

BYLAWS

Of the

Institute for Supply Management Connecticut

ISM-CT

Organized March 21, 1918

Affiliated with



BYLAWS

ARTICLE I

NAME AND LOCATION

Section 1:

NAME: The name of this Association shall be the ISM-CONNECTICUT., (hereinafter referred to as the "Association"), a nonprofit corporation organized and existing by virtue of the laws of the State of Connecticut, and incorporated therein.

Section 2:

LOCATION: The principal office of the Association shall be located in the State of Connecticut in such locality as may be determined by the Board of Directors.

Section 3:

NON-PROFIT STATUS: The Association is exempt from Federal income tax under the provisions of IRS Code Section 501(c)(6), Business Leagues, Etc.

ARTICLE II

PURPOSE

The purposes of the Association shall be:

- 1) To foster and promote interchange of ideas and cooperation among its members.
- 2) To promote the study, development, and application of Supply Management, including improved Supply Management methods and practices and all matters related to the foregoing (hereinafter referred to as "the 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 Supply Management profession.
- 4) To develop and encourage by all lawful means the practice of high standards of personal and ethical conduct among persons engaged in the Supply Management profession.
- 5) To develop, sponsor, promote, and encourage a professional certification program for persons engaged in the Supply Management profession.
- 6) To encourage and cooperate in the institution and development of educational courses, seminars, programs, and materials on the subject of Supply Management and all matters related thereto.
- 7) To strive by all lawful means to promote and enhance the Supply Management profession.
- 8) To be affiliated with the INSTITUTE FOR SUPPLY MANAGEMENT (ISM) and other associations or organizations of persons engaged in the Supply Management profession 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 Supply Management profession, and to advance public relations with governmental agencies and the public in general concerning the 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 State of Connecticut.

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 law, 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 comply at all times with ISM policy as it may be adopted from time to time by the ISM Board of Directors and the provisions of this Article III.

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 nonprofit corporation in accordance with the laws of the State of Connecticut 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 the 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 comply 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.

ARTICLE IV

OFFICERS

Section 1:

The officers of ISM-CT shall consist of the Representative to the Northeast Supply Management Group, a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be filled concurrently by the same person.

Section 2:

All officer positions shall be elected for a one-year term, except that of Secretary or Secretary-Treasurer, which may be extended in one-year increments, on a year-to-year basis, upon approval of the Board of Directors by a vote of a majority of those present and voting.

Section 3:

All nominations for officers as submitted by the Nominating Committee, shall be chosen from among the Regular Membership and shall have previously served in the position of Director during the five years immediately preceding nomination, except when, in the opinion of the Nominating Committee, no qualified candidate can be found. In that case, such position shall be filled by a willing candidate who previously shall have developed a history of accomplishment in responsible committee assignments.

Section 4:

The officers of the corporation shall serve the corporation without compensation or emolument of any kind, except as hereinafter provided.

Section 5:

All nominations of officers by the Nominating Committee shall be subject to approval by a majority of the Board of Directors present and voting.

Section 6:

Vacancies in any officer position shall be filled by the person immediately junior in the current officer ranks, except the position of Second Vice President, which shall be filled by majority vote of the Board of Directors. All such changes shall be only for the period of the balance of the predecessor's term, and will then be considered an incumbent under Section 2 above.

ARTICLE V
REPRESENTATIVE TO THE
NORTHEAST SUPPLY MANAGEMENT GROUP

Section 1:

The Association shall annually elect or appoint the immediate former ISM-CT President to the position of Representative to the Northeast Supply Management Group (NSMG), who shall also be a member of the ISM-CT Board of Directors and/or Executive Committee. If that person is unable to serve, the President of ISM-CT may be designated to serve as Representative to the NSMG as well as President of the Association, or another person may be appointed or elected in accordance with Section 2.

