BY-LAWS
of the
Institute for Supply Management – Chicago, Inc. (aka ISM-Chicago)
Adopted: November 22, 1923
Effective: January 1, 1924
Revised: January 1930; April 1935; September 1941; January 1946; January 1961; June 1968; January 1977; May 1982; June 1994; December 1997; April 2005; February 2008; December 2012; March 2014

ARTICLE I

NAME
The name of the corporation is Institute for Supply Management – Chicago, Inc. hereafter referred to as the “Affiliate”.

ARTICLE II

INCORPORATION, LOCATION AND AFFILIATION

Section 1. Incorporation.
The Affiliate was incorporated October 17, 1913 under the laws of the State of Illinois, and was designated a not for profit 501 (c) (6) corporation in 1945.

Section 2. Location.
The principal business office of the Affiliate is located in Milwaukee, Wisconsin or in such other location as may be determined by the Board of Directors.

Section 3. Affiliation.
This Affiliate is an Affiliate of the Institute for Supply Management™ ("ISM") whose headquarter is located in Tempe, Arizona.

ARTICLE III

MISSION AND VISION OF THE AFFILIATE

Section 1. Mission
To foster and promote interchange of ideas and cooperation among its members through development and application of supply and materials management; to collect and disseminate related information to its members; develop and encourage the practice of high standards of personal and ethical conduct; sponsor, promote and encourage a professional certification program; institute and develop education courses, seminars and programs that support diversity and strive to promote and enhance the supply and materials management profession.

Section 2. Vision
To cooperate, collaborate and exchange information with professional, trade and other related organizations, to advance public relations with governmental agencies and the public in general if applicable. In the accomplishment of these purposes, it shall be the policy of the Affiliate to comply at all times with all laws, including the antitrust laws, and in furtherance of this policy, no activity or program shall be sponsored or conducted by or within this Affiliate which in any manner whatsoever shall represent or be deemed a violation of any law, including the antitrust laws and the Institute of Supply Management’s Statement of Antitrust Policy and Guide for Antitrust Compliance, as amended from time to time by the Board of Directors of ISM.
ARTICLE IV
MEMBERSHIP

Section 1. Regular Members.
A person shall be eligible to be a regular member of this Association who satisfies the eligibility requirements of a regular member of an Affiliated Association as defined in the bylaws of the Institute for Supply Management, Inc. (ISM), as amended from time to time. Regular members of this Association shall have the right to cast one (1) vote on all questions which require a vote of the regular members of this Association other than those regular members who, pursuant to the ISM Bylaws, as amended from time to time, do not have voting rights.

Section 2. Other Classification of Membership Types.
Other classification of membership types may be defined by ISM, with voting and non-voting rights. The Affiliate upon approval of the Board of Directors will acknowledge each within the ISM Chicago Policy Manual.

Section 3. Denial of Membership.
An Affiliated association has the right to deny Regular membership, as authorized in the ISM Bylaws, Article II, Section 1. The ISM Board of Directors will consider an appeal by the applicant. The decision of the Board of Directors concerning denial of Regular membership will be final and binding.

Section 4. Expulsion of Members.
The Association shall have the right to expel a member of any classification from membership in the Association for nonpayment of dues or for violation of the provisions of these Bylaws, the ISM Bylaws, the ISM Policies, the ISM Policy Manual for Special Interest Groups and Forums, the ISM Standards of Conduct or such other statements of policy as may be adopted by the Association or the ISM Board of Directors from time to time.

Expulsion for any reason other than nonpayment of dues shall occur only after the member has been advised of the proposed expulsion and the reasons therefore and has been given an opportunity to submit proof in support of continued membership in the Association. A member expelled from membership in the Association shall be given written notice of such expulsion and shall be advised in writing that he or she may appeal the action taken by the Association to ISM by filing a notice of intent to appeal to ISM.

Upon receipt of a timely filed notice of appeal, ISM shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in the Association. The decision of ISM concerning expulsion of a non-voting member shall be final and binding.

Section 5. Reinstatement.
A former resigned member of the Affiliate, or a member dropped for non-payment of dues desiring reinstatement of membership, may be reinstated as a member of the Affiliate upon showing proof of eligibility and paying all current year's dues including an administration fee or similar charge which may be imposed by the Affiliate and or ISM.

The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 4 of this Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal has been decided by the Affiliate or with ISM concerning the expulsion of the same member seeking reinstatement.
Section 6. Resignation.
Any member of the Affiliate may resign by filing a written resignation via e-mail with the Affiliate, but such resignation shall not release the member resigning of the obligation to pay any dues or other charges theretofore accrued but unpaid, or from their actions if they were holding an office for the Affiliate.

Section 7. Transfer of Membership.
Membership in the Affiliate shall be vested in the individual member of the Affiliate for the period of payment. Membership is non-transferable for any reason.

ARTICLE V
MEETINGS OF MEMBERS

Section 1. Annual Meeting.
The annual meeting of the Affiliate membership shall be held in the month of May of each year for the transaction of such business as may come before the membership.

