

CONSTITUTION

NORTH AMERICAN CASE RESEARCH ASSOCIATION

Article I. Name of the Organization

The name of this organization shall be the "North American Case Research Association," referred to in this Constitution and By-Laws as "NACRA."

Article II. Purpose of the Organization

NACRA is a not-for-profit, voluntary professional association whose mission is to promote excellence in case research, writing, and teaching in business and other administrative disciplines. NACRA shall foster all methods consistent with this purpose.

Article III. Membership

NACRA shall have three classes of membership: Member, Student Member, and Corporate/Institutional Member.

Section 1. Member. Any individual with an interest in case research, writing, or teaching and who pays annual dues may be a member.

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

Section 3. Corporate/Institutional Member. Members in this category shall be determined by the Executive Committee.

Article IV. Organizational Structure

Section 1. Officers. The elected officers of NACRA shall be: President (with automatic succession to Immediate Past President); President-Elect (with automatic succession to President); Immediate Past President; Vice-President, Programs (with automatic succession to President-Elect); Vice-President, Programs-Elect (with automatic succession to Vice-President, Programs); Vice-President, Case Marketing; and Vice-President, Membership. The appointed officers of the Association shall be: Vice-President Publications and Editor, *Case Research Journal*; Editor of the *Proceedings* of the Annual Meeting; *Newsletter* editor; Webmaster; and Secretary/Treasurer.

Section 2. Board of Directors. The Board shall be the governing body of NACRA. The Board shall consist of elected and appointed officers, the regional directors (representing the Southeast, Southwest, Eastern, Midwest, Western, Canadian, and Latin American regions), and no more than three elected at-large directors, the number to be determined by the Board.

- a) **Meetings.** The Board of Directors shall meet at the Annual Meeting of NACRA. Attendance at the Board meeting will be required for re-election.
- b) **Adding Members to the Board.** The Board, by two-thirds vote, may recognize new regions and authorize the addition of directors to represent them.

- c) Advisory Board Representation. The Chairperson of the Advisory Council shall be an *ex-officio* non-voting member of the Board of Directors.

Section 3. Tenure and Re-election of Directors.

- a) Regional Directors. The tenure of Regional Directors shall be two years. Regional directors may be re-elected once.
- b) At-Large Directors. The tenure of at-large directors shall be three years. At-large directors may not stand for re-election until a period of at least one year shall have passed.

Section 4. Executive Committee. The Executive Committee shall be the operating body of NACRA. The Executive Committee shall consist of all elected officers as defined by this Constitution; the Secretary/ Treasurer; and the Vice-President Publications and Editor, *Case Research Journal*.

Meetings. The Executive Committee shall meet in conjunction with the Annual Meeting of the Board. The President shall schedule periodic meetings between the Board meetings as needed.

Section 5. 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 fiscal year.

- a) Terms of Office. The President, President-Elect, Immediate Past President, Vice-President for Programs, and Vice-President-Elect for Programs, shall have one-year terms of office. The other elected officers shall have two-year terms with the Vice-Presidents of Membership and Case Marketing being elected in even-numbered years. The Secretary/Treasurer and the Vice-President Publications and Editor, *Case Research Journal* shall be appointed for three-year terms. The Newsletter Editor, the Proceedings Editor, and the Webmaster shall be appointed for two-year terms.
- b) Eligibility for Office. Only members in good standing are eligible for office. No officer shall be eligible for more than one successive election to the same office, except as noted in Section IV. 3. After a lapse of one year, an individual may again be nominated. The Secretary/Treasurer, *Newsletter* Editor, *Proceedings* Editor, Webmaster, and the Vice-President Publications and Editor, *Case Research Journal*, may be appointed for more than one successive term of office.
- c) Officer Vacancies. If an elected officer is unable to complete a term in office, the Board may appoint a member to complete the unexpired term. Such interim officers may run for election to the next higher office, at the next regularly scheduled election.

Section 6. 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, the President, the President-elect, and two members elected by the Board. The two 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 in the By-Laws to the Executive Committee.