Section 2:

Qualification: To be eligible for election or appointment to the office of Representative to the NSMG, a candidate must have been a member of ISM for not less than three years and have served in at least one elective office of the Association.

Section 3:

Duties: It shall be the duty of the Representative to the NSMG to represent the members of the Association on the NSMG Board of Directors by attending the NSMG Board of Directors meetings and act as the delegate for the members of the Association. He shall inform the NSMG of ISM-CT membership opinions, suggestions, and recommendations. Within the Association, he shall report on current activities, programs, and policies of the NSMG. He shall further report on such other subjects as may be required by the NSMG and shall perform such special duties as may be assigned to him by the NSMG.

Section 4:

In the event that the NSMG ceases to exist, or should the Association choose to have representation on a different Group or Forum, all references to NSMG shall be replaced with the name of the Group or Forum designated by the Board of Directors by a vote of a majority of those present and voting.

ARTICLE VI
DIRECTORS

Section 1: Election of Directors

Paragraph A: The Directors must be members in good standing in ISM-CT and shall be elected at the Annual Meeting by the active membership for a term of two years, four to be elected each year.

Paragraph B: The term of office for all Directors shall begin at the first Board Meeting in June following their election.

Paragraph C: All Directors shall serve until their qualified successor is elected.

Section 2: Vacancies of Directorate

Paragraph A: The office of the Director shall be vacated under one or more of the following conditions:

- 1) If the Director failed to attend three consecutive meetings of the Board of Directors without the consent of the Board.
- 2) If the Director should resign or die.
- 3) If the Director should cease to be an active member of ISM-CT.

Paragraph B: A vacancy so occurring shall be filled by a qualified Regular Member appointed by the Board of Directors. Any Director so appointed shall hold office for the balance of the unexpired term of the retired Director.

Section 3: Powers of Directors.

The Directors shall have the following power:

Paragraph A: To call special meetings of the members when they deem it necessary.

Paragraph B: To appoint and remove as necessary all employees and agents of the corporation.

Paragraph C: To prescribe the duties of all officers, employees, and agents of the corporation and to fix the compensation of employees and agents.

Paragraph D: To conduct, manage, and control the affairs and business of ISM-CT and to make rules and regulations, in accordance with the laws of the State of Connecticut and the Bylaws of ISM-CT, for the guidance of the officers and management of the affairs of the corporation.

Paragraph E: To give powers of attorney to officers or agents of the corporation to transact any business requiring such authorization.

Paragraph F: To provide a pension for such employees as may hereafter be determined by the Board of Directors, through the establishment of a Pension Reserve, Trust, Annuity, or other form of retirement plan.

Section 4: Duties of Directors.

It shall be the duty of the directors as follows:

Paragraph A: To cause to be kept a complete record of all their minutes and acts.

Paragraph B: To supervise all officers, agents, and employees and see that their duties are properly performed

Paragraph C: To cause the books of the corporation to be audited at least once a year and present such audit or audits at the regular September meeting of members.

ARTICLE VII THE PRESIDENT

The powers and duties of the President are as follows:

Section 1: To preside at all meetings of the members and the Board of Directors.

Section 2: To be ex-officio member of all committees.

Section 3: To sign, as President, membership certificates and all documents, contracts, papers, or instruments in writing.

Section 4: Subject to the power of the Board of Directors, to have general supervision and control of the policies and operations of the corporation.

Section 5: To report at the regular June meeting of members on the condition of the affairs of ISM-CT.

Section 6: To discharge such other duties as may be required of the President by the Bylaws or by the Board of Directors.

ARTICLE VIII VICE PRESIDENTS

Section 1:

In the absence or disability of the President, the First Vice President shall perform the duties of the President and act as President. In the absence or disability of both the President and the First Vice President, the Second Vice President shall perform the duties of the President and act as President. Each Vice President shall also have such powers and discharge such other duties as may be delegated by the President or by the Board of Directors.

