

WINTER SIMULATION CONFERENCE BOARD BYLAWS

August 31, 2003

Article I—Name, Founders of the Board, and Purpose of Bylaws

- Section 1. The name shall be the “Winter Simulation Conference Board,” hereinafter referred to as “the Board.”
- Section 2. The founding members of the Board are: the American Institute of Industrial Engineers; the Systems, Man, and Cybernetics Society of the Institute of Electrical and Electronics Engineers; the College on Simulation and Gaming of The Institute of Management Sciences; the Operations Research Society of America; the Special Interest Group on Simulation of the Association for Computing Machinery; and The Society for Computer Simulation.
- Section 3. The purpose of the Board bylaws is to establish the operating policy of the Board. The Board’s major responsibility is, under the sponsorship of its members, to hold an annual Winter Simulation Conference on discrete and combined (discrete-continuous) simulation. Other responsibilities are to provide continuity and control of said meetings and to promote and encourage cooperation of the members regarding discrete and combined simulation. Members, sponsors, and organizations are used synonymously in the bylaws.

Article II—Membership and Admissions

- Section 1. Membership on the Board is open to all nonprofit national and international organizations that have an interest in furthering the purpose, understanding, appreciation, and utilization of discrete and combined simulation and that meet the requirements of these bylaws. Such an organization may have, in addition to itself, one or more of its professional sub-units on the Board. However, each organization will have only one (1) vote.
- Section 2. Organizations may be admitted to the Board by applying in writing to the Board and receiving the affirmative vote of at least two-thirds (2/3) of the Board, with each member having one (1) vote. However, the membership of any organization admitted less than ninety (90) days prior to the opening of a Winter Simulation Conference shall not become effective until one (1) minute after the end of the closing session of that conference.
- Section 3. Except as otherwise provided herein, in accepting membership on the Board, an organization agrees to cosponsor both the next Winter Simulation Conference and the Call for Papers for the following Winter Simulation Conference. Sponsorship shall be effected by payment in funds or services, as voted on by the Board, to the conference Business (Financial) Chairperson, of the sponsor’s share of the estimated preconference expenses (costs reasonably expected to be incurred before the receipt of any conference fees). Money payment must be effected within ninety (90) days of the close of the preceding Winter Simulation Conference or, in the case of new members, within sixty (60) days of admission; payment of services must be provided based on a schedule provided by the Financial Chairperson.
- Section 4. A member may withdraw from the Board at any time by sending a letter of resignation to the Chairperson of the Board. No vote of the Board is required. If the member withdraws more than one hundred twenty (120) days prior to the start of a conference, it may choose

whether or not it wishes to be listed as a sponsor for that conference; if it withdraws less than one hundred twenty (120) days before a conference, it will be listed as a sponsor. If a withdrawing member has undertaken sponsorship of any forthcoming conference by contributing working capital or services, it shall be responsible for its share of any losses incurred by said conferences and for its prorated share of the cost of the next Call for Papers; however, it will also receive its prorated share of any surpluses achieved by the conferences it has sponsored and will share equally in any reimbursement of the costs of the Call for Papers.

- Section 5. Upon a two-thirds (2/3) vote of the full Board, the Board of Directors may require a member to withdraw (a) for lack of sponsorship fulfillment; or (b) for lack of participation in annual meetings and conferences as determined by the Board. The financial provisions of Section 4 of Article II shall apply.
- Section 6. A member that has withdrawn can be reinstated by Sections 2 and 3 of Article II.
- Section 7. Each member shall have one (1) voting representative on the Board of Directors for each sponsorship effected in accordance with Section 2 of Article II. Each member is required to appoint and maintain one (1) voting representative to the Board. In addition, the Board shall have as nonvoting members: the immediate past Conference General Chairperson, the current Conference Chairperson, the current Program Chairperson, the current Conference Business Chairperson, and the next Conference General Chairperson. The Board may invite others to participate in its meetings.
- Section 8. The Board may vote to exempt a member that is a governmental organization from any sponsorship, fiduciary, or other financial responsibility, right or obligation, except the one-time payment of membership dues as specified in Section 1 of Article VI; or the Board may vote on terms of conference cosponsorship that are limited to technical or administrative services or support and specifically exempt the member from all financial rights and responsibilities associated with any conference cosponsored by that member, including the following: (a) responsibility for a prorated share of preconference expenses or losses incurred by the conference; (b) the right to receive a prorated share of any surplus achieved by a conference; or (c) the right to vote on the budget or any other financial issues concerning the conference.

Article III—Power and Duties of the Board

- Section 1. It shall be the duty of the Board to select the location and date of the annual Winter Simulation Conference at least eighteen (18) months in advance.
- Section 2. It shall be the duty of the Board to select the General Chairperson of each annual Winter Simulation Conference at least eighteen (18) months in advance. The Board shall also approve the Program Chairperson and the Business (Financial) Chairperson of each conference as proposed by the General Chairperson.
- Section 3. It shall be the duty of the Board: (a) to approve each conference budget at least twelve (12) months in advance of the conference as proposed by the conference committee; (b) to establish the sponsor funding share advance required from each member; (c) to establish financial surety for succeeding conference(s) through assignment of surplus funds upon the

close of the books of the most recently completed conference; (d) to establish the structure for each conference; and (e) on an individual basis, to approve the expenses or honoraria to be paid to guest speakers.

