and s/he will present a financial report of the Federation's activities at the annual meeting. He/she shall keep minutes of all business meetings of the Federation and all other pertinent records. The Secretary-Treasurer shall nominate and the President, Vice-President, and Secretary-

Treasurer shall approve by majority the Coordinator of Registration to serve an annual term.

- e. Coordinator of Registration: The Coordinator of Registration shall assist the Secretary-Treasurer with the registration activities in such ways as the latter may direct.
- f. Director of Social Media and Engagement: The Director of Social Media and Engagement shall be responsible for promoting the organization and conference activities via social media outlets and encouraging engagement in the organization/conference through activities such as placement social event attendance, etc.
- g. Historian: The Historian shall be responsible for updating the FBD Certificate of Incorporation and Bylaws and establishing and maintaining FBD's archives. S/he shall be responsible for capturing visual pictures of conference for archives, Director of Social Media and Engagement, and the Webmaster.
- h. Executive Director: Subject to the approval of the Executive Council, the Executive Director negotiates with hotels for annual meeting physical facilities, with hotels or outside convention equipment rental firms for audiovisual and other equipment not routinely provided by the convention hotel(s), and with decorating services for furnishings needed for publisher exhibit booths, registration station, and the placement service. The Executive Director works closely with other Federation officers, particularly the Director of Marketing, to review the appropriateness of FBD registration fees, exhibit booth rental rates, and program advertising rates. In consultation with the Federation President, the Executive Director assists in establishing the agenda for the Executive Council meeting, plans and arranges the Executive Council meeting, and makes complimentary room assignments for FBD officers and its member associations during the annual meeting. The Executive Director serves as a member of the Executive Council.
- i. Director of Marketing: The Director of Marketing acts as the coordinator and liaison between the Federation and exhibitors and advertisers on all matters designated by the Board of Directors, works closely with the Vice-President in regard to advertisements for the FBD program booklet, and works closely with the Executive Director and Board of Directors to set program booklet advertisement and exhibit booth rental rates, and solicit advertising and booth rentals.
- j. Webmaster: The Webmaster shall be responsible for overseeing and coordinating all internet/web activities and working with the Director of Social Media and Engagement, and the Historian.

Article Three
Election and Appointment of Officers by the Board of Directors

The outgoing Board of Directors shall meet on Wednesday of the FBD annual meeting to elect new officers for the positions of President, Vice-President for Programs Elect, and Secretary-Treasurer as heretofore provided. The Vice-President for Programs Elect will assume the non-elected office of Vice-President at the expiration of the term as Vice-President for Programs Elect. Each member of the Board, as duly constituted, except the Coordinator of Registration, Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director, shall have one (1) vote. The candidate with the most votes is the winner.

At the Saturday meeting of the Board of Directors, the Director of Social Media Engagement, Director of Marketing, Webmaster, Historian, and Executive Director shall be nominated by the President and approved by majority of the President, Vice-President, and Secretary-Treasurer to serve three (3) year rotating terms heretofore provided. The Coordinator of Registration shall be nominated by the Secretary-Treasurer and approved by majority of the President, Vice-President, and Secretary-Treasurer to serve an annual term. All appointed officers must be members of at least one member association (by two-thirds (2/3) vote of the Board, this requirement may be suspended). The new officers shall be informed of their election and duties by the President. Each Board member shall inform his or her respective association of the election results.

Article Four
Meetings of the Board of Directors

The Board of Directors shall meet at least twice each year. All meetings shall be called by the President. Two business meetings shall be held during the annual meeting of the Federation. The outgoing Board of Directors shall meet on Wednesday of the annual meeting while the newly elected Board of Directors shall meet on Saturday of the annual meeting. Two-thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum at business meetings. Special meetings may be called by the President at his/her discretion. Upon due petition by ten (10) members of the Board of Directors, the President shall be required to call a special meeting of the FBD Board of Directors. Two-thirds (2/3) of the voting members of the Board of Directors shall constitute a quorum at these special meetings.

Article Five
Executive Council

The Executive Council shall consist of the President, Vice-President, Vice-President for Programs Elect, Secretary-Treasurer, two (2) most recent Past-Presidents of FBD who are willing to serve, and Executive Director. The President shall serve as Chair of the Executive Council and works closely with the Executive Director to establish the agenda. The Executive

Director shall serve as a voting member of this committee and shall be responsible for meeting arrangements. The Executive Council shall consider issues of long-range significance to the Federation and make recommendations to the Board concerning both the location and dates of the annual meetings of the Federation. The meeting of the Executive Council should be held in January, and the assembled group shall set the meeting date for the next year.

A quorum for any meeting of the Executive Council shall consist of a majority of its members. The Executive Council shall act by a majority vote of its members voting in any meeting at which a quorum is present.

Article Six Nominating Committee/Ad Hoc Committees

Nominating Committee: The Nominating Committee shall consist of two (2) members elected from the Board of Directors and the three (3) most recent Past-Presidents of FBD who are willing to serve. Each year at the Saturday meeting of the Board of Directors, the two Board representatives shall be nominated and elected to serve as Nominating Committee members the next year. The three (3) Past-Presidents should represent member associations other than those represented by the two (2) elected members from the Board. The Chair of the Nominating Committee shall be the most recent Past-President who is willing to serve in that capacity. The Nominating Committee shall follow the nominating procedures approved by the Board of Directors.

