

NAPM - NATIONAL CAPITAL AREA, INC. BYLAWS

ADOPTED NOVEMBER 5, 1942
WITH AMENDMENTS TO AND INCLUDING THE YEAR 2004

ARTICLE I - NAME AND LOCATION

SECTION 1. Name. The name of this Association shall be the NAPM - National Capital Area, Inc., an educational nonprofit corporation organized and existing by virtue of the laws of the District of Columbia (hereinafter referred to as the "Association").

SECTION 2. LOCATION. The principal office of the Association shall be located in the District of Columbia or in such other localities as may be determined by the Board of Directors.

ARTICLE II - PURPOSES

The Association is a not-for-profit corporation organized and operated not for pecuniary profit, but exclusively for educational purposes within the meaning of Section **501 (c)(6)** of the Internal Revenue Code (hereinafter referred to as the "Code"), and in this connection, the purposes for which the Association shall be organized and operated are as follows:

- (1) To foster and promote interchange of ideas and cooperation among its members.
- (2) To promote the study, development, and application of purchasing management, materials management, and/or supply management including improved procurement or purchasing methods and practices and all matters related to the foregoing (hereinafter referred to as "the purchasing, materials, and/or supply management profession").
- (3) To collect and disseminate by all lawful means information of interest and benefit to its members, including surveys and reports of current business trends and other information of interest to the purchasing, materials and/or supply management profession.
- (4) To develop and encourage standards of personal and ethical conduct among persons engaged in the purchasing, materials and/or supply management professions.
- (5) To develop, sponsor, promote, and encourage a professional certification program for persons engaged in the purchasing, materials and/or supply management professions.
- (6) To encourage and cooperate in the institution and development of education courses, seminars, programs and materials on the subject of purchasing, materials and/or supply management and all matters related thereto.
- (7) To strive by all lawful means to promote and enhance the purchasing, materials and/or supply management professions.
- (8) To be affiliated with the Institute for Supply Management, Inc. ("ISM") and other associations or organizations of person engaged in the purchasing, materials and/or supply management professions throughout the United States and all foreign countries.

(9) To cooperate, collaborate and exchange information by lawful means with professional, trade and other associations and organizations of persons engaged in the purchasing, materials and/or supply management profession, and to advance public relations with governmental agencies and the public in general concerning the purchasing, materials and/or supply management profession.

(10) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as otherwise permitted by the laws of the District of Columbia.

In the accomplishment of these purposes, it shall be the policy of the Association to comply at all times with all existing and future laws, including the antitrust laws, and in furtherance of this policy no activity or program shall be sponsored or conducted by or within the Association which in any manner whatsoever shall represent or be deemed a violation of any existing or future laws, including the antitrust laws, all in accordance with the *ISM Statement of Antitrust Policy and Guide for Antitrust Compliance*, as amended from time to time by the Board of Directors of ISM.

ARTICLE III - AFFILIATION WITH ISM

SECTION 1. General. The Association shall be affiliated with ISM in accordance with the procedures set forth in the ISM Bylaws, and the Association shall conform at all times with ISM policy as it may be adopted from time to time by the ISM Board of Directors and the provision of this Article.

SECTION 2. Conditions of Affiliation. The Association shall be obligated as a condition of affiliation with ISM to comply with the following:

- (a) To be incorporated as a non-profit corporation in accordance with the laws of the District of Columbia and to be validly existing and in good standing during the period of its affiliation with ISM.
- (b) To cause these Bylaws to conform at all times with the ISM Bylaws and ISM policy, including without limitation, the provisions hereof with respect to the purposes of the Association and eligibility for membership.
- (c) To perform all necessary procedures concerning the review and approval of all applications for membership in the Association and ISM.
- (d) To resolve all questions concerning eligibility for membership in the Association and ISM in a fair and impartial manner in accordance with procedures established from time to time by the Association.
- (e) To collect all dues from members of the Association and to remit to ISM all dues required by Article IV of the ISM Bylaws.
- (f) To conform at all times with ISM policy as it may be adopted from time to time by the ISM Board of Directors including without limitation, the *ISM Statement of Antitrust Policy and Guide for Antitrust Compliance*.
- (g) To obtain the prior written approval of ISM with respect to any proposed amendments to these Bylaws.

