BY-LAWS
of the
Institute for Supply Management – Chicago, Inc. (aka ISM-Chicago)

Adopted: November 22, 1923
Effective: January 1, 1924

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

ARTICLE II
INCORPORATION, LOCATION AND AFFILIATION OF THE CHAPTER

Section 1. Incorporation.
The Affiliated ChapterChapter 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 Affiliated ChapterChapter is currently located in Milwaukee, Wisconsin or in such other location as may be determined by the Board of Directors.

Section 3. Affiliation.
This Affiliated ChapterChapter is an affiliated association of the Institute for Supply Management® (“ISM®”) whose headquarters is are located in Tempe, Arizona.

ARTICLE III
MISSION AND VISION OF THE AFFILIATED CHAPTERCHAPTER

Section 1. Mission.
ISM—Chicago builds community connections, shares and creates knowledge, and supports the development of procurement professionals and the organizations they serve.

Section 2. Vision.
ISM—Chicago stands as the indispensable lifelong resource for supply chain professionals by adding value and prosperity through membership and the exchange of knowledge.
ARTICLE IV

MEMBERSHIP OF CHAPTER

Section 1. Regular Members.
Any person interested in the supply management field shall be eligible to be a Member provided such person is a member of ISM also. A person shall be eligible to be a regular member of this Affiliated Chapter who satisfies the eligibility requirements of a regular member of an Affiliated Chapter as defined in the bylaws of the Institute for Supply Management, Inc. (ISM) Chicago, as amended from time to time. Regular Members of this Affiliated Chapter shall have the right to cast one (1) vote on all questions which require a membership vote of the regular members of this Affiliated Chapter, 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.

Section 3. Expulsion of Members.
The Affiliated Chapter shall have the right to expel a member of any classification from membership in the Affiliated Chapter 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, Principles and Standards of Ethical Supply Management Conduct or such other statements of policy as may be adopted by the Affiliated Chapter 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 Affiliated Chapter. A member expelled from membership in the Affiliated Chapter 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 Affiliated Chapter to ISM-Chicago by filing a Notice of Intent to Appeal to ISM-Chicago, Board of Directors.

Upon receipt of a timely filed Notice of Intent to Appeal, ISM-Chicago and Institute for Supply Management (ISM) shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in the Affiliated Chapter. The decision of ISM concerning expulsion of a non-voting member shall be final and binding.

Section 4. Missing

Section 54. Member Reinstatement.
A former resigned member of the Affiliated Chapter, or a member dropped for non-payment of dues desiring reinstatement of membership, may be reinstated as a member of the Affiliated Chapter 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 Affiliated Chapter 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 Affiliated Chapter or with ISM concerning the expulsion of the same member seeking reinstatement.
Section 56. Member Resignation.

Any member of the Affiliated Chapter may resign by filing a written resignation via e-mail with the Affiliated Chapter, 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 responsible actions if they were holding an office for the Affiliated Chapter until a viable replacement is found.

Section 67. Transfer of Individual Membership.

Membership in the Association shall be vested in the individual member of the Affiliated Chapter; however, membership may be transferred pursuant to the ISM Policy Manual.

ARTICLE V

MEETINGS OF CHAPTER MEMBERS

Section 1. Annual Meeting.

The annual meeting of the Affiliated Chapter 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 Affiliated Chapter year shall be decided by the Affiliated Chapter Board of Directors.

Section 3. Notice.

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

ARTICLE VI

CHAPTER OFFICERS

Section 1. Elected officers.

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

Section 2. Officer Terms.

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 Affiliated Chapter 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. Officer 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 Affiliated Chapter 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. Officers may be removed from office, without Board action, if dues are not kept current.

**Section 4. Officer Positions**

**President.**
The President, or occasionally the President’s designee filled in by the Executive Vice President, shall preside at all meetings of this Affiliate Chapter 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, in 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 that the Nominating Committee, Board of Directors and the membership affirms such in an election.

**Senior Vice President.**
In the absence of the Executive Vice President, the Senior 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. Senior 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 Chapter and shall oversee any and all disbursements as approved within the budget parameters. 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 Affiliated Chapter shall, upon the expiration of their term of office, become the IPP of the Affiliated Chapter 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 Affiliated Chapter. The directors shall represent the diverse makeup of the Affiliated Chapter.

