



SOUTHWEST CASE RESEARCH ASSOCIATION

CONSTITUTION

AND

BY-LAWS

Adopted: March 6, 1996
Amended: March 12, 1999
Amended: March 6, 2003
Amended: March, 2007
Amended: March 10, 2011
Amended: March 12, 2015

CONSTITUTION

SOUTHWEST CASE RESEARCH ASSOCIATION

Article I. Name of the Organization

The name of this non-profit organization shall be the "Southwest Case Research Association," referred to in the Constitution and By-Laws as the "Association." The Association is a member of FBD (Federation of Business Disciplines).

Article II. Purpose of the Organization

The Association shall operate as a non-profit organization dedicated to the development of new knowledge and the transmission of existing knowledge utilizing the case method.

Article III. Membership

The Association shall have two classes of membership: Regular Member and Student Member.

Section 1. Regular Member. A member shall be a faculty member, academic administrator, or manager who pays annual dues.

Section 2. Student Member. A student member shall be a full-time graduate student and shall be allowed a non-voting membership upon payment of student annual dues.

Section 3. Membership Dues. Annual dues for each class of membership shall be set by the Executive Committee.

Article IV. Organization Structure

Section 1. Officers. The elected officers of the Association shall be: Secretary and Treasurer (three-year term – no succession to other offices) with elections in different years, and Vice-President, Programs (one year term with automatic succession to Senior Vice-President, Programs); Senior Vice-President, Programs (with automatic succession to President) and President (with automatic succession to Immediate Past President).

The order of succession thus will be:

Vice-President, Programs to Senior Vice-President Programs
Senior Vice-President Programs to President
President to Immediate Past President

The appointed officers of the Association shall be: Vice-President, Publications, who will also serve as Editor, Journal of Applied Case Research; Vice-President, Technology, who will serve as the Association's webmaster; and Newsletter Editor/Archivist

Section 2. Board of Directors. The Board shall be the governing body of the Association. The Board shall consist of the elected and appointed officers. The Board shall meet at the Annual Meeting of the Association. Attendance at the Board meeting shall be required for re-election.

Section 3. Executive Committee. The Executive Committee shall be the operating body of the Association. The Executive Committee shall consist of the elected officers.

a. Meetings. The Executive Committee shall meet at least once a year in conjunction with the Annual Meeting and may be concurrent with the Annual Meeting of the Board. Members of the Executive

Committee may coordinate committee business by individual or conference communication as needed between Annual Meetings.

Section 4. Council of Past Presidents. All Past Presidents in attendance at the Annual Meeting shall meet to conduct any business that may come before it. The Council serves in an advisory capacity to the Executive Committee, and are not voting members of the Executive Committee. The Past President in attendance who served as President before any other Past President in attendance shall be the presiding Chair.

Section 5: Ad Hoc Committees. Two committees shall be formed before the Annual Meeting to assist the Board:

- a. Distinguished Educator Selection Committee: The members of this committee shall be those who have previously received the SWCRA Distinguished Educator Award. The committee shall be convened by the President
- b. Best Case Committee: The members of this committee shall be appointed by the Vice-President, Programs. The committee shall receive copies of the best case nominations from track chairs and shall forward their selection of the best case to the V.P., Programs no less than 14 days before the start of the Annual Meeting.

Section 6. Tenure of Officers. The tenure of officers shall extend to the end of the Annual Meeting. Outgoing officers shall be responsible for settling financial obligations incurred during their term of office by the end of the current fiscal year.

a. Terms of Office. All elected officers, except the Treasurer, shall have one year terms of office. The Treasurer shall serve a three-year term. The appointed positions of Vice-President, Publications, Vice-President, Technology and Newsletter Editor/Archivist shall each serve a three-year term and may be re-appointed for any number of successive terms.

b. Eligibility for Office. Only regular members are eligible for office. No elected officer, except Treasurer, shall be eligible for reelection to the same office. Succession to the next office mandates that a newly elected secretary take office each year. Only members who have served as Track Chairs within the three previous years shall be eligible to be nominated for Secretary of the Association. The Vice-President, Publications, Vice President, Technology and Newsletter/Archivist may be appointed for more than one successive term.

c. Officer Vacancies. If an elected officer is unable to complete a term in office, the Board of Directors may appoint a member to complete the unexpired term. However, the higher office that would have been assumed by the vacating officer shall become open for election at the annual meeting. At the Annual meeting, the Nominating Committee may nominate to the office next in succession the member that the Board had appointed to fill the vacant position during the year or may nominate another member. If an elected officer for any reason chooses or is unable to move up to the next office in succession, that position becomes available for nomination, both by the Nominating Committee and by members on the floor. Nominations can be submitted during the election process by the regular membership present and voting provided a second is offered (See section 7).

Section 7. Nominating Procedures. Nominating procedures for elected officers shall be as specified below.

a. Nominating Committee. The Nominating Committee shall consist of the immediate Past President as Chair, the President, and three members elected by the Board. The three members so elected shall not be officers or members of the Board.

b. Nominations. The Nominating Committee shall nominate officers and members of the Board as specified by the By-Laws.