SECTION 3. Suspension or Termination of Affiliation. The affiliation with ISM of the Association may be suspended by the ISM Affiliate Support Council and ratified by the ISM Board of Directors for violation of or failure to comply with the ISM Bylaws, including specifically, but without limitation, provisions respecting payment of dues, eligibility of members and observance of ISM policies as may be adopted by the ISM Board of Directors from time to time. Any charge of violation or failure to comply, under this Section shall be first presented to the Affiliate Support Council. If the Affiliate Support Council shall determine that the charges are well founded, after

the Association has been given reasonable notice of such charges and an opportunity to present a defense to the same, the charges shall be referred to the ISM Board of Directors for ratification together with the recommendations of the Affiliate Support Council. If the Association is suspended or terminated it may be reinstated by the ISM Affiliate Support Council and ratified by the ISM Board of Directors at any time subsequent to such suspension or termination upon a proper showing of good cause to justify a reinstatement of affiliation with ISM.

SECTION 4. Suspension or Termination of Affiliation by the Association. The affiliation with ISM of the Association may be suspended or terminated by a two-thirds vote of the membership. If the affiliation is suspended or terminated, it may be reinstated by a two-thirds vote of the membership, subject to meeting reinstatement criteria 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. In addition, the following categories (i.e., Life Members and Academic Members) are also considered to be Regular Members, but each has specific qualification requirements that must be met.

(a) Life Members. A person who has been a member of ISM for a period of ten (10) years or more, has been actively involved in the Association, and has retired from all regular employment, may be elected to this class of membership upon recommendation of the Board of Directors and a vote of at least two thirds of the membership present at a regular meeting of this Association. Life Members are members of ISM, are eligible to receive publications and services of ISM, shall not be required to pay dues and may vote and hold office, elective or appointive, in this Association.

(b) Academic Members. A person whose sole qualification for membership is as a teacher, professor, department head, director or dean in a college or university offering courses in purchasing management, materials management, supply management, purchasing or other subjects closely related to procurement may be elected to this class of membership upon recommendation of the Board of Directors and a vote of at least two thirds of the membership present at a regular meeting of this Association. Academic Members are members of ISM, are eligible to receive publications and services of ISM, and may vote and hold office, elective or appointive, in this Association. However, they shall not be required to pay dues.

SECTION 2. Nonvoting Membership. The Association shall have the following membership classes which shall not represent membership in ISM nor entitle any member of such class to vote or hold office in the Association nor to serve as Chair of the Association's Committees:

(a) Honorary Members. In recognition of distinguished or unusual services rendered to the purchasing, materials and/or supply management profession, this Association may confer Honorary Membership upon individuals not qualified for regular membership. Such membership may be conferred upon approval by the Board of Directors and by a vote of at least two-thirds of the membership present at a regular meeting of the Association. Election to Honorary Membership shall be for such period as the Association may designate, but the Board of Directors shall have the authority and duty to revoke the Honorary Membership of any individual whenever they shall determine that continuation of the Honorary Membership would be inconsistent with the policies and objectives of ISM or this Association. Honorary Members are not members of ISM, shall not be required to pay dues and may not vote or hold office, elective or appointive, in this Association.

(b) Student Members. A person whose interest in the Association is for the enhancement of his/her knowledge and skill in purchasing, materials and/or supply management provided such person is enrolled

in an accredited community college or a four year college or university having a department of Industrial or Business Management or a graduate school of Business Administration or other related fields, and provided further, that such person carries at all times a minimum of six credit hours per semester, or if a graduate student, minimum of four credit hours per semester, or the equivalent thereof. Student membership in the Association shall terminate upon completion of studies or failure to satisfy the eligibility requirements of this paragraph. Student Members shall not be required to pay dues and may not vote or hold office, elective or appointive, in this Association.

