

**IRIS, THE SCANDINAVIAN CHAPTER OF THE
ASSOCIATION FOR INFORMATION SYSTEMS
BY-LAWS**

**ARTICLE I
PURPOSE AND ACTIVITIES**

SECTION 1. NAME.

The name of this organization shall be the Information Systems Research in Scandinavia (IRIS) Association, abbreviated as *IRIS*, and hereafter referred to as the Chapter. The Chapter will be called "IRIS," "the IRIS Association," or "IRIS: the Scandinavian chapter of the AIS."

SECTION 2. STATEMENT OF PURPOSE.

The Scandinavian Association for Information Systems (*IRIS*) is a Chapter of the Association for Information Systems (AIS) serving Scandinavian members of AIS. The goal of the Chapter is to promote research and research education in the use, development, and management of information systems in Scandinavia, and making that research known in the international research community and among practitioners.

SECTION 3. ACTIVITIES.

The various activities of the Chapter are to promote the exchange of professional communications among scholars and professionals responsible for education, design, implementation, and management of information systems in both private and public organizations. The activities of the Chapter include:

- Providing a forum for those concerned with all aspects of information systems, particularly those of interest to the Scandinavian IS community.
- Providing an opportunity for the exchange of ideas concerning the management of information systems with member counterparts.
- Conducting programs and conferences for the benefit of members.
- Providing a means for critical examination of the problems and opportunities associated with information systems in the Scandinavian IS community.
- All those activities approved by the constitution of the AIS.
- Additional activities as approved by the Executive Board of the Chapter.

SECTION 4. HOST ORGANIZATION.

The IRIS association shall have a host organization placed at a department or research institute in one of the Scandinavian countries. The location of the host is decided by the annual general meeting for a period of four years. The manager of the host organization is appointed Executive Director by the Executive Board.

Under the Executive Board, the host organization is responsible for:

- Administration of the IRIS association, including marketing to enroll new members

- Production, distribution, and administration of the Scandinavian Journal of Information Systems (SJIS).
- Assisting in the practical organization of IRIS conferences together with the local organizers
- Administrative support for the Executive Board and the editorial board of SJIS.

ARTICLE II MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSES.

IRIS shall provide all classes of membership as contained in Article III of the constitution of AIS. All members of *IRIS* shall be members of AIS upon payment of the appropriate AIS dues.

SECTION 2. CHAPTER DUES.

The annual general meeting (Article III.1) shall have the authority to determine the *IRIS* dues and other payments to be made by the members of the Chapter from time to time. The annual dues of each member for *IRIS* shall be paid at the beginning of the membership year coinciding with the member's AIS membership year.

SECTION 3. MEMBER RIGHTS.

Each regular member shall be entitled to

- the right to vote, participate in all *IRIS* and AIS activities, and hold office in *IRIS* and AIS.
- A subscription to the Scandinavian Journal of Information Systems
- Access to the IRIS network including resources such as updated addresses of members and institutions, available positions at Scandinavian research institutions, a calendar of visiting international researchers in Scandinavia, information about ongoing research projects, and about Ph.D. courses and seminars.

SECTION 4. LIABILITY OF MEMBERS.

The members of the Chapter shall not be liable for the debts and obligations of the *IRIS* nor of AIS.

SECTION 5. TERMINATION OF MEMBERSHIP.

Resignation

A member of the Chapter may terminate his or her membership at any time by submitting a letter of resignation to the Executive Board or by failing to pay either AIS or *IRIS* dues within two (2) months of the date on which they are due.

Expulsion

A member may be expelled for conduct deemed prejudicial to the Chapter by a two-thirds majority of the individual members in attendance at a annual general meeting (Article III.1) of the Chapter where a quorum is present, provided that the member shall first have been served with a written notice explaining the reason(s) for the proposed expulsion, and shall be given an opportunity to challenge the proposed expulsion to those in attendance at the general business meeting.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1. ANNUAL GENERAL MEETING.