Section 2:

The signature of any Vice President on any document required to be signed by the President or a senior vice president when present, shall be conclusive evidence as to third persons that the President or such senior vice president was absent and that the signature was therefore authorized.

ARTICLE IX SECRETARY

It shall be the duty of the Secretary as follows:

Section 1:

To attend all meetings of members and of the Board of Directors and to keep full and correct minutes of such proceedings

Section 2:

To keep the membership records and all records of the corporation in the manner required by law.

Section 3:

To make service and publication of notices and to give all notices required by law or by these Bylaws.

Section 4: To have custody of the seal of the corporation.

Section 5:

To render a true and complete report as to the affairs of the office of Secretary at each regular monthly meeting of the Board of Directors

Section 6:

To perform such other duties as may be required of the Secretary by the Board of Directors or by law.

Section 7:

In case of the Secretary's absence, inability, neglect, or refusal to give the above notices, they may be served by any person thereunto directed by the President.

Section 8:

In the absence of the Secretary from any meeting, a secretary pro tempore may be appointed by the presiding officer.

Section 9:

To carry on all general correspondence of the corporation

Section 10:

The Secretary shall receive such compensation as fixed by the Board of Directors.

ARTICLE X TREASURER

It shall be the duty of the Treasurer as follows:

Section 1:

To collect, receive, and take charge of all money for the corporation, and to deposit the same to the credit of this corporation in such bank or banks as the Directors may direct.

Section 2:

To disburse all monies of the corporation as directed.

Section 3:

To render a true and complete report of the financial condition of the corporation at each regular monthly meeting of the Board of directors

Section 4:

To furnish a bond for the faithful performance of duties, in such form and for such amount as shall be designated by the Board of Directors, the cost of said bond to be paid by ISM-CT. The bond so furnished shall cover the office of Treasurer or Acting Treasurer.

Section 5:

To purchase and secure all insurance policies as may be deemed necessary and as directed by the Board of Directors.

Section 6:

To make available to the corporation, upon reasonable notice, all financial records, cash, and other assets for the purpose of audit by the Auditing Committee, such audit to take place no less than once each fiscal year.

ARTICLE XI ABSENCE OF OFFICERS

Section 1:

In case of the absence or disability of the President and the two Vice Presidents, the duties of the President shall be performed by such person as may be appointed by the Board of Directors; and in case of the absence of the President and two Vice Presidents from any meeting of members, the Board of Directors not having acted in this behalf, a president pro tempore shall be elected from the members present who shall have all the powers of President.

Section 2:

In case of the absence or disability of the Secretary or Treasurer, the duties of such absentee shall be performed by such person as may be appointed by the President.

ARTICLE XII DEPOSITORIES FOR FUNDS

Section 1:

The funds of the corporation shall be deposited in such bank or banks or other depositories as shall be selected from time to time by the Treasurer and approved by the Board of Directors.

Section 2:

Funds shall be withdrawn from the said depositories on the check of the corporation signed by the Treasurer or the President.

ARTICLE XIII MEMBERSHIP

Section 1:

Regular Members: Any person interested in the supply management field shall be eligible to be a Regular Member of an Affiliated Association provided that such person does not solicit business on behalf of such person or his or her employer during meetings of any ISM activity, including without limitation, meetings of Affiliated Associations (including chapters), ISM Committees and ISM Groups and Forums (as defined in Policy).

Section 2:

Dual Membership: Dual membership may be afforded to individuals who meet the same criteria as Regular Members and hold regular membership in ISM through another affiliated association. Dual Members may vote and hold office in the Association.