**ARTICLE VII**

**AUTHORITY AND DUTIES OF CHAPTER**

**Section 1. Authority.**
The governing powers of this Affiliated Chapter shall be vested in the Board of Directors. The
Board of Directors shall supervise, control, and direct the affairs of this **Affiliated Chapter** and shall determine its policies or changes therein within the limits of the **Affiliated Chapter** governing documents. It may adopt such policies and procedures not inconsistent with the provisions of these bylaws for the conduct of the **Affiliated Chapter** 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 **Affiliated Chapter** according to law and as provided in these bylaws.

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

(c) The Board of Directors, through the **Secretary/Treasurer**, shall make an annual report at the annual meeting of the **Affiliated Chapter**.

(d) If any Director or Officer is unexcused from three consecutive board meetings **and/or has a lapse in dues**, the Board has the right to review his/her eligibility to serve on the Board they shall be considered to have resigned from office and notice shall be delivered by the President to the Director or Officer via email.

(e) If any Director or Officer misses three consecutive general membership meetings and/or has a lapse in dues, the Board has the right to review his/her eligibility to serve on the Board.

**Section 3. Executive Council.**
The Executive Council is composed of the President, Executive Vice President, Senior Vice President, Secretary/Treasurer and Immediate Past President.

**Section 4. Director Composition.**
The Board of Directors shall be composed of **at least five (5)** directors of this **Affiliated Chapter** and at least two (2) directors elected by the eligible voting membership of this **Affiliated Chapter** 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, if they served a full three-year term, but may not serve more than ten (10) years in a fourteen (14) consecutive year period. No person may hold more than one position on the Board of Directors at a time.

The maximum period an individual may serve as a director is eight (8) consecutive years, unless the member joined the board to fill a vacancy, in which case such director may serve a maximum of ten (10) consecutive years.

The Chapter shall limit the maximum period an individual may serve as a Director to eight (8) consecutive years unless the member joined the board to fill a vacancy, in which case such Director may serve a maximum of ten (10) years on the board. A member that leaves the Chapter’s Board of Directors due to term limits is able to rejoin the board after a break in serve of no less than four (4) consecutive years. For avoidance of doubt, a Director may not serve more than ten (10) years on the board in a fourteen (14) consecutive year period.

**Section 5. Board of Director 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 or as needed for executive decisions.

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

Section 6. **Officer and Board 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 **Nominating Committee.**
The President shall appoint a nominating committee on or before February 1st, consisting of not less than three, but no more than five voting members of the Affiliated Chapter. 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 Affiliated Chapter. 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 Affiliated Chapter 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 Nomination Committee.

(e) The Chairperson of the Nomination Committee or designate at the annual May meeting of the Affiliated Chapter shall announce to the attendees, the results of the certified election with the names of the persons elected and report to ISM.

**ARTICLE IX**

**CHAPTER COMMITTEES & GROUPS**

Section 1. **Standing Committees**
The following standing committees shall be established within the Affiliated Chapter:

**Business Report** — whose responsibility in part shall be to maintain compliance to the 3rd Party Agreement with the providers of the Business Survey.

**Committee of Audit and Finance** — whose responsibility in part shall be to maintain compliance to:

- Bylaw Revisions
- Board Compliance Documents
- 990 IRS Filings
- IL Secretary of State
- Budget Revisions
Section 2. Special Committees
The President with the approval of the Board of Directors of the Affiliated Chapter, 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 Affiliated Chapter 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 Affiliated Chapter having common interests as purchasing managers or material other 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 Affiliated Chapter may provide reasonable procedures and requirements for the formation, recognition, encouragement and operation of Groups, which shall be organized and shall be organized and managed as a sub group within a standing committee.

Section 4. Appointment of Chairperson(s)
The Executive Council shall designate a board member to sponsor the 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 sponsor and select, from among the members of the Affiliated Chapter, as many members to his/her committee or groups as may be necessary to accomplish the purpose of such committee or group as needed.

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
CHAPTER DUES
The annual dues shall be in an amount established by the Board of Directors and governed in tandem with ISM. Dues shall be payable in advance. Any member whose dues are not received by the established cut-off date, and cure period allowed, 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 OF CHAPTER
The fiscal year of the Affiliated Chapter 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 OF CHAPTER
At the option of the Board of Directors they may elect to outsource administrative functions to a third party. No supplier can be in place more than three years without an RFP being considered and determined necessary by a two-thirds vote by the Chapter Board of Directors, being performed.

**ARTICLE XIII**

**WAIVER OF ORDER**

Whenever any notice whatsoever is required to be given under the provisions of these bylaws, 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**

**CHAPTER AMENDMENTS**

These bylaws 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**

**CHAPTER 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 AFFILIATED CHAPTER**

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