An annual general meeting (AGM) shall be held at the annual IRIS conference to install officers (if required by terms of office) and to conduct such business as required.

The agenda used at the meeting shall at least have the following items:

1. Election of a chairperson and a secretary for the meeting.
2. Election of two members to check the minutes.
3. Check the list of members.
4. Approval of the President's annual report.
5. Approval of the Treasurer's financial report.
6. Election of members of the Executive Board.
7. Election of internal auditor.
8. Approval of budget and annual membership fee.

The time, location, and other details of the meeting shall be determined by the Executive Board of *IRIS* and communicated to the membership.

SECTION 2. NOTICE OF MEETINGS.

A written or other notice stating the place, time, date, and hour of meetings shall be delivered to the membership at least two (2) weeks prior to the meeting. If e-mailed, such notice shall be delivered to the e-mail address as it appears on the records of the Chapter.

SECTION 3. QUORUM.

Prior notice of the AGM and general business meetings having been given, 25% of *IRIS* members shall constitute a quorum for the purpose of such meetings of the Chapter. If a quorum is not present, the AGM or general business meeting shall be adjourned until a quorum can be obtained. A quorum is not required for other meetings or events of the Chapter.

SECTION 4. VOTING.

Any person who is a current member of the Chapter shall be entitled to one vote on business pertaining to the Chapter. Decisions shall be by a majority of those participating and eligible to vote. On matters of general business, voting may be conducted by any means chosen by the Executive Board, including electronic mail. In regard to the election of officers, voting may be conducted by any means chosen by the Election Committee, including electronic mail. In regard to both election of officers and matters of general business, all members who are eligible to vote have both absentee and proxy voting rights.

ARTICLE IV EXECUTIVE BOARD

SECTION 1. MEMBERS OF THE EXECUTIVE BOARD.

The Executive Board shall consist of the officers of the Chapter, the Past-President of the Chapter, and Directors (see Article V.2). The President of the Chapter shall serve as the Chair of the Executive Board. The Executive Board consists of one member from each of the four Scandinavian countries. The Executive Board elects one member as a President.

In addition there are two members representing Ph.D. students. Each country representative, including the Chair, is elected for a period of four years. The Ph.D. representatives are elected for two years.

An editorial board of 4 senior researchers edits the Scandinavian Journal of Information Systems, one from each of the four Scandinavian countries. The editorial board is appointed by the Executive Board. Members of the Executive Board cannot be elected for the editorial board of the Scandinavian Journal of Information Systems.

A research group from one of the four Scandinavian countries organizes the IRIS conference in turn. The research group in collaboration with the Executive Board develops the program for each year's conference.

SECTION 2. DUTIES OF THE EXECUTIVE BOARD.

The Executive Board shall serve as the governing authority of the Chapter. The property, business, and affairs of the Chapter shall be managed by the Executive Board. The Executive Board may exercise all such powers of the Chapter as defined by the laws of Denmark and by these by-laws.

The Executive Board shall, in furtherance of, but not in limitation of, its powers, have the authority and power to:

- Represent the members of the Chapter for all matters, internal and external.
- Establish policies and practices for the Chapter, including the annual budget and membership fee.
- Approve broad arrangements for all Chapter activities.

SECTION 3. MEETINGS OF THE EXECUTIVE BOARD.

There shall be at least one annual meeting of the Executive Board. Additional meetings may be called by the Chair or by at least three members of the Executive Board. The meetings shall be held at a time, place, and manner designated by the Chair. Notice of the meetings shall be given in writing or orally at least two (2) weeks prior to the meeting. Other methods of meeting in addition to face-to-face may be used.

SECTION 4. QUORUM.

Presence of more than one-half of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

SECTION 5. VOTING.

Decisions shall be by a simple majority of those present and voting. The Chair may exercise a casting vote if the need arises.

ARTICLE V OFFICERS AND MEMBERS OF THE EXECUTIVE BOARD

SECTION 1. OFFICERS.

