

**ASSOCIATION FOR CONSUMER RESEARCH, INC.**

**CONSTITUTION AND BY-LAWS**

*Revised October 2007*

**ARTICLE I**

*Name*

This Association is a corporation under the laws of the State of Georgia, by the name of "ASSOCIATION FOR CONSUMER RESEARCH, INC."

**ARTICLE II**

*Purpose*

Section 1. To provide a forum for exchange of ideas among those interested in consumer behavior research in academic disciplines, in government at all levels from local through national, in private business, and in other sectors such as non-profit organizations and foundations.

Section 2. To stimulate research focusing on a better understanding of consumer behavior from a variety of perspectives.

Section 3. To disseminate research findings and other contributions to the understanding of consumer behavior through seminars, conferences, publications, websites, the press, and other means.

**ARTICLE III**

*Membership and Dues*

Section 1. Qualifications. Any persons who have a professional interest in consumer research may be admitted to membership.

Section 2. Applications. Persons desiring membership shall make an application to the Executive Director and pay dues. Membership is valid for the period covered by the dues.

Section 3. Classes of Membership.

a. Regular members shall be any persons who have a professional interest in consumer behavior research.

b. Student members shall be students actively enrolled in a college or university, who are engaged in the study of consumer behavior or anticipate doing so.

c. Retired members shall be any persons who have a continuing interest in consumer behavior research after retirement.

Section 4. Membership Dues. Membership dues shall be set from time to time by the Board of Directors, and may differ for different classes of membership.

## **ARTICLE IV**

### *Voting Rights and Meetings*

Section 1. Voting Rights. All members (including all membership categories) shall be entitled to vote for elected officers and amendments to the constitution and by-laws, and each member shall have one vote.

Section 2. Meetings. An annual meeting of the Association shall be held at the North American Conference at a time and place to be determined by the Board of Directors. At least one regular meeting of the Board of Directors shall be held each year prior to the annual meeting of the Association. Other meetings of the Board of Directors may be held upon the call of the President of the Association, and these meetings may be held electronically (e.g., web-enabled).

## **ARTICLE V**

### *Government*

The government and management of the Association shall be delegated to a Board of Directors consisting of ten Directors elected from the Association's membership: the President, President-elect, immediate Past President, Treasurer, Executive Director, and five other Directors. No Director can serve two consecutive terms in the same position, except the Executive Director. Each Director shall have one vote on matters requiring a formal vote. Any Directors who have a conflict or potential conflict of interest on a voting matter shall bring this to the attention of the Board immediately and, at the determination of the remainder of the Board, may be required to recuse themselves from that vote and involvement with that issue.

## **ARTICLE VI**

### *Election of Board of Directors*

Section 1. Officers. The President-elect shall be elected for a three year term on the Board of Directors. The President-elect shall assume the duties of President-elect on January 1 of the first year following election, the duties of President on January 1 of the second year following election, and the duties of Past-President on January 1 of the third year following election. The Treasurer shall be elected for a two year term and shall serve on the Board of Directors for those two years. In addition, the Treasurer shall be elected one year before his/her term begins and spend that year in training but shall not be a voting member of the Board of Directors during that one year training period.

Section 2. Other Directors. Three Directors shall be elected for three year terms with the elections to be staggered (one elected per year). Of these Directors, one shall represent the academic-government perspective, one shall represent the academic-industry perspective, and one shall represent the Association's members outside of the USA and Canada. In addition, two at-large Directors shall be elected for two year terms with the elections to be staggered (one elected per year). The five Directors discussed in this section shall assume their duties on January 1 of the year following their election.

Section 3. Executive Director. The Executive Director shall be appointed for a five year term by the Board of Directors. The Executive Director may be reappointed for subsequent five year terms but each reappointment must be based on a review by the Board of Directors (excluding the then serving Executive Director). The Executive Director shall be compensated with an annual stipend set by the Board of Directors.

Section 4. Nominations and Voting Procedure.

a. The Nominating Committee shall consist of (1) the immediate Past President, who shall serve as its Chairperson; (2) the President-elect; (3) the two at-large Directors; and (4) one member of the Association, who is not serving as a Director, selected by the immediate Past President with due consideration to such member's experience in the affairs of the Association, regional location, and scholarly perspectives with the goal of constituting the committee to achieve balance.

b. The Nominating Committee shall be named not less than ninety (90) days prior to the annual meeting of the Association and notice of the composition of such committee shall be given promptly thereof to all members of the Association entitled to vote.

c. Any member of the Association entitled to vote may nominate any member for consideration by the Nominating Committee by the date specified in the call for nominations.

d. At least sixty (60) days prior to the annual meeting of the Association, the Nominating Committee shall select two nominees for each position to be filled as hereinbefore provided, and promptly thereof shall advise the Executive Director of the names of the Nominees.

e. Upon receipt of the report of the Nominating Committee, but in no event less than forty-five (45) days prior to the annual meeting, the Executive Director shall prepare a ballot, showing the names of the Nominees and the last date upon which ballots may be received and counted, and shall disseminate said ballots to all of the members of the Association entitled to vote in such election.

f. All valid ballots submitted within the time limits prescribed on the ballot shall be counted by the Executive Director and the persons receiving the highest number of votes shall be elected to the offices for which they were nominated. The immediate Past President who had chaired the nominating committee to create the slate shall monitor the votes.

g. Any vacancy arising subsequent to an election of an officer or director shall be filled by the Board of Directors for the balance of the term then outstanding.