- c. Floor Nominations. In addition to those nominated by the Nominating Committee, additional nominations for each position open for election may be received from the floor of the annual meeting. Each nomination must be seconded. If the nominated member is not present to accept the nomination, a signed acceptance letter must be submitted by the nominating member.

Section 8. Elections. Upon the close of nominations from the floor, each person nominated shall have two minutes to support their nomination. If the nominated member is not present at the meeting, the nominating member may speak in support of the nominated member. At the end of this time, the election will be decided by vote of the members present.

Section 9. Appointments. The Vice-President, Publications; Vice-President of Technology and Newsletter Editor/Archivist shall be appointed by the Board of Directors upon the recommendation of the presiding President.

Article V. Meetings

The meetings of the Association shall be at such times and places as determined by the Executive Committee, to occur between the opening and closing meeting of the SWFAD Board of Directors meetings. Meetings will be open to Regular Members and Student Members. Final determination of membership for meeting purposes shall be granted to the Executive Committee.

a. Annual Business Meeting. At each annual meeting, a membership meeting shall be held to discuss the operations of the Association and to take up any business as may properly come before the group.

b. Other Meetings. Other meetings shall be authorized by the President, with the concurrence of the Executive Committee.

Article VI. Rules of Procedure

Robert's Rules of Order (Revised) shall govern the Association in its meetings in all instances except where they conflict with the Constitution and By-Laws.

Article VII. By-Laws

Section 1. Conduct of Business. The conduct of the Association's business shall be governed by the By-Laws.

Section 2. Provisions of By-Laws. By-Laws shall not conflict with the provisions of this Constitution.

Article VIII. Constitutional Amendments

Section 1. Proposals. Amendments to this Constitution shall be submitted to the Membership for approval upon: (a) a vote of two-thirds of the Board, or (b) a written Request from 12 Regular Members.

Section 2. Ballot. This Constitution may be amended by one of two methods:

- (1) By a two-thirds majority of regular members present and voting at the Annual Meeting. Voting at the annual meeting will be by secret ballot.

Or:

- (2) By mailed ballot. However, no change to the Constitution shall be adopted unless forty (40) percent of the Regular Members have submitted ballots. The vote shall be taken by mail ballot, under conditions that will ensure the secrecy and accuracy of the vote. All ballots post-marked within (30) days of the mail-out date shall be counted. The results of the ballot shall be reported via e-mail and at the next annual meeting.

**BY-LAWS
SOUTHWEST CASE RESEARCH ASSOCIATION**

Article 1. Organization Structure.

Section 1. Board of Directors. The membership and authority of the Board are set forth in the Constitution.

a. **Regular Meetings.** The President shall call regular meetings and set the agenda for the Board and the Executive Committee. Notice of all regular meetings shall be given at least thirty (30) days before a meeting is held.

b. **Special Meetings.** The President shall call special meetings at the request of any three board members (for special board meetings) or at the request of any three members of the Executive Committee (for special Executive Committee Meetings), by notice mailed, e-mailed, or telephoned to reach each member of the Board or Executive Committee not less than seven (7) days before said meeting is held.

Section 2. Officers. The officers are set forth in the Constitution. Their duties shall be:

a. **President.** The President shall:

1. Be the chief executive officer of the Association.
2. Be responsible for conducting the activities of the organization in a manner that will ensure the achievement of the Association's purposes, subject to the provisions of the Constitution and By-Laws, and the concurrence of the Board in matters of policy.
3. Preside at all meetings of the Association, the Board of Directors, and Executive Committee, but may delegate this authority.
4. Appoint all committees, subject to approval by the Executive Committee.
5. Be a member of all committees, Ex-officio.
6. Present a report on the state of the Association at the Annual Meeting.
7. Attend or appoint a representative to represent SWCRA at both NACRA and FBD Board of Directors meetings.

b. **President-Elect.** The President-Elect shall:

1. Succeed the President.
2. Act for the President when the President is absent or disabled.
3. Conduct the marketing and outreach programs of the Association. Market the published cases of the Association to the case writing community and, in coordination with the Vice President--Programs and the Newsletter Editor/Archivist, publicize the annual conference.
4. Perform duties as assigned by the President of these By-Laws.

c. **Immediate Past President.** The Immediate Past President shall:

1. Chair the Nominating Committee.
2. Chair the Awards Committee.
3. Perform duties as assigned by the President or these By-Laws.

d. **Vice-President, Programs.** The Vice-President, Programs, shall;

1. Be Program Chair for the Annual Meetings.
2. Direct the implementation of special programs (seminars, symposia, workshops, etc.).
3. Perform duties as assigned by the President or these By-Laws.

e. **Vice-President, Publications and Editor.** The Vice-President, Publications shall:

1. Be responsible for coordination of all publications of the Association (journals, monographs, newsletters, Proceedings, etc.).
2. Perform duties as assigned by the President of these By-Laws.