SECTION 3. Sales Activity. The eligibility of an editor, secretary or business manager employed by the Affiliated Association shall not be affected by reasons of sales activities directly related to any magazine, bulletin, or other publication, or any exhibit, product show or similar activity sponsored by such association.

SECTION 4. Admission of Members. Admission of all persons for membership in the Association shall be in accordance with the following procedures:

- (a) The Director Volunteer Services or his/her designee shall review all applications for membership in the Association which shall be in writing and on a form prepared by the Committee.
- (b) The Director Volunteer Services shall advise the Board of Directors of the Association concerning the eligibility of all applicants for membership in the Association.
- (c) The Board of Directors of the Association shall approve or deny all applications for membership in the Association.
- (d) All regular members of this Association are members of ISM. Membership is vested in the individual and is not transferable, except by act of the Board of Directors. If the transfer is approved by the Board of Directors, the ISM and Association administrative fee must be paid by the new member.

SECTION 5. Denial of Membership. The Association shall have the right to deny membership to any applicant who fails to satisfy the eligibility requirements for any class of membership provided; however, denial of membership shall occur only after the applicant has been advised of the proposed denial of membership and has been given an opportunity to submit proof in support of his/her eligibility for membership in the Association. An applicant denied membership in the Association shall be given written notice of such denial and shall be advised in writing that he/she may appeal the action taken by the Association to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council. Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the applicant the opportunity to submit proof in support of the applicant's eligibility for membership in the Association. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Council concerning denial of membership shall be final and binding and will not be considered by the Board of Directors of ISM.

SECTION 6. 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 provision of these Bylaws, the *ISM Bylaws*, the *ISM Policies*, the *ISM Policy Manual for National 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 non-payment 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/she may appeal the action taken by the Association to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council.

Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the expelled member the opportunity to submit the proof in support of continued membership in the Association. The decision of the Affiliate Support Council concerning expulsion of a non-voting member shall be final and binding and will not be considered by the ISM Board of Directors. Except for rare and extraordinary circumstances the decision of the Affiliate Support Council concerning expulsion of a regular member will likewise be final and binding and will not be considered by the ISM Board of Directors. A member expelled for any reason other than nonpayment of dues shall forfeit any dues paid beyond the date of expulsion.

SECTION 7. Reinstatement. A former member of the Association, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year's dues (and an administrative fee or similar charge which may be imposed by the Association from time to time).

The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of the Article; provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal had been decided by the Affiliate Support Council concerning the expulsion of the same member seeking reinstatement.

SECTION 8. Resignation. Any member of the Association may resign by filing a written resignation with the Association, but such resignation shall not release the member so resigning of the obligation to pay any dues, or other charges theretofore accrued but unpaid.

SECTION 9. Transfer of Membership. Membership in the Association shall be vested in the individual member of the Association, however, regular membership may be transferred pursuant to the ISM Policy Manual.

ARTICLE V – GROUPS AND FORUMS

SECTION 1. Purposes and Organization. Members of the Association 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/Forum to promote the interchange of ideas and discussion of mutual problems. The Board of Directors of the Association may provide reasonable procedures and requirements for the formation, recognition, encouragement, and operation of Groups/Forums which shall be organized and operated within the Association as a Committee of the Association.

SECTION 2. Regular Members and Associates. The regular membership of any Group/Forum within the Association shall consist only of persons who are regular members of the Association. Any Group/Forum may have associate members who are not regular members of the Association, provided such associate members meet the eligibility standards set forth in Section 1 of Article IV and provided, further, that at least one member of the same company or organization holds a regular membership in the Association. Membership in the Association as a non-voting member shall be required for election as an associate member of a Group/Forum and associate members of a Group/Forum shall not vote or hold office in the Group/Forum.