Section 3:

Dues-Free Members include:

- a) *Academic Members.* A person with a full-time appointment as a teacher, research specialist, department head, director or dean of a college, university, or other academic institution whose academic responsibility includes purchasing management or materials management or other related fields or subjects. Academic members are Regular voting members.
- b) *Student Members.* An undergraduate or graduate student enrolled full-time in an accredited community college or four-year college or university may receive all the benefits of membership in ISM and this Association, and be exempted from payments of all dues and fees. Student members are Regular non-voting members.
- c) *Lifetime Members.* A person who has been a Regular Member for a period of ten (10) years or more, has retired from all regular employment, and has been approved for this category by a majority vote of the Regular Members of the ISM Affiliated Association of which he/she has been a member. Lifetime members are Regular voting members.
- d) *Honorary Members.* A person not qualified for Regular membership but who has rendered distinguished or unusual services to the purchasing and material management profession, and who has been elected to this class of membership by vote of the Board of Directors of the Association and by a vote of the Regular members of the Association. Election to Honorary membership shall be for such a period as the Association may designate, but the Board of Directors of the Association 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 the Association.

Section 4:

Nonvoting Membership: The Association shall have the following non-voting membership classes which shall not represent Regular membership in ISM nor entitle any member of such class to hold office in the Association, nor to serve as Chair of the Association's committees:

- a) *Associate Members:* A person who satisfies the eligibility standards of Article XIII, Section 1. Requirements for Associate Membership are governed by ISM-CT Policy.
- b) *Student Members:* As described in Section 2b of this Article.
- c) *Honorary Members:* As described in Section 2d of this Article.
- d) *ISM-CT Retirement Members.* A person who has been a Regular Member of ISM-CT and ISM for less than 10 years at the time of retirement from employment may convert to ISM-CT Retirement membership at the completion of the current paid-up dues period.

e) *Bridge Members*. A person who has met the requirements of a Student Member as described in Section 2b of this Article but has now graduated and is not yet employed in the Purchasing/Supply Management field. The duration of this category is two (2) years from graduation.

Section 5: Application for and Election to Membership

Paragraph A: Membership application blanks shall be of form and content prescribed by the Board of Directors.

Paragraph B: Applications for membership in ISM-CT shall be endorsed by two or more members and filed with the Secretary, who shall refer them to the Board of Directors at its next regular meeting.

Paragraph C: The Board of Directors shall pass upon all applications for membership, and such applications as are approved shall be read at the next regular meeting of the members, and if no objection is made by the members present, such applicants shall be, upon motion, elected to membership, effective upon payment of the first year's dues. If any objection is made, the application shall be referred back to the Board of Directors for further consideration.

Section 6: 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 eligibility for membership into 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 or she may appeal the action taken by the Association to 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 to 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 7: 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 Policy Manual for National Groups and Forums*, the *ISM Standards of Conduct* and 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 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 proof in support of continued membership in the Association. The decision of the Affiliate Support Council concerning expulsion of a nonvoting member shall be final and binding, and the expulsion 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 the expulsion will not be considered by the ISM Board of Directors.

Section 8: 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 administration 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 this 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 9: 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 dues or other charges theretofore accrued but unpaid. A resignation or withdrawal shall not entitle the member to any rebate for dues or assessments paid.

Section 10: Transfer of Membership:

Membership in ISM-CT shall be non-transferable and personal. However, the Board of Directors may by motion duly adopted by it, consent to the transfer of any membership, and upon said transfer being duly read and approved at the next regular meeting of the members, the transferee shall thereupon become a member of ISM-CT. Membership certificates in ISM-CT shall be non-assignable. Upon termination of membership in ISM-CT for any reason whatsoever, all of the terminated member's property rights and interest in the corporation shall cease as of the actual date membership is terminated.

ARTICLE XIV GROUPS

Section 1: Purpose and Organization:

Members of the Association having common interests as Purchasing or Supply Management professionals in a particular industry or commercial activity, or common interests in certain classifications of commodities or materials, may organize a Group 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 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 within the Association shall consist only of persons who are Regular Members of the Association. Any Group may have associate members who are not Regular Members of the Association provided such associate members meet the eligibility standards set forth in Section 2 a) of Article XIII.

