CONSTITUTION
of the
NORTH AMERICAN CASE RESEARCH ASSOCIATION

Article I.

GENERAL

Section 1.1. Corporate Name. The name of this organization shall be the North American Case Research Association, hereafter referred to in this Constitution and By-Laws as "NACRA."

Section 1.2. Purpose of the Organization. NACRA is a not-for-profit, voluntary professional association. Its educational mission is to promote excellence in case research, writing, and teaching in business and other administrative disciplines. NACRA shall foster all methods consistent with this purpose.

Section 1.3. NACRA's web presence is www.nacra.net. The web address may be changed by a majority vote of the Executive Board.

Article II.

MEMBERSHIP

Section 2.1. Membership. Membership in NACRA is worldwide.

Section 2.1.a. Only members in good standing shall be eligible for *Case Research Journal* royalty sharing.

Section 2.1.b. Good standing is defined as a member whose dues are fully paid no later than November 30th of the conference membership year.

Section 2.2. NACRA Member. Any individual engaged or supporting in case research, writing, or teaching at a university, college, junior college or community college who pays annual dues may be a voting member in good standing. This includes persons that have retired from positions pertaining to the above but remain active in the case community.

Section 2.3. Student Member. A student member must be a full-time student in a degree-granting college or university and shall be allowed a non-voting membership with payment of student annual dues. Student members shall not hold office nor have voting privileges, but shall be eligible to participate in all other NACRA activities and receive NACRA publications.

Section 2.4. Corporate/Institutional Member. Members in this category and the membership dues shall be determined by the Executive Board.

Article III.

OFFICERS

Section 3.1. Elected Officers. The elected officers of NACRA shall be: President; Immediate Past President; Vice-President, Programs; Vice-President Programs-elect; Vice-President, External; and Vice-President, Internal.

Section 3.2. Appointed Officers. The appointed officers of the Association shall be: Vice-President Publications and Editor, Case Research Journal; Editor of the Proceedings of the Annual Meeting; Newsletter Editor; Webmaster; and Treasurer.

Section 3.3. Executive Board. The Executive Board shall be the operating body of NACRA. The Executive Board shall consist of all elected officers as defined by this Constitution; the Treasurer; and the Vice-President Publications and Editor, Case Research Journal; and the Advisory Board chair.

Section 3.4. Board of Directors. The Board shall be the governing body of NACRA. The Board shall consist of elected and appointed officers, the Advisory Board chair, and no more than three elected at-large directors, the number to be determined by the Board.

Section 3.5. Advisory Board. The Advisory Board shall consist of Past Presidents of NACRA who remain members in good standing and who are committed to serve in an advisory capacity. The President of NACRA will serve as ex-officio non-voting member of the Advisory Board.

Article IV.

ORGANIZATIONAL STRUCTURE

Section 4.1. Meetings.

Section 4.1.a. The Executive Board shall meet at the Annual Meeting of NACRA, prior to the first session of the Annual Conference. The President shall schedule periodic meetings between the Board of Directors meetings as needed.

Section 4.1.b. The Board of Directors shall meet at the Annual Meeting of NACRA, after the last session of the Annual Conference.

Section 4.1.c. The Advisory Board shall meet at the Annual Meeting of NACRA, after the Executive Board meets and before the Board of Directors meets.

Section 4.2. Adding Members to the Board of Directors. The Board, by two-thirds vote, may authorize the addition of directors.

Section 4.3. Tenure of Officers. The tenure of officers shall extend to the end of the Annual Meeting. Outgoing officers shall be responsible for settling financial obligations incurred during their term of office by the end of the fiscal year.

Section 4.4. Terms of Office – Board Members.

Section 4.4.a. The Officers: President, Immediate Past President, Vice-President Programs, and Vice-President-elect Programs shall have one-year terms of office.

Section 4.4.b. Other elected officers: Vice-President Internal, and Vice President External, shall have two-year terms.