ARTICLE VI – DUES AND ADMINISTRATIVE CHARGES

SECTION 1. Annual Dues. Annual Dues shall be an amount approved by the Board of Directors and the general membership of the Association for Regular Members, Associate Members and Students, and shall be paid in advance, starting from July 1 each year. Life Members, Honorary Members and Academic Members are exempt from all fees and dues. There are additional one time new membership administrative fees imposed by the Association and ISM. The Association may deduct from payments to ISM amounts equivalent to dues for regular members for members who are unemployed and whose dues are current on condition that the ISM Board of Directors has waived all ISM dues with respect to such members.

SECTION 2. Corporate Membership Discount. Notwithstanding the provisions of Section 1 of this Article, regular members employed by the same employer at any location within the United States (the "Employer") shall, if elected by the Employer by written notice to ISM, be eligible for a discount against the amount of ISM dues described in Section 1 of this Article and Affiliated Association dues in effect from time to time based upon the number of regular members employed by such Employer (the "Employer Discount"). The amount of the Employer Discount which shall initially be included in ISM Policy (subject; however, to change by the Board of Directors as authorized in this Section 2) shall be as follows:

Number of Regular Members Employed by <u>Employer</u>	Discount Against ISM and Affiliated Association <u>Dues</u>
50-99	10%
100-249	20%
250 and more	30%

The Board of Directors of ISM shall be authorized to determine the amount of the Employer Discount described in this Section 2 by a vote of two-thirds (2/3) of all the members of the Board of Directors; provided, however, (i) the Board of Directors shall not vote upon any proposed change in the amount of the Employer Discount unless such proposal has been presented to and considered by the Board at the regularly scheduled meeting of the Board immediately preceding the regular meeting of the Board at which such proposal is voted upon by the Board; and (ii) a written notice of any change in the amount of the Employer Discount as authorized by this Section 2 shall be mailed to the ISM members not less than ninety (90) days prior to the effective date of such change.

SECTION 3. Members Elected. A person elected to membership during the year shall pay initial dues as follows:

- (a) If elected during July through December - 100% of annual dues.
- (b) If elected during January through June - 50% of annual dues.

SECTION 4. Nonpayment of Dues. Any member of the Association whose dues are sixty (60) days in arrears may be expelled from membership in the Association and ISM upon notice by the Association to such member, such expulsion to be effective upon the date of the notice. At the discretion of the Board of Directors, such member may be reinstated after payment of all monies owed (plus payment of an administrative fee or similar other charge which may be required from time to time by the Association).

SECTION 5. Schedule of Dues. The Association shall cause to be mailed to each member of the Association on or before June 1 of each year a schedule of annual dues payable for each category of membership as of July 1 of the next succeeding fiscal year. The mailing of the schedule of dues described in this Section shall not preclude the Association from causing a change in the amount of any dues set forth on such schedule during any fiscal year provided such change is made effective on or before the date such change in dues is approved by the Association in accordance with these Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors shall have general charge, management, and control of the affairs, funds and properties of the Association and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of the Association, shall have authority to take such action in matters of policy and procedures as in its judgment, will best promote the interests and welfare of the Association, including authority to promulgate, amend or rescind in whole or in part all statements of Association policy as they may exist from time to time. The Board of Directors shall have no power to make the Association liable for any debt or debts in any amount exceeding the total of Association funds (cash and securities available for disposition and not otherwise encumbered

or appropriated). Further, no funds may be obligated or contractual relationships agreed, except as previously authorized within the annual budget, without the vote of the Board of Directors.

SECTION 2. Membership. The Board of Directors shall consist of the President, First Vice President, Second Vice President, Recording Secretary, Treasurer, Immediate Past President, and a defined number of Director positions, whose number and function will be determined by the Board of Directors. Additionally, there shall be a permanent non-voting position known as Association Administrator who is appointed annually by the Board of Directors. The Association Administrator shall fulfill the role of Recording Secretary. All members of the Board of Directors must be regular members of the Association and ISM. The Officers, President, First Vice President, Second Vice President, Treasurer, and Immediate Past President, shall be ex officio members of the Board of Directors, except the Association Administrator (who also fulfills the duties of Recording Secretary), who is appointed by the Board of Directors.

