

## **ORGANIZATION DEVELOPMENT AND CHANGE DIVISION BYLAWS**

### **ARTICLE I. NAME**

The name of this organization shall be the Organization Development and Change Division of the Academy of Management, hereinafter referred to as the Division.

### **ARTICLE II. MISSION, COMMITMENT, and OBJECTIVES**

1. Mission: The Organization Development and Change division represents scholars and practitioners who create and disseminate knowledge or extend the practice of constructive change management and organization development.
  
2. Commitment: We are committed to high quality academic research that makes a difference to both theory and practice. We are also committed to organization and individual success, the fulfillment of humanity's spirit and potential, and the creation of enduring global communities. Our research, teaching, and practice affirm the importance of integrating human-social, financial, and environmental outcomes; valuing justice, dignity, and trust; and generating ethical, positive, and meaningful contributions.
  
3. Objectives. We will fulfil our mission and commitment by:
  - a. Providing a place in which scholars from various divisions can share a common bond of intellectual and research interest;
  - b. Encouraging innovative research and non-traditional modes of thinking and scholarship;
  - c. Fostering links between researchers, practitioners, and teachers to enhance our research, teaching and practice;
  - d. Serving the developmental needs of our members;
  - e. Providing a link to other professional groups; and
  - f. Representing the Division and its members' interests within the broader AOM community and beyond.

### **ARTICLE III. MEMBERSHIP**

Membership in this Division is open to any member of the Academy of Management who shares the Division's mission, commitment, and objectives.

### **ARTICLE IV. MEETINGS**

1. Business Meetings  
The Division shall hold one regularly scheduled business meeting each year at the Annual Meeting of the Academy of Management (Annual Meeting). The Board may schedule other business meetings as necessary.
  
2. Board Meetings  
The Board shall meet at the Annual Meeting and at least one more time annually, to

consider policy and planning for the Division. The additional meetings may be either face-to-face or virtual. Between Board meetings, additional business shall be conducted electronically / using communication methods that are commonly accessible to all members.

## **ARTICLE V. OFFICERS AND THEIR DUTIES**

### **1. Officers**

The officers of the Division shall be elected and appointed.

- a. The elected officers of the Division shall be the Division Chair, Division Chair-Elect, Program Chair, PDW Chair, PDW Chair-Elect, two General Representatives-at-Large, one Doctoral Student Representative-at-large, and one Executive/Practitioner Representative-at-Large
- b. The appointed officers of the Division shall be Secretary/Treasurer, Member Engagement Coordinator, Newsletter Editor, Communications Director, and other officers appointed as necessary by the Board.

### **2. Board**

The ODC Board's Executive Committee shall consist of officers elected by the ODC membership and the ODC Board shall be comprised of all elected officers and officers appointed by the Executive Committee.

- a. The Board shall approve any operating policies or procedures necessary for the functioning of ODC.
- b. The Board shall appoint additional officers as needed. Appointed officers shall attend Board meetings and have voting rights unless otherwise specified.
- c. The Board may fill elected officer positions that become vacant prior to the end of a term as set for in Article V.3.e below.
- d. All issues presented to the Board for a vote will be deemed approved or disapproved when:
  - a. a majority of a quorum of the Board votes in the affirmative, AND
  - b. a majority of a quorum of the Executive Committee votes in the affirmative.
    - i. Should an issue receive a majority of Board votes, but a minority of Executive Committee votes, the issue is defeated.
  - c. A quorum is defined as a majority of voting members for the Board and the Executive Committee.
- e. The Board shall perform other activities as necessary to execute the responsibilities specified in these bylaws.

### **3. Terms of Office of Elected Officers**

- a. All elected officers except Representatives-at-Large shall hold office for a period of one year. The term of office shall begin at the end of the Business Meeting held at the Annual Meeting and terminate at the end of the Business Meeting at the next Annual Meeting. After serving one year in their current office, the order of succession for officers other than Representatives-at-Large shall be:

- i. Division Chair-Elect to Division Chair
    - ii. Program Chair to Division Chair-Elect
    - iii. PDW Chair to Program Chair
    - iv. PDW Chair-Elect to PDW Chair.
  - b. The General Representatives-at-Large shall be elected for a period of three years.
  - c. The Doctoral Student–at-Large Representative shall be elected for a period of two years.
  - d. The Executive/Practitioner Representative-at-Large shall be elected for a period of three years.
  - e. Should a vacancy occur in any office because of death, resignation, removal, disqualification, or otherwise, the Executive Committee will determine how the responsibilities of the office in question will be executed, including the appointment of a Division member to serve in the position until the next election cycle or to complete the officer’s term.
- 4. Duties of Elected Officers
  - a. The Division Chair shall:
    - i. Serve as chief officer of the Division and administer all affairs of the Division in coordination with the Division's Executive Committee, the officers of the Academy of Management, and in compliance with the Academy's policies for Professional Divisions;
    - ii. Chair the Board and the Executive Committee;
    - iii. Preside over the annual Business Meeting of the Division at the Annual Meeting and present a report on the status of the Division at that meeting;
    - iv. Plan and Chair Board meetings held in conjunction with, and independent of, the Annual Meeting;
    - v. Oversee the expenditures of the Division's budget and be accountable to the membership for proper management of all Divisional expenditures and activities;
    - vi. Coordinate sponsorships and fundraising opportunities;
    - vii. Each year identify for the Program Chair those individuals due to be recognized by the Division for services rendered as an elected or appointed officer, subject to the relevant criteria; and
    - viii. Manage the process of amending these bylaws in accordance with Article IX below.
  - b. The Division Chair-Elect shall:
    - i. Succeed the Division Chair at the end of the Business Meeting at the Annual Meeting;
    - ii. Serve as the Chair of the Nominating Committee for the election of new officers;
    - iii. Organize, schedule, and preside over the Doctoral Student Consortium
    - iv. Act for the Division Chair in the Chair’s absence or disability; and

- v. Assume any other responsibilities requested by the Division Chair and/or Executive Committee and agreed to.
- c. The Program Chair shall:
  - i. Develop and schedule the ODC scholarly program at the Annual Meeting;
  - ii. Recruit a Program Committee (as needed) to assist in planning and developing the program for the Annual Meeting including scheduling the meeting of the Executive Committee and any other meetings as may be necessary;
  - iii. Coordinate the selection of the Divisions' paper and reviewer award winners at the Annual Meeting;
  - iv. Plan and scheduled the ODC Division Social Hour and other meetings as necessary at the Annual Meeting;
  - v. Recruit the Distinguished Speaker for the Annual Meeting the final selection of whom is to be approved by a vote of the Executive Committee; and
  - vi. Assume any other responsibilities requested by the Division Chair and/or Executive Committee and agreed to.
- d. The PDW Chair shall:
  - i. Develop and coordinate the ODC Professional Development Workshops (PDWs) and other pre-conference activities at the Annual Meeting;
  - ii. Coordinate with the Chair-Elect the scheduling of the Doctoral Student Consortium; and
  - iii. Assume any other responsibilities requested by the Division Chair and/or Executive Committee and agreed to.
- e. The PDW-Chair Elect shall:
  - i. Work with the PDW Chair in developing the ODC PDW Program at the Annual Meeting;
  - ii. Assume any other responsibilities requested by the Division Chair and/or Executive Committee and agree to.
- f. General Representative-at-Large (2) shall (as necessary):
  - i. Assist with the planning and implementation of divisional and/or joint divisional activities during his/her term in office. These efforts may include acting as liaison with counterparts in other divisions as well as coordinating ODC Division volunteers recruited for the purposes of assisting in these events;
  - ii. Act as a conduit for communication with Divisional members by gathering news on and of interest to members for inclusion in all Division communications;
  - iii. Represent the views of the general membership at Executive Committee and Business Meetings; and
  - iv. Assume any other responsibilities requested by the Division Chair and/or Executive Committee and agreed to.
- g. The Doctoral Student Representative-at-Large (1) shall:

- i. Act as a conduit for communication with Division student members by gathering news on and of interest to student members for inclusion in all Division communications;
    - ii. Represent the views of student members at Executive Committee and Business meetings;
    - iii. Assist the Division Chair-Elect with the Doctoral Student Consortium; and
    - iv. Assume any other responsibilities requested by the Division Chair and/or Executive Committee and agreed to.
  - h. The Executive/Practitioner Representative-at-Large (1) shall:
    - i. Act as a conduit for communication with Division Executive/Practitioner members by gathering news on and of interest to executive/practitioner members for inclusion in Division communications
    - ii. Represent the views of executive/practitioner members at Executive Committee and Business meetings;
    - iii. Assist the Program Chair and PDW Chair with the development and selection of scholarly sessions and PDW's at the Annual Meeting that address the interests of executive/practitioner members;
    - iv. Serve as liaison between Division and other professional practitioner organizations; and
    - v. Assume any other responsibilities requested by the Division Chair and/or Executive Committee and agreed to.

5. Terms of Office of Appointed Officers

Unless otherwise specified, all appointed officers shall serve for a period of two years. The term of office shall begin at the close of the Business Meeting at the Annual Meeting and terminate at the close of the Business Meeting at the following Annual Meeting two years hence. Reappointment for additional terms may be made at the discretion of the Executive Committee with the agreement of the appointed officer.