Section 4.4.c. The appointed officers: Treasurer, and the Vice-President Publications and Editor, Case Research Journal, shall be appointed for three-year terms.

Section 4.4.d. Other appointed officers, including the Newsletter Editor, the Proceedings Editor, and the Webmaster shall be appointed for two-year terms.

Section 4.5. Officer Elections.

Section 4.5.a. Eligibility for Office. Only members in good standing are eligible for office. No officer shall be eligible for more than one successive election to the same office. After a lapse of one year, an individual may again be nominated. The Vice-President Publications and Editor, Case Research Journal; Editor of the Proceedings of the Annual Meeting, Newsletter Editor; Webmaster; and Treasurer may be appointed for more than one successive term of office.

Section 4.5.b. Officer Vacancies. If an elected officer is unable to complete a term in office, the President will appoint, with majority approval by the Executive Board, a member to complete the unexpired term. Such interim officers may run for election to the office, or another office, at the next regularly scheduled election.

Section 4.5.c. Officer Removal. An officer may be removed from an elected or appointed office for non-performance of duties such as non-attendance at Board meetings; extenuating circumstances will be considered by the President. Two-thirds of the Executive Board must vote for removal of an officer.

Section 4.5.d. Nominations for elected positions should be solicited from all members through a Call for Nominations. Self-nominations are permissible.

Section 4.6. NACRA Fellows. Members of NACRA who have distinguished themselves through service to the NACRA organization and their life-long achievement in supporting case research, writing and teaching may be nominated for the distinction of NACRA Fellow. The spirit behind the award is to recognize an individual who demonstrates NACRA's value with a record of long-time exemplary service to NACRA. To be eligible, a nominee must have been an active member

of NACRA for ten or more years (this time does not need to be consecutive). The call for nominations will list the information required for the form which includes: the nominee's name, a list of the roles held within the NACRA organization, a description of the contributions the nominee has made to NACRA, up to three letters of support from NACRA members (separate from the nominator's letter) and a current CV. A Fellow Selection Committee will consider a wide variety of information. The evidence to be considered can include, but is not limited to, the following: service to NACRA in elected or appointed roles (irrespective of whether the role is a paid one); consistent contribution to the annual NACRA conference, in any capacity; cases written and presented at the NACRA conference and/or published in the Case Research Journal; mentorship and guidance of less-experienced case writers; presentations, workshops and webinars promoting NACRA, the Case Research Journal, and/or case writing and teaching; provision of written materials for use by NACRA members on the topic of case writing and teaching; consistently introducing new junior faculty and doctoral students to NACRA; and nomination materials (CV, letters of support). Those awarded NACRA Fellow will receive a plaque, will have all future NACRA membership fees waived, will be featured in NACRA communication to its members, and may be invited to lead or participate (online or in-person, for example at the NACRA conference) on a topic mutually agreed upon by the Fellow and the current President of NACRA.

Section 4.6.a. Composition of the committee. Selection of Fellows shall be made by a committee chaired by the Immediate Past-President of NACRA, and includes the current President of NACRA, and the Chair of the Advisory Board. If any potential committee member, in the current year, is a nominator or nominee for the Fellow award, the committee chair will replace them with another former Fellow from a short list provided by the Chair of the Advisory Board. Should the committee chair have this same conflict of interest, they will be replaced as chair by the Chair of the Advisory Board, and the Chair of the Advisory board will recruit one former NACRA Fellow for the committee.