## ARTICLE VII

### *Power and Duties of Officers*

**Section 1. President.** The President of the Association shall perform all of the duties common to such an officer and as prescribed and approved by the Board of Directors, shall act as chairperson of the Board of Directors, shall preside at all meetings of the Board of Directors, and shall create and dissolve task forces or standing committees as needed that include Directors or other members of the Association. The President is responsible for convening a task force to consider members for the Fellows Award and the Distinguished Service Award or other awards in accordance with procedures approved by the Board of Directors.

**Section 2. President-elect.** The President-elect of the Association shall perform the duties prescribed and approved by the Board of Directors, all of the duties of the President in his/her absence, and in the event a vacancy occurs in the position of President, shall automatically assume such position. The President-elect shall also appoint the chair(s) of the North American Conference for the year of his/her presidency.

**Section 3. Treasurer.** The Treasurer of the Association shall provide financial oversight of the Association and the Executive Director, monitor the Association's financial activities, review and assist with conference budgets and other budgets, and report annually on the Association's financial status and activities to the Board of Directors. The Treasurer shall retain a Certified Public Accountant approved by the Board of Directors for the purpose of auditing the Association. The Treasurer shall approve all expenditures in excess of an amount set from time to time by the Board of Directors.

**Section 4. Executive Director.** The Executive Director of the Association shall give notice to the members of all meetings of the Association, and to the Board of Directors of all meetings of that Board; record the minutes of the meetings of the Association and Board of Directors; conduct all correspondence and attend to all matters appertaining to the office; present semi-annual financial reports to the Board of Directors; present an annual report to the membership; present financial planning and proposed revenue producing sources to the Board of Directors; assist the Certified Public Accountant in the annual audit of the Association; process membership applications; assist all conference chairs in conference management including budgets; recommend publications budgets to the Board of Directors and coordinate the editorial and business functions of the publications; and perform any other duties prescribed and approved by the Board of Directors.

**Section 5. Conference Chairs.** Conference chairs shall be responsible for the conference's academic content, format, proceedings, and budget. The conference chairs shall make any budget requests to the Executive Director and may appeal any denials to the Board of Directors.

## **ARTICLE VIII**

### *Powers and Duties of the Board of Directors*

Section 1. Quorum. The majority of the Board of Directors shall constitute a quorum at all Board of Directors meetings including electronic meetings.

Section 2. Voting. Passage of any question before the Board of Directors shall occur under the following conditions: (1) a quorum of the Board of Directors exists; and (2) there is an affirmative vote of a majority of the Directors participating in the quorum.

Section 3. Budgets. The Board of Directors shall review and approve all Association budgets. The Board of Directors has the authority to hire independent contractors to perform duties approved by the Board.

Section 4. Recommendations to Board of Directors. The Board of Directors shall consider proposals regarding conferences including those outside of the USA and Canada for approval. The proposals shall include conference aims, chairs, location, proceedings plans, and a pro-forma budget. The Board of Directors shall consider standing committee, task force, and other recommendations for approval.

Section 5. Grants and Donations. Acceptance of any grants or donations shall be approved by the Board of Directors, provided, however, that no such grants or donations shall be accepted if contingent upon special services that are in opposition to the purposes of the Association as outlined in Article II hereof.

## **ARTICLE IX**

### *Managers*

Section 1. Managers. There shall be a Communications Executive Manager and a Membership Executive Manager. These Executive Managers shall be invited to Board of Directors meetings as needed to present their proposed plans and budgets for Board approval but shall not be voting Board members.

Section 2. Selection. The Board of Directors shall appoint the Executive Managers who shall then report to the Board. The Executive Managers shall be reviewed every three years by the Board of Directors.

Section 3. Manager Duties. The Executive Managers' duties shall be prescribed and approved by the Board of Directors. The Board of Directors shall approve budgets for expenses associated with the Executive Managers' activities including stipends to the Executive Managers if applicable.

- a. Communications Executive Manager. The Communications Executive Manager shall be responsible for overseeing the Association's communications and for overseeing any communications firms or agents that may be hired. This individual shall ensure that suitable communication vehicles are used such as a website, newsletters and press releases.

This individual shall act as a liaison between the Board of Directors and the membership for example by ensuring the membership has access to the Board meeting minutes.

b. **Membership Executive Manager.** The Membership Executive Manager shall develop and implement procedures to recruit and retain qualified Association members. This individual shall also be responsible for reviewing and improving member benefits and increasing member satisfaction. This individual shall inform the Board of Directors of trends involving the membership based on analysis of membership data and, if needed, primary data.

## **ARTICLE X**

### *Interpretation*

The Interpretation of the Constitution and By-Laws shall rest with the Board of Directors.

## **ARTICLE XI**

### *Amendments*

**Section 1. Procedure.** Any member may propose an amendment to the Constitution and By-Laws and submit it to the Executive Director.

**Section 2. Action.** The Board of Directors shall act upon the proposal at its first meeting following receipt of the proposal. Upon approval by the majority of the Board of Directors, the proposed amendment shall be submitted to the membership. Approval shall require a two-thirds majority of those Association members voting.

**Section 3. Notification.** The Executive Director shall notify the membership of any proposed and/or ratified amendments to the Constitution and By-Laws.