

Western Decision Sciences Institute (WDSI)
Charter DRAFT
[Updated: May 20, 2019]

1. NAME

The name of this organization shall be the “Western Region of the Decision Sciences Institute” (hereinafter referred to as “Western Decision Sciences Institute” or “WDSI”).

2. AFFILIATION & LEGAL STATUS

The Decision Sciences Institute, Inc. (hereinafter referred to as, “DSI”) is organized and operated as a nonprofit corporation exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

WDSI was created in 1971 and is authorized by the DSI through the granting of this charter as belonging to the Americas Division, consistent with Title 5 of the Bylaws of the DSI. As such, WDSI is not a legal entity and cannot enter into any business transactions, contracts, or any other legally-binding activities.

The organization, structure, membership, voting, activities, finances, and reporting of the same, and all other matters relating or pertaining thereto, of WDSI shall be conducted in accordance with and subject to the Bylaws and the Policies and Procedures Manual of the DSI.

At all times, the activities and operations of the WDSI shall be subject to oversight and guidance from the DSI.

3. ADDRESS

The mailing address of WDSI shall be the mailing address of the DSI Home Office.

4. MISSION

To further the mission of the DSI and its affiliated regions, WDSI shall conduct activities in that region to provide for the exchange of information among those who extend, apply, and teach disciplines of the decision sciences, defined broadly.

5. MEMBERSHIP

As WDSI is not a legal entity, it shall not have members or collect membership dues, but it may, through DSI, collect conference registration fees, donations, and other fees as it deems necessary.

6. BOUNDARIES OF THE REGION

The territories of WDSI shall include Alaska, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, and Wyoming.

7. FISCAL YEAR, BUDGET, AND FINANCIAL MATTERS

The fiscal year of WDSI shall be the same as for the DSI.

A budget of expected revenues and expenses for the upcoming year shall be submitted for review and approval by the Board of Directors of the DSI as specified in the Policies and Procedures Manual of the DSI.

At all times, all matters of the WDSI that are financial transactions in nature (e.g., payments and receipts) shall be conducted through and by the DSI Home Office, unless rare exceptions have been formally requested and received by WDSI.

8. GOVERNANCE OF THE REGION

8.1. BOARD OF DIRECTORS

WDSI shall be managed by a Board referred to as the WDSI Board of Directors.

The WDSI Board of Directors consists of (1) six elected officers who rotate annually through the following positions: Vice President for Advancement and Marketing, Vice President for Programs-Elect, Vice President for Programs (Program Chair), President-Elect, President, and Immediate Past President; (2) two appointed officers: Secretary/Treasurer and Director of Information Systems. Past Presidents of WDSI are invited to attend the Board meetings held at the annual WDSI conference and the annual DSI conference. WDSI officers in elected/rotating positions serve in successive positions for one-year periods from one annual WDSI conference to the next annual WDSI conference.

8.1.1. ROLES AND RESPONSIBILITIES OF BOARD OFFICERS

President. The President shall be the region's Chief Executive Officer. The President shall preside at board meetings of the WDSI Board of Directors.

Immediate Past President. The Immediate Past President shall, in the absence or incapacity of both the President and President-Elect, preside at meetings of the WDSI Board of Directors.

President-Elect. The President-Elect shall, in the absence or incapacity of the President, preside at meetings of the Board of Directors.

Vice President for Programs (Program Chair). The Vice President for Programs (Program Chair) shall be responsible for planning, budgeting, executing, and supervising the program at the annual WDSI conference. He/she also serves as the Proceedings Editor of the annual conference, unless a different person is approved by the WDSI Board.

Vice President for Programs-Elect. The Vice President for Programs-Elect shall support and help the Vice President for Programs (Program Chair) and shall present a program of tracks and track chairs for

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the following year's annual conference at the WDSI Board meeting at the end of the year in which he/she serves as Vice President for Programs-Elect.

Vice President for Advancement and Marketing. The Vice President for Advancement and Marketing is responsible for increasing the number of attendees at WDSI and DSI conferences, marketing WDSI, and increasing the diversity of attendees. This individual will also work with the President and Program Chair to support advancement of WDSI and explore opportunities for fundraising and support. He/she will also be responsible for keeping participant information as current as possible for communications with possible WDSI conference attendees.

Secretary/Treasurer. The Secretary/Treasurer shall maintain and provide access to the records of the Region; record the minutes of all proceedings of the Board; authenticate the records of the Region and give or cause to be given, notice of all meetings of the Board required by the bylaws to be given. The Secretary/Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board, the bylaws or the Corporation's Policies and Procedures Manual.

The Secretary/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and transactions of the Region, and other matters customarily included in financial statements.

The Secretary/Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Region with such depositories as designated by the Home Office; shall disburse, or cause to be disbursed, the funds of the Region as may be ordered by the Board; shall render, or cause to be rendered, to the DSI Executive Director, whenever requested, an account of all transactions as authorized and of the financial condition of the Region; and, shall have such other powers and perform such other duties as may be prescribed by the Board, the bylaws, or the Corporation's Policies and Procedures Manual.

Director of Information Systems. The Director of Information Systems shall coordinate the development, management, and maintenance of the information resources of WDSI, including the WDSI web site. He/she shall work directly with the President and Program Chair and with the DSI Home Office to provide technology support for the process of the annual WDSI conference. He/she shall also serve as liaison with third-party technology providers.

8.1.2. BOARD ELIGIBILITY

Only Regular Members of the DSI in good standing (i.e., dues are current) shall be nominated and elected or appointed to serve on the WDSI Board of Directors.