Section 7. Advisory Council. The Advisory Council shall consist of Past Presidents of NACRA who remain members in good standing and who are committed to serve in an advisory capacity. The President of NACRA will serve as *ex-officio* non-voting member of the Advisory Council.

Section 8. NACRA Fellows. Those members of NACRA who have distinguished themselves through their life-long achievement in case research, writing, and teaching may be designated as a NACRA Fellow. Individuals may be nominated by any member of NACRA. Selection of Fellows shall be made by a committee comprised of the President and immediate two past-presidents of NACRA. Members of the Advisory Council shall be polled for their comments concerning nominee qualifications; however, the final decision to designate a NACRA Fellow shall rest with the President and the immediate two past-presidents.

Article V. Meetings

The meetings of the Association shall be at such times and places as determined by the Executive Committee.

Section 1. Annual Business Meeting. At each Annual Meeting, a membership meeting shall be held to discuss the operations of NACRA and to take up any business as may properly come before the group.

Section 2. Other Meetings. Other meetings will 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 NACRA in its meetings in all instances except where they may conflict with the Constitution and By-Laws.

Article VII. By-Laws

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

Section 2. Provisions of By-Laws. The 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 by at least 25 members in good standing.

Section 2. Ballot. This Constitution may be amended at any time by a two-thirds plurality of ballots returned; however, no amendment shall be considered adopted unless fifteen (15) percent of the members in good standing have voted. This vote shall be taken by electronic ballot, as determined by the Board of Directors, under conditions that will ensure the accuracy of the vote. Closing date of the ballot shall be at least twenty-one (21) days after the mailing date. The results of the ballot must be reported at the next annual meeting.

BY-LAWS

NORTH AMERICAN CASE RESEARCH ASSOCIATION

Article I. 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 of Directors and the Executive Committee. A reminder of all regular Board 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 electronically mailed or telephoned to each member of the Board or the Executive Committee not less than seven (7) days before the meeting is held.

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

- a) President. The President shall:
 1. Be the chief executive officer of NACRA.
 2. Be responsible for the conducting of the activities of the organization in a manner that will ensure the achievement of NACRA'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 the Executive Committee, but may delegate the responsibility.
 4. Appoint committees not otherwise defined by the Constitution and By-Laws, subject to objection by the Executive Committee.
 5. Present a report on the state of the Association at the Annual Meeting.
- b) President-Elect. The President-Elect shall:
 1. Succeed the President.
 2. Act for the President when the President is absent or disabled.
 3. Coordinate the operations of the Regions.
 4. Chair the reviewing and judging process for case awards based on manuscripts "*as presented*" at the Annual Meeting.
 5. Take minutes of Executive Committee meetings and Board of Directors meetings and disseminate them to the Board of Directors.
 6. Perform other duties as assigned by the President or these By-Laws.
- c) Immediate Past President. The Immediate Past President shall:
 1. Chair the Nominating Committee.
 2. Chair the Awards Committee.

3. Maintain the Association's Manual of Operating Policies and Procedures, and initiate changes as needed.
 4. Perform other duties as assigned by the President or the By-Laws.
- d) Vice-President, Programs. The Vice-President, Programs shall:
1. Be Program Chair for the Annual Meeting.
 2. Direct the implementation of special programs (seminars, symposia, workshops, etc.)
 3. Perform other duties as assigned by the President or these By-Laws.
- e) Vice-President-Elect, Programs. The Vice-President-Elect, Programs shall:
1. Assist the Vice-President Programs.
 2. Perform duties as assigned by the Vice-President, Programs.
 3. Succeed the Vice-President, Programs.
- f) Vice-President, Case Marketing. The Vice-President, Case Marketing shall:
1. Maintain files of casebook and textbook publishers, editors and authors.
 2. Promote and market *Case Research Journal* cases for textbook adoptions and for sales through distributors.
 3. Perform other duties assigned by the President or these By-laws.
- g) Vice-President, Membership. The Vice-President, Membership shall:
1. Develop a casewriter network to increase attendance at the Annual Meeting and to expand the membership of the Association.
 2. Provide direction for membership growth in all classes of membership.
 3. In conjunction with the Secretary/Treasurer, maintain an accurate membership roster and compile and maintain a database consisting of all attendees at the Annual Meetings past and present.
 4. Perform duties as assigned by the President or these By-Laws.