ARTICLE XV
MEMBERSHIP CERTIFICATES

Membership certificates shall be in such form as shall be prescribed by the Board of Directors.

ARTICLE XVI
SEAL

The corporation shall have and use a common seal of such design as shall be prescribed by the Board of Directors.

ARTICLE XVII
VOTING

Section 1:

At all meetings of members, regular or special, each Regular Member shall be entitled to vote in person.

Section 2:

All elections of officers shall be by ballot, except that the ballot may be dispensed with by a unanimous vote when there is but one candidate for an office.

ARTICLE XVIII
QUORUM AND DECORUM

Section 1:

A quorum necessary to transact business at any regular or special meeting of members shall be 5 percent of the Regular membership of the Association.

Section 2:

Except as otherwise provided in these Bylaws, all questions of order shall be decided in accordance with *ROBERT'S RULES OF ORDER*

ARTICLE XIX
INITIATION AND DUES

The initiation fee and annual dues for membership in ISM-CT shall be as set forth in the Policies of the Association. The initiation fee shall accompany the application for membership where required and shall be refunded if the application is not acted upon favorably.

ARTICLE XX
MEETINGS

Section 1:

A regular meeting of the members of ISM-CT shall be held once each calendar month during September, October, November, January, February, March, April, and May. Meetings may be held in June and December, optionally, at the discretion of the Board of Directors.

Section 2:

The April meeting of the members shall be known as the regular Annual Meeting at which the officers and directors shall be elected and such other business transacted as may come before the meeting.

Section 3:

Save as specifically provided for by law, special meetings of the members may be called at any time by three or more Directors and shall be called by the President at the written request of at least one-fifth of the Regular Members.

Section 4:

Save as specifically provided for by law, notice of all special meetings of members shall be given to each member at his last known place of business or residence at least one week proceeding the day of such meeting.

Section 5:

The regular meeting of the Board of Directors shall be held on a regular day of each calendar month except July and August and at such hour and at such place as the Board may select. Notice of each regular meeting shall be given to each Director personally or by leaving written notice thereof at his last known place of business or residence at least three days prior to such meeting. Such notice shall state the hour and place of such meeting.

Section 6:

Special meetings of the Board of Directors shall be called by the Secretary at the request of the President or any three Directors. Twenty-four hours' notice of a special meeting of the Board of Directors must be given to each Director personally or by leaving written or printed notice at his last known place of business or residence by U. S. mail, postage prepaid. Such notice shall state the date, hour, and place of such meeting.

Section 7:

Board Action by Conference Call or other: 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.

ARTICLE XXI AMENDMENT OF BYLAWS

These Bylaws may be repealed or amended, or new Bylaws may be adopted, at any regular meeting of the members of ISM-CT by a vote of two-thirds of the members present and voting, such amendments having been submitted to the Board of Directors for action at one of its regular meetings. Upon favorable action, they shall be proposed in writing to the membership thirty days prior to the date in which they are to be voted upon.

ARTICLE XXII NOMINATING COMMITTEE

Section 1:

The President, with the approval of the Board of Directors, shall appoint three Regular Members in good standing, from differing geographical areas at the time of their appointment, who are not presently holding office. The rest of the Committee shall consist of the current President and immediate former President. All members will have equal voting power, with the Chairman to be appointed by the President.

Section 2:

The Nominating Committee shall present its proposed slate to the Board of Directors at the February Board meeting. The proposed slate must be approved by a majority of the Board of Directors present and voting.

Section 3:

The proposed slate shall be presented to the general membership at the regular membership meeting in March and shall be voted upon by the Regular Members at the Annual Meeting in April.

Section 4:

All consenting nominees for elective office shall, at the time of their nomination, be eligible in all respects for membership in ISM.

ARTICLE XXIII STANDING COMMITTEES

All necessary Standing Committees shall be appointed by the President and their duties prescribed by the Board of Directors.

Latest revision – 11/2010