6. Duties of Appointed Officers

a. The Division Secretary/Treasurer shall:

- i. Be responsible for all aspects of the division's finances and maintaining compliance with Academy of Management financial guidelines;
- ii. Forecast and monitor division expenses to align with the division's allocated funding;
- iii. Update the division's Executive Committee on the status of the division's finances; and
- iv. Generate invoices and requests for funds to facilitate the flow of funds into and out of the division's financial accounts.
- v. Keep and distribute minutes of each of the semi-annual Board meetings;
- vi. Collect and maintain the historical and current records of the Division; and
- vii. The Secretary/Treasurer is a voting member of the Board.

b. The Communication Director shall:

- i. In coordination with the Chair, manage and oversee all aspects of the Division's communications with its members.
  - ii. Chair the Communications Committee;
  - iii. Gather communications from each of the officers for inclusion in all of the Division's communications;
  - iv. The Communication Director is a voting member of the Board.
- c. The Member Engagement Coordinator
  - i. In coordination with the Communication Director, communicate with all new members welcoming them to the Division;
  - ii. Organize events and processes for introducing new members to the Annual Meeting and to the membership in general;
  - iii. Work in close cooperation with other members of the board to develop and deliver opportunities for member engagement;
  - iv. The Member Engagement Coordinator is a voting member of the Board
- d. The Newsletter Editor shall:
  - i. Coordinate the content and delivery of the Newsletter with the Communication Director and Membership Engagement Coordinator
  - ii. Gather news on the Division and its members of interest to the membership for inclusion in the Newsletter;
  - iii. Prepare two Divisional Newsletters per year, deliver them to the Webmaster for uploading to the ODC website, and notify the Communication Director so that members may be notified about the availability and highlights of the Newsletter.
  - iv. The Newsletter Editor is a voting member of the Board
- e. The Webmaster shall:
  - i. Manage the ODC Division's website and keep it up-to-date in coordination with the Communication Director.
  - ii. The Webmaster is not a voting member of the Board
- f. The Chair of the Research Committee shall:
  - i. Help fulfil the research elements of the ODC Division's mission by working to develop and promote high scholarship across the division.
  - ii. The Chair of the Research Committee is a voting member of the Board.

## **ARTICLE VI. ELECTION OF OFFICERS**

1. The elected officers of the Division shall be the Division Chair, Division Chair Elect, Program Chair, PDW Chair, PDW Chair Elect, two (2) General Representatives-at-Large, the Executive/Practitioner Representative-at-Large, and the Doctoral Student Representative-at-Large. Division Chair, Division Chair Elect, Program Chair, and PDW Chair are not subject to new election but assume their roles by succession outlined in Article V.3.a.
2. The Nominating Committee shall consist of the Division Chair-Elect, the PDW Chair and a Division member who is not an officer, appointed by the Executive Committee. The Division Chair-Elect shall serve as Chair of the Nominating Committee. The Nominating

Committee shall follow the processes specified in these bylaws in nominating and electing officers.

3. The Nominating Committee shall annually, and prior to the end of February, send the membership a nominating ballot, calling for nominations for the positions of PDW Chair-Elect and any other elected positions that may have come open. This process is coordinated with the AoM office who provides the online tool for collecting nominations. The name of the member receiving the highest number of nominations will be listed on the election ballot with other names as specified below.
  - a. The Board is committed to diversity within its membership. Consistent with this commitment, the Nominating Committee is directed to find candidates that ensure diversity, particularly in terms of gender and geographic location.
4. There will be a minimum of two and a maximum of three names on the election ballot for each open position. In addition to the name or names identified through the nominating ballot above, the Nominating Committee may suggest one or two additional names based on the Nominating Committee's judgment of the potential leadership contributions possible nominees might make to the Division. It shall be the responsibility of the Chair of the Nominating Committee to ensure that each individual appearing on the ballot is a member of the Division and is willing and able to serve the full term in the position for which he or she is nominated.
5. No more than two elected officers may serve from the same institution at a time. Therefore, no individual may be placed on the ballot who is employed at the same institution as two current officers.
6. No person can appear on the final ballot as a nominee for more than one office. If the nomination process results in a person qualifying as a nominee for more than one office, this person will be a nominee for the office s/he designates.
7. In the event that no one is nominated for an open position, the nominee with the highest number of nominations declines the opportunity to appear on the ballot or is not appropriate for the position, the Nominating Committee shall develop a slate of candidates for that position, subject to Article VI. 4.
8. The election ballot will list the candidates for each position together, in alphabetical order. The ballot will also include a brief biographical sketch (maximum of 250 words) and picture for each candidate running for a specific position. The Chair-Elect shall be responsible for coordinating the election with the Academy of Management Office to conduct the election by electronic ballot.
9. The final ballot results shall be communicated to the membership immediately upon completion of the election after the candidates have been personally notified by the Chair-Elect of the outcome.