Members of the WDSI Board of Directors shall maintain Regular Member status in the DSI during the entire term of Board service.

No individual shall serve contemporaneously in more than one official position on the WDSI Board of Directors.

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No individual shall succeed to any elected Board position within two (2) terms of vacating an elected Board position, except under extenuating circumstances and subject to formal approval by the Board of Directors of the DSI.

8.1.3. BOARD POSITION NOMINATION OR APPOINTMENT

Members to serve on the WDSI Board of Directors shall be nominated and elected or appointed through the standard process defined below:

Each year a new Vice President for Advancement and Marketing will be elected at the annual WDSI Business Meeting at the WDSI conference. WDSI Board members and WDSI Past Presidents who are DSI members in good standing may nominate individuals to serve in this role, with the Board deciding on one nominee to present at the Business Meeting. The nominee will be presented at the annual WDSI Business Meeting, with possible additional nominations from the floor (any nominator must be a DSI member in good standing). A vote will then be taken at the meeting. Those eligible to vote are DSI members who have designated WDSI as their primary DSI regional affiliation and who are registered at the WDSI conference and are present at the Business Meeting. The individual elected will rotate through the six-year rotation of elected officers. This provides continuity to the WDSI Board.

The Secretary/Treasurer and Director of Information Systems are appointed positions. When a vacancy occurs in either of these positions, the WDSI President appoints a successor. These officers typically serve for a three-year term, which can be renewed or extended at the option of the WDSI President. However, these Board members serve at the pleasure of the WDSI Board of Directors and may be removed by a majority vote of the remaining voting Board members.

8.1.4. BOARD DECISION-MAKING AND RECORD KEEPING

Only matters that are consistent with the Bylaws of the DSI shall be brought forth for discussion or adjudication by the WDSI Board of Directors.

No matter before the WDSI Board of Directors shall be acted on unless minutes of the decisions are recorded.

All matters to be decided by the WDSI Board of Directors shall require a majority vote of the WDSI voting members of Board of Directors. When there is a tie, the president may decide.

All minutes of meetings of the WDSI Board of Directors shall be provided to the DSI Home Office.

The DSI reserves the right to review all actions of the WDSI Board of Directors, and to veto or otherwise reverse or overrule any such action that has the potential to damage or cause harm to the DSI and its viability.

9. CONFERENCE OF THE REGION

9.1. CONFERENCE LOGISTICS

WDSI shall organize a conference annually, except under extenuating circumstances and with formal approval by the Board of Directors of the DSI.

The name of the conference organized by WDSI shall be marketed as the [YEAR] Conference of the Western Decision Sciences Institute.

The timing of the conference organized by WDSI shall normally be during the 2 weeks before or after April 1.

The location of the conference organized by WDSI shall be within the geographic area of the WDSI Region.

The conference organized by WDSI may be in conjunction with other conferences organized by professional entities including those not affiliated with the DSI subject to the approval of the Board of Directors of the DSI.

The annual conference organized by WDSI may be either separate from or in conjunction with conferences organized by other DSI regions.

WDSI shall establish conference registration rates consistent with the Bylaws of the DSI.

9.2. PROGRAM CHAIR

The conference organized by WDSI shall have a Program Chair. The Vice President for Programs serves as the Program Chair.

9.3. CONFERENCE MANAGEMENT AND REGISTRATION SYSTEMS

WDSI shall use the Conference **Management** System of the DSI for its annual conference, except under extenuating circumstances and subject to formal approval by the Board of Directors of the DSI. The nominal cost for usage of such system shall be conveyed to WDSI in advance and shall be expensed against revenues of the conference.

WDSI shall use the Conference **Registration** System of the DSI for its annual conference. This will be provided at no cost.

10. PUBLICATIONS OF THE REGION

WDSI shall have discretion to produce and manage conference proceedings.

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WDSI shall not create or support journals, books, monographs, or similar publications, whether in print or digitally, to be affiliated with WDSI or the DSI.

11. COMMUNICATIONS FROM THE REGION

WDSI shall have discretion to communicate activities of the regions to relevant stakeholders, including but not limited to members of the DSI for which such communication shall be through the DSI Home Office.

WDSI shall maintain webpages consistent with overall branding of the DSI.

12. REVOCATION OF CHARTER

The Charter for WDSI may be revoked at the request of the WDSI Board of Directors or for cause such as the following:

- Failure of WDSI to abide by the terms of the Charter
- Fiscal impropriety on the part of the WDSI Board of Directors or its appointees
- Consecutive years of absence of WDSI to be represented at Regional Activities Summit of the annual DSI conference
- Consecutive years of financial losses from WDSI regional activities
- Consecutive years of inadequate attendance at the WDSI annual conference

Before a judgment of revocation is passed, WDSI shall be given timely notice of any charges against it and the opportunity to present its case against revocation to the Board of Directors of the DSI.

Revocation of the Charter for WDSI shall require a two-thirds affirmative vote of the Board of Directors of the DSI.

13. OTHER

At all times, acts and activities of WDSI that are not covered by this Charter shall require formal approval by the Board of Directors of the DSI before being conducted.

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14. APPROVAL OF CHARTER AND AMENDMENTS

This charter will be effective after proposal by the WDSI Board of Directors and approval of the DSI Board of Directors. Any future amendments to this charter will be effective after proposal by the WDSI Board of Directors and approval of the DSI Board of Directors.