Ad Hoc Committees: Such other committees as may be needed from time to time shall be created by the President with the consent of a majority of the members of the Board of Directors. In such cases, the President shall appoint the members of the committees.

Article Seven Nomination Criteria and Nomination Procedures for FBD Elected Office Positions

During late September/early October, the Chair of the Nominating Committee shall solicit nominations for any FBD officers to be elected at the next Board of Directors meeting from:

- a. Each member of the Board of Directors,
- b. Each President of a member association who is not a member of the Board of Directors,
and
- c. Each FBD Past-President.

Individuals making nominations may nominate themselves.

The criteria for nomination shall include that the person:

- a. Has served as an effective program chair and/or as an officer of a member association and/or as an officer in a national organization of a FBD member association,
- b. Has been an active member of a member association and has attended FBD meetings over a period of five (5) years,
- c. Has the time and will receive contributions of financial support from his/her department, college, and university toward the fulfillment of the duties of the position for which he/she is nominated, and
- d. Has demonstrated a continual interest in FBD and its activities.

All nominations must be received by the Chair of the Nominating Committee no later than one (1) month after the solicitation date of the nominations.

The Nominating Committee Chair can challenge any nomination not meeting the above criteria. Those nominations challenged shall be sent to the Nominating Committee for vote with a majority vote controlling.

The Nominating Committee Chair shall contact each nominee meeting the criteria or approved by majority vote of the Nominating Committee to solicit:

- a. The nominee's willingness to accept the position if elected,
- b. Five (5) copies of the nominee's vita or resume,
- c. Supporting documentation of the above criteria, and
- d. A 250-word limit summary of qualifications.

These items are to be received by the Nominating Committee Chair within two (2) weeks after the nominee has been contacted by the Chair.

The Nominating Committee Chair shall send all resumes (vitae) and a ballot to members of the Nominating Committee. Members of the Nominating Committee should feel free to solicit further information and/or opinions concerning the candidates and their ability to serve in the office for which they have been nominated. Unless there is a consensus for one candidate for an office, then the two candidates, or perhaps three if appropriate, with the most votes shall be submitted to the Board of Directors for the election.

All ballots must be returned to the Chair of the Nominating Committee no later than two (2) weeks after their receipt.

The Chair of the Nominating Committee shall tabulate the ballots and inform the Nominating Committee of the Committee's tentative nominations approximately one (1) month prior to the annual meeting.

The Chair of the Nominating Committee shall submit a written report of the election, along with the final ballots as submitted by the members of the Nominating Committee, to the President approximately three (3) weeks prior to the outgoing Board of Directors meeting to be held at the next annual meeting of the Federation. The President shall have the authority to poll the members of the Nominating Committee.

At least ten (10) days prior to the outgoing Board of Directors meeting, the Chair of the Nominating Committee shall submit to the Board of Directors the nominees for the offices of President and Vice-President for Programs Elect and in each third year for Secretary-Treasurer.

Additional nominations for an elected office may be made by any eligible voting member of the Board of Directors during the Board meeting when the Nominating Committee's nominees are presented. A summary (not to exceed 250 words) demonstrating the qualifications of the candidate should be made available to each Board member. This summary should also present evidence that the candidate meets the criteria as specified in Paragraph 2 of this Article.

Article Eight Registration Fees

The Federation will charge an FBD registration fee for all participants attending the annual meeting. This fee will be determined by the Board of Directors.

Article Nine Annual Meeting

The annual meeting of the Federation shall be at such time and place as determined by the Board of Directors.

A copy of the FBD program booklet (which lists all sessions to be held by member associations) shall be made available to each individual who registers at the annual meeting.

Two business meetings of the Board of Directors shall be held during the annual meeting of the Federation. All members of the Board of Directors shall be invited to participate, and each individual, except the Coordinator of Registration, Director of Social Media and Engagement, Director of Marketing, Webmaster, Historian, and Executive Director, shall have one (1) vote on matters provided for in the Bylaws.

Article Ten
Procedures for Admission of New
Members to the Federation

Any professional association desiring membership in the Federation may request admission in writing to the Board of Directors of the Federation.

The Board of Directors shall interview the officers of the applicant association at the next Board meeting.

The request for membership shall be presented at an annual meeting of the Federation Board of Directors. This meeting should precede the business meetings of the participating member associations. The Board will vote whether to accept the notice of interest of the applicant association by a majority of those voting. Upon the acceptance of this notice, the request for affiliation will be considered at the next Board of Directors meeting. Upon two-thirds (2/3) approval of the eligible voting members of the Board of Directors, the applicant association will serve a one (1) year probationary period. During this probationary period, the applicant association will be provided meeting space at the annual meeting, and its program will be published in the FBD program booklet.

The proposal for full membership shall be the first item of business at the meeting of the Federation Board immediately following the expiration of the probationary period. With the approval of two-thirds (2/3) of the eligible voting members of the Board of Directors, the applicant association will become a fully affiliated member of the Federation.