f. **Vice-President of Technology.** The Vice-President, Technology, shall:

1. Be responsible for the maintenance of the Association's web site.
2. Perform duties as assigned by the President or these By-Laws.

g. **Secretary.** The Secretary shall:

1. Keep minutes of Board meetings, Executive Committee meetings, all business meetings, etc., of the Association. If unable to attend these meetings, the Secretary must recommend a replacement to record minutes of the meetings.
2. Maintain the master copy of the Constitution and By-Laws and the Master officer listing and election calendar.
3. Maintain a headquarters for the Association.
4. Be the custodian of all membership records and maintain an accurate membership roster.
5. Submit minutes at all meetings to include a membership roster showing complete names, addresses (to include e-mail addresses), and phone numbers of all members. The report shall be e-mailed to members within 30 days of the meeting.
6. Supervise registration at the Annual Meeting and such other meetings as are held under the auspices of the Association.
7. Perform duties as assigned by the President or these By-Laws.

8. Perform duties as assigned by the President or these By-Laws

h. Newsletter Editor/Archivist shall:

1. Be responsible for developing and disseminating association newsletters to the membership.
2. Maintain the archives of SWCRA to include copies of all proceedings, minutes, etc., that the Newsletter Editor/Archivist can obtain.
3. Perform duties as assigned by the President or these By-Laws.

i. Treasurer. The Treasurer shall:

1. Process all inquiries and applications for membership.
2. Be responsible for the funds of the Association.
3. Keep complete and accurate books of account showing all receipts and disbursements.
4. Be bonded in sufficient and adequate amount for the protection of the Association.
5. Present a financial report of the organization's activities to the Board no later than two months following the end of the fiscal year.
6. Be empowered to appoint Assistant Treasurers, with the concurrence of the President.
7. Perform duties as assigned by the President or these By-Laws.

Section 3. Appointments. At appropriate times, the President, with concurrence of the Executive Committee, shall appoint or reappoint the Vice-President Publications and Editor, Journal of Applied Case Research, and Vice-President Technology.

Article II. Elections.

Section 1. Nominating Committee. The Nominating Committee for officers is detailed in the Constitution.

Section 2. Nominations. The Nominating Committee shall nominate annually one or more persons for the offices detailed in the Constitution. Nominations may also be received from the floor of the meeting as per the Constitution.

Section 3. Elections. All elections shall be conducted at the annual meeting. A majority vote of those regular members attending the meeting shall be required for election.

Section 4. Notification of Election Results. All regular members shall be notified of the results of the election by the incoming Secretary as part of the meeting minutes report.

Article III. Committee Structure.

Section 1. Standing Committees. The President, with the concurrence of the Board of Directors, shall appoint additional standing committees as needed. Initial standing committees include:

a. Nominating Committee. The Nominating Committee is specified in the Constitution.

b. Program Committee. The Program Committee shall consist of:

1. The President-Elect.
2. The Vice-President, Programs.
3. Other members appointed by the Vice-President, Programs, with the concurrence of the President.

c. Editorial Board. Members of the editorial boards shall be appointed by the Vice-President, Publications and Editor, with the concurrence of the President.

Section 2. Task Forces. The President may appoint such task forces as believed to be necessary, subject to the approval of the Executive Committee. Task forces shall end upon completion of the specified assignment.

Article IV. Archives of the Association.

Archives of the Association shall be established and maintained by the Newsletter Editor/Archivist subject to the approval of the Executive Committee.

Article V. Fiscal Year.

The fiscal year of the Association shall coincide with the last day of the month in which the Annual Meeting occurs, unless changed by the Executive Committee.

Article VI. Dues and Fees.

The annual dues of the various classes of membership shall be set by the Executive Committee. Fees, royalties, etc., shall be set by the Executive Committee.

Article VII. Amendments.

Amendments to the By-Laws shall be by a majority vote of ballots cast at the annual meeting by the regular members in attendance.

Article VIII. Dissolution

The Southwest Case Research Association (SWCRA) may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by two-thirds (2/3) of the regular members voting. Upon dissolution or other termination of SWCRA, all remaining assets of The SWCRA, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article IX. Conflict of Interest.

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- The interest of such officer or director is fully disclosed to the board of directors
- No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
- Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
- Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article X. Nondiscrimination Policy.

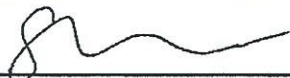
Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

Adoption of Bylaws

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated constitution and bylaws of Southwest Case Research Association were approved by the regular members in attendance at the annual meeting Thursday March 12, 2015 and constitute a complete copy of the constitution and bylaws of the association.

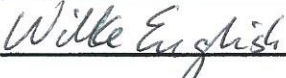
Adopted by the Board of Directors by resolution and vote of attending members on the date below:


Date: 3/12/2015

[Simon Medcalfe, President], Signature


Date: 3-23-15

[Robert Stevens, President-Elect], Signature


Date: 3/23/2015

[Wilke English, Secretary], Signature


Date: 3/28/2015

[Jeri Rubin, Treasurer], Signature