The officers of the Chapter shall consist of the President, President-Elect, Secretary and Treasurer. No person may hold any two offices at the same time. The officers of the Chapter must be members of *IRIS* and *AIS* in good standing. The period of office is normally two years unless decided otherwise by the Executive Board. Ideally, the two-year terms of the Secretary and Treasurer should be staggered so as to enhance the continuity of the Executive Board. The Executive Board decides which of its members shall take which roles.

SECTION 2. DIRECTORS.

In the event that special (such as Events Director, Publications Directors, etc.) or At-Large Directors of the Chapter are deemed to be necessary or desirable by the membership of the Chapter at the AGM, such additional Directors of *IRIS* may be established. Directors shall serve from the date of the annual meeting at which they are elected for a term of two years and until their respective successors assume office.

SECTION 3. NOMINATION.

A Nominations and Election Committee, chaired and selected by the Past-President, shall seek and nominate at least one candidate for each Officer and Director position to be filled on the Executive Board no later than 30 days prior to the annual election. Nominations may also be made by any member eligible to vote by sending the name of the nominee to the Election Committee no later than 30 days prior to the annual election providing the nominee has given prior consent.

SECTION 4. ELECTIONS.

The annual election of the members of the Executive Board will be held during the annual general meeting of the Chapter by a method to be chosen by the Nominations and Election Committee. Each voting member, as describe in III.4 above, shall be entitled to one vote. Voting shall be conducted in a manner deemed appropriate by the Election Committee. The Executive Board shall be filled by the nominees receiving the most votes cast.

SECTION 5. REMOVAL.

Any member of the Executive Board may be removed by a vote of the majority of the voting members at an AGM or general business meeting of the Chapter, or by postal or e-mail voting by 25% of the Chapter membership. Such a vote must be recommended and scheduled by the Executive Board. Notification to the voting members that a vote will be conducted for removal of an officer or member of the Executive Board must be made no less than two (2) weeks prior to the vote being taken.

SECTION 6. RESIGNATIONS.

Any member of the Executive Board may resign at any time by giving written notice, including e-mail, to the President or Secretary of the Chapter. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. VACANCIES.

For offices other than President-Elect, a vacancy occurring in the elected offices for any reason shall be filled by appointment by the President with the approval of the majority of the Executive Board. A vacancy in the office of President-Elect shall be filled by election, regular or special, by the *IRIS* membership at the next annual general meeting.

SECTION 8. DUTIES OF THE PRESIDENT.

The President shall be the chief executive officer of the Chapter. The President shall perform all duties that pertain to the office of the President and that may be assigned by the Executive Board. In furtherance of, but not in limitation of, the office, the President's primary duties shall be:

- Preside over all meetings of the members of the Chapter.
- Call and chair all Executive Board meetings.
- Designate all committees and their chairpersons, with the concurrence of the Executive Board.
- Supervise all other officers of the Chapter and see that their duties are properly performed.
- Accept and receive donations, gifts, devises, and bequests.
- Coordinate the Chapter's activities and conduct any necessary business with external organizations.
- Ensure that all orders and resolutions of the Executive Board are put into effect.
- Submit at the annual general meeting an annual activity report of the operations of the Chapter for the preceding year.

SECTION 9. DUTIES OF THE SECRETARY.

The Secretary shall be the chief administrative officer of the Chapter and shall perform all duties that pertain to the office of Secretary and that may be assigned by the President and the Executive Board. In furtherance of, but not in limitation of, the office, the Secretary's primary duties shall be to:

- Keep minutes of the annual general meeting and other general business meetings of the Chapter.
- Attend the meetings of the Executive Board and act as the clerk thereof and record all the acts, notes, and minutes of the meeting.
- Submit an annual Activity Report to the AIS Vice President of Chapters and Affiliated Organizations by December 1st each year.
- Notify Chapter members and members of the Executive Board of all meetings.
- Perform other duties as may be from time to time assigned by the President.

SECTION 10. DUTIES OF THE TREASURER

Maintain the financial records of the Chapter and produce an annual financial report. Review all applications for membership and maintain a membership roster. Submit an annual Financial Report to the AIS Treasurer.