Article IV—Officers and Their Duties

- Section 1. The officers of the Board shall consist of the Chairperson, the Vice-Chairperson, the Secretary, and the Immediate Past Chairperson. At the annual meeting, with exception of the Immediate Past Chairperson, they shall be elected by the members of the Board to a one (1)-year term.
- Section 2. The Chairperson's duties are to call the meeting as required, set locations, provide agendas, and chair the meetings.
- Section 3. The Vice-Chairperson will act in the absence of the Chairperson.
- Section 4. The Secretary shall take minutes of the meetings, distribute them to the Board members and other appropriate individuals, and keep minutes of previous meetings.
- Section 5. The Chairperson and the Immediate Past Chairperson shall form a nomination committee and nominate officers of the Board for consideration by the Board at the annual meeting.

Article V—Meetings

- Section 1. There shall be an annual meeting of the Board held at the annual Winter Simulation Conference and additional meetings as necessary to carry out the Board's duties.
- Section 2. A quorum shall consist of not less than two-thirds (2/3) of the members. Majority vote shall determine action by the Board unless the bylaws specify otherwise. Mail ballots may be used between Board meetings.
- Section 3. The procedures of *Robert's Rules of Order* will, in general, be followed, except when the Board establishes its own procedures.

Article VI—Finances

- Section 1. In lieu of sponsorship obligations otherwise specified herein, the Board may vote to permit a member that is a governmental organization to pay a one-time membership fee that is established when the organization applies for membership by a vote of the Board as specified in Section 2 of Article II. However, each nongovernmental member will advance its sponsorship funding share for each conference to that conference Business (Financial) Chairperson as specified in Section 3 of Article II.
- Section 2. The annual Winter Simulation Conferences shall be self-supporting. The objective will be to neither incur losses nor to make profits in excess of the necessary advance of funds provided by members.

- Section 3. Within sixty (60) days after the close of the conference, the conference's General Chairperson shall submit to the Board a final report on the conference. This report is to include a preliminary financial report.
- Section 4. By June 15 of the year after the close of the conference, the General Chairperson shall close the financial books and submit to the Board a final financial statement and each member's share of any loss or surplus. Any losses or surpluses shall be shared equally by the members that provided the sponsorship funding. Following this, surpluses declared by the Board as essential for the operation of succeeding conference(s) shall be transferred to succeeding conference(s) at the time of closing of the financial books of the most recently completed conference.
- Section 5. The budget for each conference shall include the estimated expenses and income expected for that conference, the cost of the Call for Papers for the following conference, and a nominal amount for operation of the Board. The Board must account for any of these funds it may use.
- Section 6. Member organizations may order copies of the conference proceedings for their own sale, prior to the printing. The purchase price of the proceedings shall be determined by dividing the cost of producing the proceedings by the number of proceedings printed. The production cost includes preparation, printing, artwork, mats, and delivery.
- Section 7. No member of the conference committee, Board member, or Board officer shall receive any compensation or salary for their participation. However, at the discretion of the Board, such a member may be reimbursed for authorized expenses in the performance of their WSC duties, given that these expenses are not otherwise reimbursed.
- Section 8. Should any conference or the Board be discontinued for any reason, the member organizations of the Board will share equally in any expenses or resources outstanding at the time of discontinuance.
- Section 9. Each sponsoring funding organization has the right to designate a sponsor committee to review and approve each annual conference budget. Any suggested changes to the budget must be approved by the annual conference committee. The sponsor's committee must respond 60 days after receipt of the budget.

Article VII—Amendments

Proposed amendments to the bylaws must be submitted in writing to each member society representative at least ninety (90) days prior to taking a vote. Adoption requires a two-thirds (2/3) vote of the members of the Board, and each representative must have the concurrence of their society. Amendments shall be voted on within six (6) months after submission.

Article VIII

The bylaws will take effect after the approval by three-fourths (3/4) of the founding organizations' councils listed in Section 2 of Article I.

Article IX—Annual Conferences

- Section 1. The General Chairperson shall be responsible for the organization and operation of the conference subject to the required approval of the Board as specified in the bylaws.
- Section 2. The program content will consist of submitted papers, invited papers, panels, tutorials, and workshops. The Board may establish guidelines for each.
- Section 3. The proceedings for each Winter Simulation Conference shall be published and distributed at the time of the meeting. The proceedings shall contain each paper presented at the conference.
- Section 4. The annual conference committee shall be appointed by the Board of Directors and shall consist of the General Chairperson, the Program Chairperson, the Business Chairperson, the Arrangements Chairperson, and other members as deemed necessary by the Board. The term of each annual committee shall be from its inception to the closing of the conference financial books.