

Amended Constitution: Background and Explanation.

Prepared for MPS Business Meeting, Chicago, Tuesday 8/25/09, 6:15pm.

Prepared by Steve Wright (MPS Chair).

Background. During late 2008 and early 2009, the constitution of MPS was amended to modernize and correct the language in several places. Certain procedures and roles were also redefined slightly, in ways that make sense and that accord with current practice. The changes are detailed below, and a copy of the amended constitution is attached to this document. The MPS Council voted unanimously in February 2009 to recommend these modifications to the membership. However, before it can come into force, the new constitution must be ratified by the membership. A simple majority vote of the members present at the business meeting will suffice, provided that a quorum is present.

Details of Changes.

- ``Chairman" -> ``Chair" in all places.
- Spacing of ISMP set to ``approximately three years"
- add ``Inc." to Society name
- amend section V. on ISMP, to discuss both Organizing Committee and Program Committee
- in VIII. Fees, simplify by deleting the phrase ``and may differ between individual and corporate members"
- in IX. change Journal -> Journals and rephrase slightly.
- removed "organizing the Executive Committee" from the Ex-Com chair's duties.
- stipulated that elections be held "at least two months" prior to the symposium.
- IV.8. Chair (not Ex-Com Chair) allowed to appoint additional members of the Ex-Com, who serve at pleasure of the chair
- IV.8. Ex-Com chair serves until chair nominates a replacement.
- journal -> journals in several places.
- XII. Require a quorum of members at a business meeting to amend the constitution.
- IV.9. added "except for those committees formed for purposes of determining winners of the Society's prizes."

- VI.2 "or newsletter"
- IV.1 also invite chair of publications committee to council meeting
- moved V.3 to VI.1. Redefined the breakpoint between terms to be the end of ISMP, not the business meeting.
- made a combined meeting of incoming and outgoing councils compulsory
- IV.8 Clarified procedure for appointment of Ex-Com Chair. Included Vice-Chair as an ex officio member of the Ex-Com.
- VI.2 replaced "his first term" in two places by "the first term" which seems less confusing
- XII. Replaced "Proposals must reach the Vice-Chair" by "Proposals must reach the Chair"

Constitution of the Mathematical Programming Society¹, Inc.

I. Name

The society is an international organization to be called “Mathematical Programming Society, Inc.” It will henceforth be referred to as the Society.

II. Objectives

The objectives of the Society are the communication of knowledge of the theory, applications, and computational aspects of mathematical programming and related areas and the stimulation of their development. To realize these objectives, the Society publishes several journals, holds International Symposia and sponsors such other activities consistent with the objectives as may be directed by the Council.

III. Membership

The membership of the Society consists of individual members and of corporate members. Members join the Society by application in a form prescribed by the Council.

IV. Council

1. The elected members of the Council of the Society are the Chair, the Vice-Chair, the Treasurer, and four at-large members. The Chair of the Executive Committee, the chair of the Publications Committee, and the Editors-in-Chief of the journals shall be invited to all Council meetings and shall be included on all Council correspondence. All must be members of the Society.

2. The Chair chairs the meetings of the Council. The Council votes by majority of the elected members present, with the Chair having a casting vote.

3. The Chair will submit a report on the activities of the Society when he² relinquishes the office. This report will be published in a journal or newsletter of the Society. The Chair will chair a business meeting on the occasion of any International Symposium held during his term of office.

4. The Vice-Chair replaces the Chair whenever the necessity arises.

5. The Treasurer is responsible for the administration of the funds of the Society, as directed by the Council. The Treasurer shall make a financial report to the Society at the International Symposium held within his term of office.

6. The Editors-in-Chief of the journals are appointed by the Council subject to the terms of the contract in force with publishers of the journals. They are responsible for implementing the directives of the Council, in the organization of the journals, and for carrying out its policy.

7. At each International Symposium there will be a combined meeting of the outgoing Council and the incoming Council.

¹MATHEMATICAL PROGRAMMING SOCIETY is a registered trademark of the Mathematical Programming Society, Inc.

²Throughout this document, in accordance with standard English, no assumption about gender is implied by the use of a male pronoun.