SECTION 3. Qualifications. Eligible candidates for the Board shall have been a regular member in good standing for at least one year and have maintained a representative attendance at regular meetings. In addition to the above, the President and First Vice President must have been regular members of ISM for at least three years and have served in at least one elective office and/or as Chairman of a major committee of the Association or an affiliate association or ISM before his/her name may be placed on the ballot for these offices.

SECTION 4. Election. The Officers and Directors shall be elected by the regular members of the Association at their Annual Meeting in accordance with Article IX hereof. They shall assume office in June following election, and serve their term, or until the election and qualification of their successors.

SECTION 5. Executive Committee. The Board of Directors may if it so desires, elect from among its members, an Executive Committee of three or more members; such Executive Committee shall act under the direction of and all its acts shall be subject to review and ratification by the Board of Directors.

SECTION 6. Term of Office. The positions of President, First Vice President, Second Vice President, and Immediate Past President, shall be elected for a term of one year. The Treasurer shall be elected for a term of two years. Directors shall be elected for a term of two years. The election of Director positions shall be staggered in such a manner that not more than half of the Director positions will be elected during a given year. In cases where there are an odd number of Director positions, more than half of the number of Director positions may be elected in a given year. The Board of Directors will have the latitude to limit or extend one or more Director positions in a given year so as to ensure that the above requirements for term of office are met.

SECTION 7. Vacancies. Vacancies on the Board of Directors of the Association shall be filled by appointment for the unexpired term by the President and with the approval of the Board of Directors.

SECTION 8. Fiscal Year. The fiscal year of the Association shall be July 1 through June 30.

SECTION 9. Meetings. There will be at least monthly regular board meetings each calendar year. Special meetings as well as regular board meetings will be announced at least one week prior to the meeting. Notification will be either in writing, or by phone if necessary. Special meetings may be called upon the written request of 5 regular members.

SECTION 10. Authority to Act Without a Meeting. No action will be taken without a meeting.

SECTION 11. Board Action by Other Means. Any one or more members of the Board of Directors, or of any committee thereof, may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar equipment which enable all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting. Board discussions and voting may take place electronically as well for decisions where time is of the essence. Such decisions shall be reaffirmed in the minutes of the next regular board meeting.

SECTION 12. Quorum and Voting. A simple majority of the Board of Directors is required for a quorum and for any official vote.

SECTION 13. Indemnification of Board of Directors. Insurance for legal liability for the Board of Directors shall be provided by the Association.

ARTICLE VIII - DUTIES

SECTION 1. Duties of President. The President shall be Chief Executive Officer and Chairman of the Board of Directors, and shall exercise general supervision over the executive affairs of the Association. He or she shall preside at all meetings of the Association membership and of the Board of Directors and shall be a member, ex-officio, of all Association committees. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these Bylaws and which may be assigned by the Board of Directors.

In the event of a vacancy in the office of President resulting from death, resignation, disqualification or permanent inability to serve, the Board of Directors shall promptly elect a successor from its own number for the remainder of the term.

SECTION 2. Duties of Vice Presidents. The First and Second Vice Presidents shall perform such duties as may be assigned from time to time by the President and the Board of Directors of the Association.

SECTION 3. Standing Committees. Within thirty days after election, the President shall appoint all Standing Committees and such other committees as may be deemed necessary or desirable. Each committee shall be composed of an appropriate number of members necessary to satisfactorily discharge its duties.

SECTION 4. Absence or Disability In the absence or disability of the President, the First Vice-President shall act in his/her place. In the event the President and the First Vice-President are absent or disabled, the Second Vice President shall act as President.

