

FACTS: THE Decision Sciences Institute, Inc. (DSI) recently held balloting to amend its Constitution. Members are required to give their physical addresses but not their email addresses because of privacy issues. The balloting was conducted by sending e-mails to members asking them to cast their ballots using the Internet utility "Survey Monkey." After the ballots were cast, Survey Monkey closed without notifying Members that they should copy their ballots and their votes. Unfortunately, only one member is known to have retained a copy of the ballot he cast. A review of the roster of members to which the ballots were sent disclosed that 18 members did not receive ballots. The Decision Sciences Institute Inc. did not preserve copies of ballots cast and it is not known whether or not all members received ballots. It is known that approximately 500 of about 1,400 members cast ballots and there is anecdotal evidence that some members to whom email ballots were sent did not receive ballots because their screening processes diverted the ballots to junk mail.

The DSI Board intended to amend the Constitution to remove the vice presidents elected by the regional subdivisions. However, the ballot did not offer any amendments to ARTICLE VII, the composition of the Board. Undaunted, the Board removed the 9 vice presidents elected by the regional subdivisions and 9 vice presidents elected at large and replaced all of them with six named vice presidents. The Board then covered up their action by amending ARTICLE VII to make it conform to what they had done without informing the membership and by removing the Constitution from the DSI website. Their justification was that the Board had the right to do so.

Over the past 40 years the Regional subdivisions have served the professional development needs of about 68,000 faculty members in their annual meetings while the Institute has served the professional development needs of about 44,000 Members in its Annual Meetings. The actions taken Board have caused the regional subdivisions to reconsider their allegiance to the Institute.

Your task is to determine the legality of the balloting and the ethical issues raised by the Board's actions.

ARTICLE XVII—CHANGES IN CONSTITUTION "No article shall be added to this Constitution and no part shall be amended or annulled except by written ballot sent to all Members. A change in the Constitution requires a two-thirds affirmative vote of the Members returning said written ballots within 30 days after their mailing to the Member."

ARTICLE VII--BOARD OF DIRECTORS 1. Composition. "The Institute's Board of Directors shall consist of the President (who serves as Chairperson), the immediate Past President, the President-Elect, the Secretary, the Treasurer, and Vice Presidents, one elected by each of the Regional subdivisions and an equal number of Vice Presidents elected at-large, and the Executive Director as an ex-officio member."

BYLAW 3: TERMS AND DUES Section 1. Terms (a) The fiscal and tax year of the Institute is from July 1 through June 30. (b) The membership term is from July 1 through June 30. (c) The officer term is from April 1 through March 31. (d) The President shall serve for one year and automatically become Past President. (e) The President-Elect shall serve for one year and automatically become President. (f) The Secretary and Treasurer shall serve two-year staggered terms. (g) Vice Presidents shall serve two-year terms, with the terms of office of the Vice Presidents elected by the Regional subdivisions staggered, and the terms of office of the Vice President elected at-large staggered.

THE STATUTE OF FRAUDS. The Statute of Frauds requires that any contract for services that cannot possibly be completed within one year must be in writing to be enforceable.