Additional meetings must be held when requested by at least three members of the Council. The place of such meetings is decided by the Chair. The Chair makes arrangements for the taking of minutes at meetings of the Council and business meetings of the Society.

8. The policies of the Council are carried out by the Executive Committee. The chair of the Executive Committee is appointed by the Council, following a nomination by the Chair, which the Council may approve or disapprove, and thereafter serves until the Chair nominates a replacement candidate for the office. The chair of the Executive Committee is responsible for executing the executive directives of the Council and for advising the Council. The Chair, Vice-Chair and Treasurer are ex-officio members of the Executive Committee. The Chair may appoint additional members of the Executive Committee, as necessary to allow the Executive Committee to carry out its purpose. Such members serve at the pleasure of the Chair.

9. The Council appoints such other committees as it finds necessary to carry out the business of the Society or to further its objectives. The Chair and the chair of the Executive Committee are ex-officio members of all such committees, except for those committees formed for purposes of determining winners of the Society's prizes.

V. International Symposia

1. International Symposia are sponsored by the Society at intervals of approximately three years. The Chair nominates and the Council elects the chair of the Organizing Committee and the chair of the Program Committee of the next International Symposium.

2. Fees for the International Symposium are fixed by the Organizing Committee, in consultation with the Chair. The Council shall adopt guidelines regarding the financial obligations between the Society and the Organizing Committee.

VI. Elections

1. In this section, the word "term" is defined to be the period from the end of one International Symposium to the end of the following International Symposium.

2. Elections for the Offices of Chair, Treasurer and the four at-large members of Council are concluded at least two months prior to each International Symposium. The elected Chair serves on Council for the two terms following his election. He is the Chair from one year after the beginning of the first term until one year after the beginning of the second term. He takes the office of Vice-Chair during the remainder of his period of service. The Treasurer takes office one year after the beginning of the term following his election and he serves until one year after the beginning of the next term. At-large members of Council serve for the term following their election. If the office of Chair becomes vacant, it is filled automatically by the Vice-Chair. The Chair, after consultation with Council, may appoint a member of the Society to fill any other office

that becomes vacant until the next election. No one may serve for more than two consecutive terms as an elected at-large member of Council.

3. The Chair invites nominations for all elections, giving at least two months notice through a journal or newsletter of the Society of the closing date for the receipt of nominations. Candidates must be individual members of the Society. They may be proposed either by Council or by any six individual members of the Society. No nomination that is in accordance with the constitution may be refused, provided that the candidate agrees to stand. The Chair decides the form of the ballot.

VII. Secretariat

1. The Council is assisted by a Secretariat, which is supervised by the chair of the Executive Committee and Treasurer.

2. The Secretariat will keep an up-to-date list of members of the Society and a list of past and present members of the Council, with an indication of their functions.

VIII. Fees

Membership fees are fixed by Council. A member who has not paid his dues before the end of the current year will be deemed to have left the Society.

IX. Journals

Journals of the Society are distributed to all members of the Society, free of any charge additional to the membership fee, to their last known address.

X. Agents

Council may approve the payments of membership fees, or of subscription fees for the journal, in national currency, to local agents in countries where the Council, in its sole discretion, determines it is difficult for individual members to obtain convertible currency.

XI. Other activities

In addition to International Symposia, the Society may sponsor other conferences and seminars. The organization of such sponsored meetings is subject to directives by the Chair.

XII. Amendment of the Constitution

If proposed by at least ten individual members of the Society, or by vote of the Council, the constitution may be amended by a majority of individual voters, either at a business meeting of the society on the occasion of an International Symposium at which a quorum is present, or by a written ballot. Proposals must reach the Chair at least two months before the voting takes place.

XIII. Bylaws

1. To carry out the obligation as set forth in this constitution and to conduct

the business of the Society, the Council shall adopt bylaws. The bylaws may be adopted, annulled, or amended by an affirmative vote of at least four members of the Council. The bylaws also may be amended by the members of the Society at any business meeting of the Society by a majority vote of those present in person or by proxy, where such meeting was called in whole or in part for that purpose and notice of such proposal was given at least thirty (30) days prior to the date of the meeting. The Council shall have the authority in its sole discretion to interpret the bylaws.

2. Council shall adopt bylaws governing elections designed to promote and maintain international representation of the Council and Executive Committee.