SECTION 5. Treasurer. The Treasurer shall be the custodian of all monies belonging to this Association and shall receive and deposit all monies in the name of this Association in such bank or banks as may be approved by the Board of Directors. In addition, the Treasurer shall perform the following duties:

- (a) Keep correct account of the above and all bills, orders, claims and demands; make all disbursements authorized by the budget or Board of Directors; and sign all drafts upon the treasury of this Association.
- (b) Render a true and complete signed report of the financial condition of this Association to the Board of Directors monthly. The books and accounts shall at all time be open to inspection by any member of the Board of Directors and to an Auditing Committee.
- (c) Submit all the records pertaining to the Association's finances for the previous fiscal year to an independent outside auditor approved by the Board of Directors to certify that the books are in order so as to prepare the Association's tax return no later than September 30 of each year.
- (d) Give bond for the proper performance of the duties in such amount and with such surety as the Board of Directors may require, the premium on such bond to be paid by this Association.
- (e) Deliver over to the successor in office all money, books, documents, vouchers and any other property belonging to this Association that are in the possession of and are accountable by the Treasurer.

SECTION 6. Assistant Treasurer. An Assistant Treasurer position may be appointed by the Board of Directors and shall serve in an ad hoc capacity in the place of the Treasurer in case of his/her absence or disability.

SECTION 7. Recording Secretary. The Recording Secretary shall attend and suitably record in permanent form the proceedings of all meetings of the Board of Directors, and shall perform such other duties as may be assigned. The Association Administrator shall fulfill the role of Recording Secretary.

SECTION 8. Association Administrator. The Association Administrator shall act as custodian of all Association records, handle official correspondence and compile and maintain accurate membership records and serve as the Recording Secretary. The Association Administrator may be an individual or firm performing the above duties. In addition, the Association Administrator shall perform the following and such other duties as may be assigned:

- (a) Maintain the Association's business phone and mailing address.
- (b) Maintain official copies of the Constitution and Bylaws and all corporate records and seal; maintain a file for all correspondence to and from ISM; and assure that all literature released by ISM is properly distributed to the benefit of this Association.
- (c) Handle official correspondence as directed by the President or the Board of Directors and maintain the official file of same.
- (d) Act as the custodian of the Association's archives.
- (e) Maintain the official membership listing for the Association with the following special information:
 - (1) Attendance at regular meetings.
 - (2) Offices held and committee assignments.
 - (3) Verify the galley listing of recorded members which is submitted semi-annually by ISM, correct as necessary; return it with the proper documentation to the ISM Membership Department; and notify ISM of all changes that occur in the membership listing between the dates of the semi-annual submissions from ISM.
- (f) Be responsible for the issuing of all invoices for and the collecting of all dues.
- (g) Promptly notify the Membership Committee of all contacts regarding membership received via mail or the Association's business phone to permit that Committee to pursue the potential member(s) in a timely manner.

ARTICLE IX - ELECTIONS

SECTION 1. Nominating Committee. A committee of at least three members shall be appointed by the President not later than sixty days prior to the Annual Meeting, which shall be known as the Nominating Committee. Not more than two members of this Committee shall be members of the Board of Directors. The duly constituted Nominating Committee shall place in nomination the names of consenting nominees for the various Officer and Director positions at the regular monthly meeting thirty days prior to the Annual Meeting. This list of nominees, executed by the Chairman of the Nominating Committee, shall be filed with the Recording Secretary immediately after the announcement. Nominations, including self-nominations, may also be made from the floor at the meeting immediately preceding the Annual Meeting or in writing not later than one week prior to the Annual Meeting. It shall be the responsibility of the Recording Secretary prior to the vote to certify that anyone offered for nomination from the floor is, in fact, eligible to serve in the office in question.

SECTION 2. Regular Members. Only Regular members in good standing shall have the right to vote at the Annual Meeting or to hold office.

SECTION 3. Election. The Officers and Directors shall be elected at the Annual Meeting by a simple majority of the regular members of the Association in attendance by voice or hand vote.

The President, with Board of Directors approval, may call for an electronic vote of the eligible membership, whether for election of Officers and Directors, or for other matters of governance as mandated by these bylaws, in order to include a wider group of members than may be in attendance at a regular meeting. The electronic election notification should contain information allowing the membership to make informed decisions. For results to be binding, votes by regular members must be tabulated by the Immediate Past President and certified by the Nominating Committee.