Section 3. Appointed Officers. These officers are set forth in the Constitution. At appropriate times, the President, with concurrence of the Executive Committee, shall appoint or reappoint the Vice-President Publications and Editor, *Case Research Journal*; the *Newsletter* Editor; the Webmaster; the *Proceedings* Editor; and the Secretary/Treasurer. Their duties shall be:

- a) Secretary/Treasurer. The Secretary/Treasurer shall:
1. Maintain a headquarters for NACRA.
 2. Maintain a master copy of the Constitution and By-Laws, the master officer listing, and the election calendar.
 3. Maintain files of all contracts, permits, registrations, and other records as necessary to meet the legal obligations of NACRA.
 4. Maintain the records of Board meetings, Executive Committee meetings, and all business meetings, etc., of NACRA.
 5. Supervise registration at the Annual Meeting and such other meetings as are held under the auspices of NACRA.

6. Process all inquiries and applications for membership, be the custodian of all membership records, and in conjunction with the Vice-President membership, maintain an accurate membership roster.
 7. Be responsible for the funds of NACRA.
 8. Remit royalty payments due to members, as soon as practical after receipt of such royalties but in any case no less than once a year.
 9. Keep complete and accurate books of account showing all receipts and disbursements, using standard accounting practices.
 10. Present a financial report of NACRA's activities to the Board no later than two months following the end of the fiscal year.
 11. Be bonded in sufficient and adequate amount for the protection of NACRA.
 12. Be empowered to appoint Assistant Treasurers with the concurrence of the President.
 13. Perform duties as assigned by the President and these By-Laws.
- b) VP Publications and Editor, *Case Research Journal*. The Editor shall:
1. Edit, compile, and publish the *Case Research Journal*.
 2. Encourage NACRA authors to complete and resubmit case revisions.
 3. Maintain accurate records of reviewers, and provide feedback on their performance.
 4. Perform duties as assigned by the President and these By-Laws.
- c) Editor, *Proceedings of the Annual Meeting*. The Editor shall:
1. Edit, compile, and publish the *Proceedings of the Annual Meeting* of the Association.
 2. Encourage NACRA authors to complete case revisions and re-submissions to the *CRJ* review process.
 3. Perform duties as assigned by the President and these By-Laws.
- d) Editor, *Newsletter*. The Editor shall:
1. Edit, compile, and publish the *Newsletter* of the Association.
 2. Use the *Newsletter* to generate effective publicity about NACRA, its meetings, and *CRJ*.
 3. Inform current members about other case-related teaching and research opportunities.
 4. Perform duties as assigned by the President and these By-Laws.
- e) Webmaster. The Webmaster shall:
1. Create and maintain the web page of the Association to be an effective communication link with members, prospective members, and other persons and organizations interested in case research and teaching.
 2. Coordinate with other officers to include in the web page appropriate material about NACRA conferences, cases, and teaching.
 3. Keep the web page registered with various search engines so that interested parties may find the NACRA web page.
 4. Perform duties as assigned by the President and these By-Laws.

Section 4. Advisory Council. The purpose and membership of the Council are set forth in the Constitution.

- a) Chairperson. The Advisory Council Chairperson shall serve a three-year term and shall be elected by electronic ballot by a majority vote of the Council members. The Chair may be elected for a second three-year term.
- b) Meetings. The Chairperson shall convene and set the agenda for an Annual meeting of the Advisory Council to be held during the Annual Meeting of the Association.
- c) Special Meetings. Special meetings of the Advisory Council may be called at the request of the Executive Committee, the Board, or by five members of the Council. Members of the Council must be notified not less than fourteen (14) days before the meeting is held.
- d) Responsibilities of the Advisory Council shall include:
 - 1. Providing the framework for ongoing continuity within the Association.
 - 2. Maintaining the Association's archives and appointing the Association's Historian.
 - 3. Performing duties as assigned by the President and these By-laws.

(8/11/2004)
Revised 8/2006