Section 2. Monthly Meetings.
The number of meetings to be held during an Affiliate year shall be decided by the Affiliate Board of Directors.

Section 3. Notice.
Written or electronic notice of annual, monthly, mid-day and any other meetings shall be posted on the website.

ARTICLE VI
OFFICERS

Section 1. Elected officers.
The elected officers of the Affiliate shall be: President, Executive Vice President, Vice President, Secretary/Treasurer, and Director(s). All officers’ terms shall be annually elected by the voting members of this Affiliate except for Director(s) and the office of Secretary/Treasurer who shall hold the office for three years.

Section 2. Term.
The officers shall be elected annually (except the Secretary/Treasurer who is elected every three years, and Director(s) elected for a three year term) by the voting membership of this Affiliate and shall hold office for one (1) year or until their successors have been elected and installed. Term of office correlates to the twelve month period starting June 1st at 12:00:00 AM of each calendar year and concluded on May 31st at 11:59:59 PM or until their successors have been elected and installed.

Section 3. Removal.
Any officer may be removed from office by a two-thirds vote of the eligible voting members from the Board Of Directors of this Affiliate present at a duly called meeting, provided that all eligible Board Of Directors voting members are notified in writing of the action to be proposed at least thirty (30) days prior to such meeting.

Section 4. Officers

President. The president, or occasionally the President’s designee filled in by the Executive Vice
President, shall preside at all meetings of this Affiliate and at all meetings of the Board of Directors. The president shall perform all duties usually pertaining to such office as may be prescribed by the Board of Directors and shall be a member, with right to vote, of all committees. The President cannot hold office of President for two consecutive terms.

**Executive Vice President.** In the absence of the President, the Executive Vice President shall assume the duties of the president and shall also perform such other duties as the president or Board of Directors may prescribe. Executive Vice President shall perform all duties usually pertaining to such office as may be prescribed by the Board of Directors and shall be a member, with right to vote at Executive Council and Board of Directors meetings. The Executive Vice President will be the next term President provided the membership affirms such in an election.

**Vice President.** In the absence of the Executive Vice President, the Vice President shall perform the duties of the Executive Vice President and shall also perform such other duties as the Executive Vice President or Board of Directors may prescribe. Vice President shall perform all duties usually pertaining to such office as may be prescribed by the Board of Directors and shall be a member, with right to vote at Executive Council and Board of Directors meetings.

**Secretary/Treasurer.** The Secretary/Treasurer shall oversee the collection and depositing of monies of the Affiliate and shall oversee any and all disbursements. The office of Secretary/Treasurer shall perform such other duties as the President or the Board of Directors may prescribe.

**Immediate Past President (IPP).** The president of the Affiliate shall, upon the expiration of their term of office, become the IPP of the Affiliate and shall hold such office without salary for one year or until such time as their successor shall have qualified. The IPP will have no voting rights for Executive Council or Board of Directors business, but retains normal membership voting rights.

**Director(s).** Director(s) shall complete the Board of Directors for the Affiliate. The directors shall represent the diverse makeup of the Affiliate.

**ARTICLE VII**

**AUTHORITY AND DUTIES**

**Section 1. Authority.**
The governing powers of this Affiliate shall be vested in the Board of Directors. The Board of Directors shall supervise, control, and direct the affairs of this Affiliate and shall determine its policies or changes therein within the limits of the Affiliate governing documents. It may adopt such policies and procedures not inconsistent with the provisions of these bylaws for the conduct of the Affiliate affairs as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Powers and Duties.**

(a) It shall be the duty of the Board of Directors to carry out the purpose of the Affiliate according to law and as provided in these by-laws.

(b) The Board of Directors shall have general charge, management and control of the affairs, funds and property of the Affiliate.

(c) The Board of Directors shall be responsible for the implementation of the current approved Strategic Long Range Plan (SLRP), reviewing the SLRP annually and updating it as appropriate.

(d) The Board of Directors shall accept or reject applications for membership and may appoint agents, and may terminate such appointments at will.
(e) The Board of Directors, through the president, shall make an annual report at the annual meeting of the Affiliate.

(f) If any Director or Officer is unexcused from three consecutive board meetings, they shall be considered to have resigned from office and notice shall be delivered by the President to the Director or Officer via email.

(g) Any chair of a committee will be notified of a Board of Directors meeting and be eligible to attend said Board of Directors meeting, but will not be able to vote on matters of the Board of Directors.

Section 3. Executive Council.
The Executive Council is composed of the President, Executive Vice President, Vice President, Secretary/Treasurer and Immediate Past President. This group handles oversight of agreements and is a high level group used for strategy, planning and overall operational guidance subject to the Board of Directors approval via a majority vote of the eligible Board of Directors.

Section 4. Composition.
The Board of Directors shall be composed of four (4) elected officers of this Affiliate; and at least three (3) directors, elected by the eligible voting membership of this Affiliate for a term of three (3) years. Director(s) will serve staggered terms. Members of the Board of Directors shall be eligible for re-election after a one year recess from the Board of Directors. No person may hold more than one position on the Board of Directors at a time.