Section 4.6.b. Timing of nominations and role of Advisory Board. The chair of the Fellow selection committee will create and arrange for the distribution of the Call for Nominations no later than June 1. The Call for Nominations of Fellows should be in conjunction with the Call for Nominations of Officers. Individuals may be nominated by any member of NACRA, and self-nominations are permitted. The nomination period will be no shorter than 21 days. At the close of the nomination period, and no later than June 30, the chair of the committee will forward the names of any nominees to the Chair of the Advisory Board to solicit comments from members of the Advisory Board. These comments from the Advisory Board should be in the form of written feedback regarding the nominee's suitability for the award in terms of the qualifications listed in section 4.6. of the NACRA constitution. A comment that only indicates support for a nominee (or lack thereof), with no further commentary, will not be helpful. The Advisory Board Chair will forward these comments, anonymized, to the Fellow Selection committee chair no later than July 31. These comments are to provide additional information, opinion, and context to aid the committee in their decision, but the final decision to designate a NACRA Fellow shall rest with the Fellow Selection committee.

Section 4.6.c. Committee decisions. All deliberations of the Fellow Selection committee are to be held in camera and are to be kept in the strictest confidence. The chair of the committee will

convene as many meetings as is necessary to discuss the nominees and make decisions. A decision as to who has been designated a NACRA Fellow must be made by the committee by August 31. No member of the committee is under any obligation to explain to any individual why a nominee was designated or not designated a NACRA Fellow. The committee is under no obligation to ensure that every year someone is recognized (even if there are nominations).

Article V.

NACRA MEETINGS

The meetings of the Association shall be at such times and places as determined by the Executive Board.

Section 5.1. Annual Business Meeting. At each Annual Meeting, a membership meeting shall be held to discuss the operations of NACRA and to take up any business as may properly come before the group.

Section 5.2. Other Meetings. Other meetings will be authorized by the President, with the concurrence of the Executive Board.

Article VI.

RULES OF PROCEDURE

Section 6.1. Robert's Rules of Order (Revised) shall govern NACRA in its meetings in all instances except where they may conflict with the Constitution and By-Laws.

Article VII.

BY-LAWS

Section 7.1. Conduct of Business. The conduct of NACRA's business shall be governed by the By-Laws.

Section 7.2. Provisions of By-Laws. The By-Laws shall not conflict with the provisions of this Constitution.

Article VIII.

CONSTITUTIONAL AMENDMENTS

Section 8.1. Proposals. Amendments to this Constitution shall be submitted to the membership for approval upon: (a) a vote of two-thirds of the Board, or (b) a written request by at least 25 members in good standing.

Section 8.2. Ballot. This Constitution may be amended at any time by a two-thirds plurality of ballots returned; however, no amendment shall be considered adopted unless fifteen (15) percent of the members in good standing have voted. This vote shall be taken by electronic ballot, as determined by the Board of Directors, under conditions that will ensure the accuracy of the vote. Closing date of the ballot shall be at least twenty-one (21) days after the mailing date. The results of the ballot must be reported at the next annual meeting.

Constitution Versions
October 12, 2019
May 27, 2021
July 31, 2026

BY-LAWS

NORTH AMERICAN CASE RESEARCH ASSOCIATION

Article I.

ORGANIZATION STRUCTURE

Section 1.1. Board of Directors. The membership and authority of the Board are set forth in the Constitution.

Section 1.1.a. Regular Meetings. The President shall call regular meetings and set the agenda for the Board of Directors and the Executive Board. A reminder of all regular Board meetings shall be given at least thirty (30) days before a meeting is held.

Section 1.1.b. Special Meetings. The President shall call special meetings at the request of any three Board members (for special Board of Directors meetings) or at the request of any three members of the Executive Board (for special Executive Board meetings), by notice electronically mailed or telephoned to each member of the Board or the Executive Board not less than seven (7) days before the meeting is held.

Section 1.1.c. Meeting Minutes. Minutes will be taken of all meetings of the Executive Board, the Board of Directors, and the Advisory Board.