10. The vote count shall be considered confidential information and shall not be disseminated further.

#### **ARTICLE VII. REMOVAL OF OFFICERS**

1. An elected officer may be removed by a two-thirds vote of the membership voting by electronic ballot provided that at least 25 per cent of the membership votes. In the event that less than 25 per cent of the membership votes, ballots will continue to be conducted until the matter is resolved.
2. A vote for removal may be initiated by a majority vote of the Executive Committee or a petition submitted to the Division Executive Committee bearing verified signatures of 10% of Division members in good standing as of 1 July in the year during which the petition is submitted.
3. The Nominating Committee shall be responsible for conducting the removal vote, assuring a fair vote and reporting the results to the membership. Should a sitting officer be removed in this manner, the Executive Committee shall determine the disposition of the officer's duties during the remainder of the term, subject to Article V.3.e.
4. Should a member of the Nominating Committee be the subject of the removal process, the Executive Committee shall replace that individual with an appropriate ODC Division Member for the duration of the process.
5. An appointed member of the Board may be removed by a majority vote of Board members.

#### **ARTICLE VIII. COMMITTEE STRUCTURE**

1. The Division Chair shall be assisted in policy formulation and the operation of the Division by such standing and special committees as are authorized in the Bylaws.
2. Standing committees shall include the Program Committee, Nominating Committee, Membership Engagement Committee, Communications Committee, Research Committee, and the Awards Committee. The Division Chair shall be an ex officio member of each committee. The respective committee chairs shall recruit/appoint members of their committees as necessary, subject to these by-laws. Unless otherwise specified by the by-laws and/or the Executive Committee, composition and responsibilities of these committees will be determined by the respective committee chairs.
3. The Division Chair may appoint, with the advice of the Executive Committee, special committees, as necessary. The life of all such committees shall expire with the completion of the specified assignment.



## **ARTICLE IX. AMENDMENTS**

1. Any proposed amendment(s) to these Bylaws must be made available to the Division's members at least one month prior to a vote on the amendment(s).
2. Amendment(s) to the Bylaws sponsored by the Executive Committee shall require a two-thirds vote of the membership voting by electronic ballot provided that at least 25 per cent of the membership vote.
3. Counting and certification of ballots shall be the responsibility of the Division Chair with assistance from the Academy of Management Headquarters Office.

## **ARTICLE X. STANDING COMMITTEES**

1. Nomination Committee
  - a. Chair: Chair-Elect
  - b. Members:
    - i. PDW Chair
    - ii. Division member who is not an officer
  - c. Duties are specified in Article VI
2. Program Committee
  - a. Chair: Program Chair
  - b. Members:
    - i. as needed
  - c. Duties:
    - i. Development and scheduling of scholarly program at Annual Meeting
    - ii. Selection of Distinguished Scholar
    - iii. Selection of best paper and best reviewer award winners
3. Communications Committee
  - a. Chair: Communication Director
  - b. Members:
    - i. Newsletter Editor
    - ii. Webmaster
    - iii. others as needed
  - c. Duties:
    - i. Execution of communication strategy
    - ii. Reliable and regular communications with members
4. Membership Engagement Committee
  - a. Chair: Member Engagement Coordinator
  - b. Members:
    - i. Executive/Practitioner/Student Representative-at-Large
    - ii. Other members as appropriate
  - c. Duties

- i. The Committee shall create activities and opportunities to foster linkages among Division members and engage in professional and social activities of interest to members throughout the year.
5. Research Committee
  - a. Chair: Appointed by the Executive Committee
  - b. Members: General Representative-at-Large, Doctoral Student Representative-at-Large
  - c. Duties: Work with and act in a supporting function to members of the Executive Committee to help fulfil the research elements of the Division's mission by offering opportunities to develop and promote high quality academic scholarship. Examples of supporting activities may include: encouraging cooperation among members of the division on doing research; encouraging the plurality of research perspectives and methods to support the mission of the division; providing the Newsletter editor with state-of-the art research findings/insights on ODC topics suggesting/organizing research-based PDWs and/or symposia for the AOM meeting.
6. Awards Committee
  - a. Chair: Chair-Elect
  - b. Members:
    - i. General Representative-at-Large (1)
    - ii. others as needed
  - c. Duties
    - i. Identify and select recipient(s) of non-program based awards

**These Bylaws were**

- Proposed by ODC Board September 2014
- Adopted by vote of ODC membership November 2014