SECTION 4. Removal from Office. Any Officer, Director or member of the Board of Directors may be removed from office for cause by a three-fourths vote of the regular membership present at any duly authorized meeting of the Association. Such Officer, Director or member shall be given at least thirty days prior written notice of the proposed removal and the reasons therefore, and an opportunity to submit proof in support of continued performance in the office. Any action taken pursuant to this Section may be in addition to and not in conflict with Article IV, Section 6 of these Bylaws.

ARTICLE X - MEETINGS

SECTION 1. Annual Meeting. The Annual Meeting of this Association for the election of Officers and Directors and the transaction of such other business as may come before it, shall be held on the regular meeting date of each April. The Annual Meeting may be postponed to the next available month in case of major issues making the planned meeting date unfeasible.

SECTION 2. Regular Monthly Meetings. Regular monthly meetings shall be held each month, except during June, July, August, and December or as determined by the Board of Directors. Any regular monthly meeting held other than the pre-published meeting date will be notified to the membership not less than thirty days prior to such meeting.

SECTION 3. Special Meetings. Special meetings may be called at the discretion of the President or upon the written request of five members.

SECTION 4. Board of Directors Meetings. The Board of Directors shall meet monthly on the same day or as determined by the Board of Directors or upon call of the President or any three Directors.

SECTION 5. Installation of Officers and Directors. There shall be an Installation of Officers and Directors Meeting held the month following the Annual Meeting of each year unless otherwise ordered by the Board of Directors.

SECTION 6. Quorum. A quorum shall be 10% of the regular members, or a majority of the Committee or Board in session.

SECTION 7. Voting. On all questions or issues presented for a vote each regular member whose dues are paid shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented to a vote of the Association membership shall be authorized by a majority of the votes cast at an annual or special meeting of the Association membership entitled to vote thereon.

SECTION 8. Order of Business. At any meeting of the Association membership, the order of business shall be as stated on the agenda for the meeting.

SECTION 9. Parliamentary Rules. At all meetings of the Association, including the Board of Directors, Robert's Rules of Order will prevail when not in conflict with these Bylaws.

ARTICLE XI - COMMITTEES

SECTION 1. Standing Committees. Standing Committees shall be established within the Association as proposed or needed by the Association. The Board of Directors of the Association shall be authorized from time to time to designate a committee as a Standing Committee whenever in their sole judgment such action is deemed necessary.

Examples of Standing Committees are as follows:

- (a) Attendance
- (b) Awards and Scholarships
- (c) Community and Professional Relations
- (d) Conference
- (e) Dinner
- (f) Early Bird Programs
- (g) Employment Referral
- (h) Membership
- (i) Newsletter
- (j) Nominating
- (k) Professional Development
- (l) Program
- (m) Public Relations

SECTION 2. Special Committees. The President with the approval of the Board of Directors of the Association, 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 these Bylaws, and the duties of any such special committee shall be prescribed by the Board of Directors upon their appointment.

ARTICLE XII - DISSOLUTION

SECTION 1. Dissolution. The Association may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the regular members of the Association in accordance with applicable laws of the District of Columbia, as amended from time to time.

SECTION 2. Dedication of Funds. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified organizations engaged in the promotion or education of the purchasing, materials and/or supply management profession to be selected by the Board of Directors and regular members of the Association.

ARTICLE XIII – CHAPTERS

SECTION 1. Location. The Association may establish chapters for members who are located in geographical areas distant from the designated meeting place for regular meetings.

SECTION 2. Approval. The Board of Directors determines the need, the organizational structure, and approves the operating procedures for chapters within the guidelines of these Bylaws.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended by an affirmative vote of two thirds of the regular membership present at any regular meeting of the Association. The proposed amendment(s) must have been submitted to ISM for review and subsequently to the membership thirty days prior to the voting.

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