Section 1.2. Elected Officers. These officers are set forth in the Constitution. Their duties shall be:

Section 1.2.a. President. The President shall:

1. Be the chief executive officer of NACRA.
2. Be responsible for the conducting of the activities of the organization in a manner that will ensure the achievement of NACRA's purposes, subject to the provisions of the Constitution and By-Laws, and the concurrence of the Board in matters of policy.
3. Preside at all meetings of the Association, the Board of Directors, and the Executive Board, but may delegate the responsibility to the Past President, or if the Past President cannot serve, the Vice-President Programs.
4. Appoint committees not otherwise defined by the Constitution and By-Laws, subject to objection by the Executive Board.
5. Serve as on the Nominating Committee.
6. Present a report on the state of the Association at the Annual Meeting.
7. By succession, become the Past-President of NACRA.

Section 1.2.b. Immediate Past President. The Immediate Past President shall:

1. Act for the President when the President is absent or disabled.
2. Chair the Nominating Committee and ensure the widest participation of members in the process.

3. Chair the Awards Committee. Chair the reviewing and judging process for case awards based on manuscripts "as presented" at the Annual Meeting.
4. Maintain the Association's Manual of Operating Policies and Procedures, and initiate changes as needed.
5. Perform other duties as assigned by the President or the By-Laws.

Section 1.2.c. Vice-President, Programs. The Vice-President, Programs shall:

1. Be Program Chair for the Annual Meeting.
2. Appoint a Proceedings Editor, with the approval of the Executive Board.
3. Direct the implementation of special programs (seminars, symposia, workshops, etc.)
4. Perform other duties as assigned by the President or these By-Laws.
5. By succession, become the President.

Section 1.2.d. Vice-President, Programs-Elect. The Vice-President, Programs-Elect shall:

1. Assist the Program Chair for the Annual Meeting.
2. Perform other duties as assigned by the Vice-President, Programs or these By-Laws.
3. By succession, become the Vice-President, Programs.

Section 1.2.e. Vice President Internal. The Vice President Internal shall:

1. Develop and maintain a case writer network to increase attendance at the Annual Meeting and to expand the membership of the Association.
2. Provide recommendations on membership growth in all classes of membership.
3. In conjunction with the Treasurer, maintain an accurate membership roster and compile and maintain a database consisting of all attendees at the Annual Meetings past and present.
4. Provide a report to the membership at the Annual Meeting that illustrates the breadth of membership from around the world.
5. Record meeting minutes for the Executive Board and the Board of Directors, maintain the Meeting Minutes Book to be passed to the next elected Vice-President, Internal, and provide electronic copies to the Treasurer, who acts as the permanent site for all NACRA records.
6. Develop and coordinate a communications strategy for NACRA that conveys the strategic intent of the Board of Directors and the Executive Board.
7. Appoint the Newsletter Editor with the approval of the Executive Board and ensure that the newsletter reflects current strategic priorities and is published on a timely schedule. Activities to include developing the Call for Nominations of Officers, Call for Nominations of Fellows, and Case Contributor Awards, content goals, assisting in the writing or collection of content, setting publication deadlines and approving final content.
8. Develop articles and other content for the Web site and work with the Webmaster to ensure that the site is kept current.
9. Maintain a list of email list serves and addresses that may be used for NACRA communications and publicity for the annual meeting, request-for-grant proposals, and other purposes.
10. Assist the VP of Programs and the VP of Programs-elect in developing and disseminating promotional material for the annual meeting.
11. Maintain files to support NACRA activities as directed by the President and Executive Board such as:
    a. Publicity and communication materials;
    b. Master copy of the Constitution and By-Laws; making sure that the Treasurer has the most current copy.

c. Current officer list including term of office and contact information; making sure the Treasurer has a current officer list.
d. Minutes of Executive Board and Board of Director meetings, in a Minutes Book for the year, to be relayed to the Treasurer at year's end (the first meeting of the NACRA Annual Conference).