Section 5. Meetings.
The Board of Directors shall meet upon call of the president, at such reasonable time(s) and place(s) as the president may designate, or upon demand of a majority of its Board of Directors members.

(a) Each member of the Board of Directors shall be notified at least ten (10) days in advance of any meeting.

(b) A quorum for meetings of the officers and directors shall be defined as a majority of the directors and officers.

Section 6. Vacancies.
Mid-term vacancies occurring in any office shall be filled for the unexpired term through appointment by the President, with the approval of the Board of Directors, until the vacancy can be filled at the next election.

ARTICLE VIII
ELECTIONS

Section 1. Appointment of Election Committee.
The President shall appoint an election committee on or before February 1st, consisting of not less than three, but no more than five voting general members of the Affiliate. One of the persons so appointed chairperson of the committee will be the Immediate Past President.

Section 2. Nominations and Elections.

(a) The Board of Directors shall, at the regular March meeting of the Board of Directors, nominate the candidates, designating the persons deemed by it to be the most qualified.

(b) The Secretary/Treasurer shall prepare a ballot, printed or electronic, listing thereon the members designated in accordance with the provisions of subsection (a)

(c) The ballot shall be provided to the membership at least 30 days prior to the first Wednesday in May to each voting member of the Affiliate. The provisioning of said ballot can be
electronically monitored so any such member in good standing and voting class can only vote one time.

(d) The aforesaid collection of ballots completed by each eligible voting member of the Affiliate may be provided to the Secretary/Treasurer at the request of the Secretary/Treasurer at least two days prior to the May Board of Directors meeting and delivered by him/her to the chairperson of the Election Committee.

(e) The election committee shall tabulate the votes casted on the aforesaid ballots and the person having the highest number of votes for President, Executive Vice President, Vice President, Secretary/Treasurer and/or Director(s) shall be deemed to be elected to such office.

(f) The Chairperson of the Election Committee at the annual May meeting of the Affiliate shall announce to the attendees, the results of the certified election with the names of the persons elected.

ARTICLE IX
COMMITTEES & GROUPS

Section 1. Standing Committees
The following standing committees shall be established within the Affiliate:

Business Report
Committee of Audit and Finance

Section 2. Special Committees
The President with the approval of the Board of Directors of the Affiliate, shall appoint such other special committees, subcommittees or task forces as may be deemed necessary and which are not in conflict with other provisions of the Affiliate governing documents and the duties of any such special committee shall be prescribed by the Board of Directors upon their appointment.

Section 3. Groups
Members of the Affiliate having common interests as purchasing managers or materials managers in a particular industry or commercial activity, or common interests in a certain classification of commodities or materials, may organize a Group to promote the interchange of ideas and discussion of mutual ideas. The Executive Council of the Affiliate may provide reasonable procedures and requirements for the formation, recognition, encouragement and operation of Groups, which shall be organized and operated within the Affiliate.

Section 4. Appointment of Chairperson
The Executive Council shall designate a board member to appoint the chairperson of respective committees and groups as the Executive Council may create from time to time.

Section 5. Membership of Committees & Groups.
The designated board member to each committee or group shall select and appoint, from among the members of the Affiliate, as many members to his/her committee or groups as may be necessary to accomplish the purpose of such committee or group.

Section 6. Election Committee.
Nothing contained in this Article IX shall be construed to pertain to the election committee provided for in Section 1, Article VIII, of these By-laws.

**ARTICLE X**

**DUES**

The annual dues shall be in an amount established by the Board of Directors. Dues shall be payable in advance. Any member whose dues are not received by the established cut-off dates shall forfeit his/her membership but not be relieved of any proration of liabilities for amounts owed if any. Dues paid will NOT be refunded.

**ARTICLE XI**

**FISCAL YEAR**

The fiscal year of the Affiliate shall begin on the first day of June in each year and end on the 31st day of May in the next year.

**ARTICLE XII**

**OFFICE / MANAGEMENT**

At the option of the Board of Directors they may elect to outsource administrative functions to a third party.

**ARTICLE XIII**

**WAIVER OF ORDER**

Whenever any notice whatsoever is required to be given under the provisions of these by-laws, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV**

**AMENDMENTS**

These by-laws may be modified, altered or amended by a printed or electronic ballot prepared by the Secretary/Treasurer, voted on and approved by the Board of Directors, and submitted to all eligible voting members in good standing ,if a majority of a return vote favor such modification, alteration or amendment.

**ARTICLE XV**

**RULES OF ORDER**

All questions of order not provided for herein shall be decided in accordance with the Robert's Rule of Order.

**ARTICLE XVI**

**DISSOLUTION OF AFFILIATE**

In the event that the Affiliate should be dissolved, the assets of the Affiliate would be distributed in accordance with applicable State and/or Federal law, per a distribution plan approved by the Board of Directors to institutions that support the Affiliate's Mission and Vision as outlined in Article III.