Upon approval of full membership, the applicant association will be admitted into membership of the Federation with all the rights and privileges as provided by the Certificate of Incorporation and Bylaws of the corporation.

Article Eleven
Criteria for Admission to Membership

Associations desiring to affiliate with FBD must be interested in fostering professional growth and in providing information for improving classroom instruction, research, and academic or business development.

Applicant associations should be affiliated with a national organization; however, this requirement can be waived by a two-thirds (2/3) approval of the eligible voting members of the Board of Directors.

Applicant associations which are splinter groups of Federation member associations are not eligible for affiliation.

If the approval of the applicant association's request for membership would be expected to

impact the Federation's annual meeting requirements to the extent that an existing Federation member association must hold any portion of the annual meeting at locations outside of the facility designated as the principal meeting site by the Board, the request for affiliation may be denied.

During the probationary period, the activities of the applicant association will be evaluated to ascertain whether its officers and members conduct themselves in a manner which is consistent with the purposes and objectives of the corporation as stated in Article III of the Certificate of Incorporation.

Article Twelve Probation or Disassociation

Member associations may be placed on probation or disassociated from the Federation for:

- a. Not holding a scheduled annual meeting,
- b. Having less than twenty-five (25) members registered at Federation meetings for two (2) consecutive years, or
- c. Other serious actions deemed detrimental to the Federation by the Board of Directors, such as but not limited to canceling the meeting or not submitting a program.

The Board of Directors may place member associations on probation or disassociate them by a majority of the eligible voting members present during the outgoing Board of Directors meeting.

Member associations canceling their program activities later than ninety (90) days before the scheduled FBD program date may be placed on one (1) year probation. The probation period shall become effective beginning with the year in which the scheduled program activities were canceled and continue through the next Federation annual meeting.

Probation may be removed at the newly elected Board of Directors meeting of the following year provided:

- a. Member association has a scheduled program,
- b. Member association has at least twenty-five (25) members registered at the annual meeting,
- c. Member association is no longer committing acts that are deemed detrimental to the Federation, and
- d. Member association demonstrates continued ability to have scheduled programs.

In reviewing the probationary status of member associations, the Board of Directors, by a

majority of the eligible voting members present at the Board of Directors meeting, may:

- a. Remove the probationary status,
- b. Extend the probationary period, or
- c. Disassociate the member association.

Member associations that have been placed on probation shall have all rights and privileges of membership, except the right to vote.

Member associations disassociated from the Federation are not entitled to meeting rooms, registration and placement services, and other benefits which accrue to Federation member associations.

Member associations disassociated from the Federation shall not have any claims against the assets of the Federation.

A member association notified by the Federation President that probation or disassociation from the Federation is imminent shall be given an opportunity to be heard by the Board of Directors prior to the vote on probation or disassociation.

Article Thirteen Termination of Membership

Any member association shall provide at least sixty (60) days' written notice of their intent to terminate their contractual relationship with FBD, such notice shall be delivered via email to the Executive Director and President.

The Board shall review such notice of intent, and where appropriate take such action that would encourage the association to withdraw its letter of intent.

Termination will be effective on June 30th following the discharge of all hotel/convention center contracts (Contracts) in existence at the time notice is provided. The terminating association agrees to indemnify FBD and hold FBD harmless from its proportionate share of all liabilities, losses, damages, costs, or expenses that arise out of the discharge of such Contracts, including its proportionate share of all direct and indirect costs, fees and expenses of any type or nature whatsoever, including, without limitation, all reasonable attorneys' fees and costs of suit.

Article Fourteen
Amendments to the Bylaws

Proposed Bylaws and amendments to the Bylaws submitted in writing to all members of the Board of Directors at least thirty (30) days prior to any annual business meeting of the Federation may be passed by a majority of the eligible voting members of the Board of Directors.

Proposed Bylaws and amendments to the Bylaws not submitted in accordance with Paragraph 1 of this Article may be submitted at any annual business meeting of the Federation and may be passed by a majority of the eligible voting members of the Board of Directors. Such Bylaws or amendments shall not become effective until sixty (60) days after the annual meeting.

Proposed Bylaws and amendments to the Bylaws that change the purpose of the corporation or the use of the funds of the corporation must be accompanied with an opinion letter from the Internal Revenue Service stating the effect of such Bylaw or amendment on the taxable status of the corporation.

Article Fifteen
Interpretation of Bylaws

The President shall have the responsibility for interpreting the language of the Bylaws and will rule on any question of policy involving the interpretation of them. If one or more members of the Board of Directors disagree with the President's ruling, the ruling will be placed on the agenda of the next Board of Directors meeting where it will be approved or overruled by a majority vote of the eligible voting members of the Board of Directors.

If any member of a Federation association, who is not a member of the Board of Directors, disagrees with the President's ruling, upon presentation of a petition signed by twenty-five(25) members of the Federation associations, the ruling will be placed on the agenda of the next Board of Directors meeting where it will be approved or overruled by a majority of the eligible voting members of the Board of Directors. The objecting members of the Federation associations shall be invited to said meeting to present their views before a vote is taken.