12. Perform duties as assigned by the President or these By-Laws.

Section 1.2.f. Vice President External. The Vice President External shall**:**

1. Maintain files of casebook and textbook publishers, editors, and authors.
2. Promote and market *Case Research Journal* cases for textbook adoptions and for sales through distributors (libraries).
3. Report to the Executive Board the numbers of cases adopted by book authors and
4. payments received.
5. Review selected textbooks that incorporate cases to make sure that the
6. permissions were requested and incorporated into the case footnote, and fees paid.
7. Identify opportunity to expand distribution of *CRJ* cases.
8. Maintain agreements with existing strategic partners.
9. Identify opportunities to enhance relationships with existing strategic partners.
10. Identify opportunities for NACRA Executive Board to engage with existing or potential strategic partners.
11. Identify opportunities for NACRA Executive Board to expand strategic partnerships.
12. Perform other duties assigned by the President or these By-laws.

Section 1.3. Appointed Officers. These officers are set forth in the Constitution. At appropriate times, the President; with concurrence of the Executive Board, shall appoint or reappoint the Vice-President Publications and Editor, Case Research Journal; the Newsletter Editor; the Webmaster; the Proceedings Editor; and the Treasurer. Their duties shall be:

Section 1.3.a. Treasurer. The Treasurer shall:

1. Maintain a headquarters for NACRA.
2. Maintain a master copy of the Constitution and By-Laws, the master officer listing, and the election calendar.
3. Maintain files of all contracts, permits, registrations, and other records as necessary to meet the legal obligations of NACRA.
4. Maintain the records of Board meetings, Executive Board meetings, Advisory Board meetings, and all other business meetings, etc., of NACRA from the Vice President Internal and Vice-Chair of the Advisory Board.
5. Supervise registration at the Annual Meeting and such other meetings as are held under the auspices of NACRA.
6. Process all inquiries and applications for membership, be the custodian of all membership records, and in conjunction with the Vice-President Internal, maintain an accurate membership roster.
7. Be responsible for the funds of NACRA.
8. Remit royalty payments due to members, as soon as practical after receipt of such royalties but in any instance no less than once a year.
9. Keep complete and accurate books of account showing all receipts and disbursements, using standard accounting practices.
10. Present a financial report of NACRA's activities to the Board no later than two months

following the end of the fiscal year and to the members at the annual meeting.
11. Be bonded in sufficient and adequate amount for the protection of NACRA.
12. Be empowered to appoint Assistant Treasurers with the concurrence of the President.
13. Perform duties as assigned by the President and these By-Laws.

Section 1.3.b. VP Publications and Editor, *Case Research Journal*. The Editor shall:
1. Edit, compile, and publish the *Case Research Journal*.
2. Encourage NACRA authors to complete and resubmit case revisions.
3. Maintain accurate records of reviewers, and provide feedback on their performance in a timely manner.
4. Provide an annual report on cases submitted/cases rejected/cases re-vised/accepted to the Editorial Board at the Annual Conference.
5. Perform duties as assigned by the President and these By-Laws.

Section 1.3.c. Editor, Proceedings of the Annual Meeting. The Editor shall:
1. Edit, compile, and publish the Proceedings of the Annual Meeting of the Association.
2. Encourage NACRA authors to complete case revisions and re-submissions to the *Case Research Journal* review process.
3. Perform duties as assigned by the President and these By-Laws.

Section 1.3.d. Editor, Newsletter. The Editor shall:
1. Edit, compile, and publish the Newsletter of the Association.
2. Incorporate the Call for Cases, Call for Nominations of Officers, and Call for Nominations of NACRA Fellows and the Case Contributor Award in a newsletter sent in the fall approximately one month ahead of the annual conference.
3. Use the Newsletter to generate effective publicity about NACRA, its meetings, and activities.
4. Inform current members about other case-related teaching and research opportunities.
5. Perform duties as assigned by the President and these By-Laws.