SECTION 11. DUTIES OF THE PAST-PRESIDENT.

The immediate Past-President of the Chapter shall serve as the chair of the Nominating and Election committee. The Past-President will assist the President as required.

SECTION 12. DUTIES OF PRESIDENT-ELECT.

The President-Elect shall serve as a general assistant to the President and shall assume the office of President at the end of the term of office of the President.

SECTION 13. DUTIES OF DIRECTORS

The duties of the Executive Director, special Directors and At-Large Directors will be determined and defined by the Executive Board.

ARTICLE VI COMMITTEES

SECTION 1. SPECIAL COMMITTEES.

The President, with the concurrence of the Executive Board, may establish and appoint special committees, not having and exercising the authority of the Executive Board, to aid and assist the President and the Executive Board in the management of the affairs of the Chapter.

SECTION 2. NOMINATING AND ELECTION COMMITTEE.

Not less than Forty (40) days prior to the annual election of officers and directors, the Past-President with the consent of the Executive Board, shall appoint at least two (2) additional members to a Nominations and Election Committee chaired by the Past-President. This Committee will consist of voting members of the Chapter. This committee will prepare a slate of nominees for chapter offices and conduct the subsequent annual election of officers and directors of the Chapter according to the processes and procedures set out in preceding sections.

ARTICLE VII FINANCES

SECTION 1. FISCAL YEAR.

The fiscal year of the Chapter shall coincide with the fiscal year of AIS.

SECTION 2. FINANCIAL ACCOUNTS.

The Treasurer shall establish and maintain accounts for the financial assets of the Chapter.

Only the President, the Treasurer or the Executive Director if so instructed by the President and the Treasurer jointly may make deposits and withdrawals from these accounts.

SECTION 3. ASSETS.

IRIS may buy, own, and/or dispose of assets, financial or otherwise, that are necessary or desirable in the pursuit of *IRIS*'s goals and objectives.

SECTION 4. LIABILITIES.

IRIS shall not enter into any contract or agreement or undertake any action that could result in any obligation or liability to AIS without the express written consent of AIS.

SECTION 5. FINANCIAL REPORTS.

The Treasurer shall provide to the Executive Board an annual written report of the financial status of the Chapter, which any member of the Chapter may inspect upon request. This report shall also be submitted annually to AIS, through the AIS Treasurer, and to the Region 2 Representatives on the AIS Council. The Treasurer's accounts shall be audited annually at the end of the fiscal year by an independent representative elected by the AGM.

SECTION 6. FUND DEPOSITS.

All funds of the Chapter shall be promptly deposited in qualified bank accounts, in government audited university accounts, or in AIS accounts established in the Chapter's name by *IRIS*. Any funds acquired by the Chapter shall be clearly marked for and deposited to the account of the Chapter. Funds of the Chapter shall not be co-mingled with the funds of any other entity.

SECTION 7. FUND DISBURSEMENTS.

Transfers of all disbursements of funds of the Chapter shall be signed by the Treasurer or, in the event the Treasurer is unavailable, by the President. For petty cash disbursements, proper vouchers shall be taken and filed.

SECTION 8. DISSOLUTION.

Upon the dissolution of *IRIS*, a special meeting shall be convened to nominate representatives to manage the disposition of the assets of the Chapter. After paying or making provision for the payment of all the liabilities of *IRIS*, the remaining assets of the Chapter shall be remitted to AIS or to such other organizations in Denmark organized and operated exclusively for charitable and/or not-for-profit purposes.

ARTICLE VIII AMENDMENTS

SECTION 1. BY-LAW CHANGES.

These By-Laws may be altered, amended, or repealed, and new and other By-Laws may be adopted by resolution or resolutions duly adopted by a two-thirds vote the voting membership present and voting at any AGM of the Chapter, with proper advance notice of such vote to members. In addition, any changes to these By-Laws shall be verified by the AIS VP for Chapters and Affiliated Organizations to be consistent with the then-current By-Laws of the AIS.