Section 1.3.e. Webmaster. The Webmaster shall:
1. Create and maintain the web page of the Association to be an effective communication link with members, prospective members, and other persons and organizations interested in case research and teaching.
2. Coordinate with other officers to include in the web page appropriate material about NACRA conferences, cases, and teaching.
3. Keep the web page registered with various search engines so that interested parties may find the NACRA web page.
4. Perform duties as assigned by the President and these By-Laws.

Section 1.4. Advisory Board. The purpose and membership of the Board are set forth in the Constitution. Responsibilities of the Advisory Board shall include:
1. Providing the framework for ongoing continuity within the Association.
2. Maintaining the Association's archives and appointing the Association's Historian.
3. Performing duties as assigned by the President and these By-laws.

Section 1.4.a. Officers. The Advisory Board Chair shall serve a two-year term and shall be elected by a majority vote of the Advisory Board members. The Chair may be elected for a

second two-year term. The Advisory Board Vice-Chair shall serve a two-year term and may be elected for a second two-year term.

Section 1.4.b. Meetings. The Chairperson shall convene and set the agenda for an Annual meeting of the Advisory Board to be held during the Annual Meeting of the Association.

Section 1.4.c. Special Meetings. Special meetings of the Advisory Board may be called at the request of the Executive Board, the Board of Directors, or by five members of the Advisory Board. Members of the Advisory Board must be notified not less than fourteen (14) days before the meeting is held.

Section 1.4.d. Minutes. The Vice-Chair shall be responsible for taking minutes of the Advisory Board meeting and emailing them to the Treasurer for the NACRA Meeting Minutes Book.

Section 1.5. Directors at Large. The Directors at Large shall:

1. Lead self-directed, local case community-building initiatives, as approved by the Executive Board.
2. Support the Vice President Programs with delivery of programs.
3. Support the Vice President External with communications and actions with strategic and other external partners.

Article II.

ELECTIONS

Section 2.1. Nominations Committee. The Immediate Past President chairs the Nominations Committee. Members of the Committee include the Past President, President, and the Vice-President, Programs.

Section 2.2.a. Call for Nominations – Newsletter. The Call for Nominations is distributed to all members through the Newsletter no later than June 1, so that the election can be open for 21 days and results be reported at (or prior to) the Annual Meeting.

Section 2.2.b. Call for Nominations – Emails. In addition to the Call for Nominations in the Newsletter, the Nominations Chair should solicit nominations through emails sent to the Executive Board, Directors at Large, Strategic Partners, NACRA Fellows, the Advisory Board, and the Track Chairs.

Section 2.2.c. Nominees. Each nominee will be contacted by a member of the Nominating Committee telling him or her of the nomination and determining willingness to serve. If so, the nominated individual shall supply the Nominations Committee with a 200-300-word bio to be used in the election ballot.

Section 2.3. Ballots. Ballots will be distributed via Qualtrics or other software that can determine a single contact/single vote to members in good standing (student members are not eligible to vote). The ballot will contain the Office, Nominee's Name and the short (200-300-word) bio

such that at least 21 days are available for voting (prior to the annual meeting).

Section 2.4. The Advisory Board Chair and Vice-Chair shall be elected from among those past presidents who are willing to serve on the Advisory Board. The election will occur at the Advisory Board meeting held during the conference. The winner shall be the person with the most votes.

Section 2.5. Winners will be the candidate or candidates with the most votes.

Article III.

TERMS OF OFFICE

Section 3.1. Elected Officers. Because of the succession of the Vice-President Programs-Elect to Vice-President Programs, the Vice-President Programs to President, and the succession of the President to Past President, a new VP of Programs-Elect shall be elected each year. All other elected officers will serve a two-year term.

Section 3.2. Appointed Officers. The appointed officers shall serve two-year terms, except for the Vice-President Publications and Editor, *Case Research Journal;* and the Treasurer, who shall serve three-year terms.

Section 3.3. The Advisory Board Chair and Vice-Chair shall each serve a two-year term.

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October 12, 2019
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