



ARTICLE I - NAPM SOUTHERN COLORADO BYLAWS - COLORADO SPRINGS, COLORADO

Rev. 2-17-05

Reviewed 1-30-06 no changes

SECTION 1. Name, 'the name of this Association shall be the National Association of Purchasing Management - Southern Colorado, a non-profit corporation organized and existing by virtue of the laws of the State of Colorado. (Herein referred to as "Association".)

SECTION 2. Location, The principal office of the Association shall be located in the City of Colorado Springs. State of Colorado, or in such other localities as may be determined by the Executive Board.

ARTICLE II

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 chain management and materials management, including improved procurement or supply chain methods and practices and all matters related to the foregoing (herein-after referred to as "the supply chain management and materials 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 chain management and materials 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 chain management and materials management profession.
5. To develop, sponsor, promote and encourage a professional certification program for person engaged in the supply chain management and materials management profession.
6. To encourage and cooperate in institution and development of education courses, seminars, programs and materials on the subject of supply chain management and materials management and all matters related thereto.
7. To strive by all lawful means to promote and enhance the supply chain management and materials management profession.
8. To be affiliated with the Institute for Supply Management (ISM) and other associations or organizations of persons engaged in the supply chain and materials 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 chain management and materials management profession, and to advance public relations with governmental agencies and the public in general concerning the supply chain management and material 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 Colorado.

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 by the Board of Directors, ISM.



ARTICLE III

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 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 non-profit corporation in accordance with the laws of the State of Colorado, 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 ISM Bylaws and ISM policy, including without limitation, the provisions here of with respect to the purposes of the Association and eligibility for membership, insofar**
as they do not conflict with the laws of the State of Colorado.
- 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 by the Association.
- e. To collect all dues for membership in 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 by the ISM Board of Directors, including without limitation, the ISM Statement of Antitrust Policy and Guide for Antitrust Compliance.

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 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 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

MEMBERSHIP

SECTION 1. Regular Membership. Regular Membership in Affiliated Association shall be limited to the following:

- a. Any person interested in the supply management field shall be eligible to be a Regular Member of an Affiliated Association provided that such person (i) is not primarily engaged in sales activity; or (ii) 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. For the purposes of this section, "primarily" shall mean a majority of a person's time. However, no person shall be ineligible by reason of incidentally disposing of scrap, surplus stock, or equipment of the concern by which he or she is employed. The eligibility of an editor, secretary or business manager employed by an Affiliated Association shall not be affected by reason of sales activity directly related to any magazine, bulletin or other publication, or exhibit, product, show or similar activity sponsored by such association.
- b. A person who is involved in supply chain or materials process, including without limitation, purchasing, purchasing research, value analysis, inventory control, materials management, supply chain management, or any other activity or function which is related to the supply chain management or materials process.
- c. An editor, secretary, or business manager employed by an Affiliated Association.
- d. 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 supply chain management or materials management or other related fields or subjects.
- e. A regular member whose dues are currently paid on a continuous basis who in unemployed shall continue to be eligible for membership.
- f. A regular member whose dues are currently paid on a continuous basis who retires shall continue to be eligible for membership.
- g. An undergraduate or graduate student enrolled full time in an accredited community college or four-year college or university.
- h. A person who is engaged in the business of providing consulting services primarily in the field of supply chain management and materials management on condition that such person does not solicit members of an Affiliated Association for consulting engagements.
- i. Life Members. A person who has been a member of ISM for a period of ten years or more, has retired from all regular employment, and who has been elected to this class of membership by a vote of the Executive Board of the Association. Life members may receive the publications and serves of ISM upon application through the Association. A person who meets this category shall not be charged ISM and Affiliate Association dues.

SECTION 2. Nonvoting members. 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 chairperson of the Association's Professional Development, Membership or Public Relations Committees.

a. Associate Members. Are eligible for regular membership but have elected to be only an Associate member of the Association. Eligibility for Associate membership requires there be at least one regular member in the Associate members Company.

- b. Honorary members. A person who has rendered distinguished or unusual services to the supply chain management and materials management profession, and who has been elected to the class of membership by vote of the Executive Board of the Association. The Executive Board of the Association shall have the authority to revoke the honorary membership when it is determined that continuation of the honorary membership would be inconsistent with the policies and objectives of the Association and ISM.
- c. Student Members. Full-time students of an accredited college or university, whose interest in the Association is for the enhancement of his or her knowledge and skills in supply chain management and materials management.



SECTION 3. Admission of Members.

- a. The Association Secretary is authorized by the Executive Board to review and approve applications for membership based on the criteria established in Section I and 2 above.
- b. If after review by the Association Secretary the application for membership is questionable, the Executive Board shall make the determination to approve or deny said application.

SECTION 4. Expulsion of Member. The Executive Board has the right to expel a member of any classification from membership in the Association for nonpayment of dues or for violation of the Association and/or ISM Bylaws.

SECTION 5. Reinstatement. A former member of the Association may be reinstated upon proof of eligibility and payment of dues and any required administrative charges.

SECTION 6. Resignation. Any member of the Association may resign by writing a formal letter of resignation to the Association President. However, membership dues are not refundable.

SECTION 7. Nontransferability of Membership. An individual who pays his/her own membership dues shall be vested in the Association and their membership cannot be assigned to another person. However, Company paid membership dues can be transferred to person within the Company upon submission of a completed membership/transfer form to the Association President.

ARTICLE V

DUES

SECTION 1. Amount. The amount of annual dues for regular members and each class of nonvoting members of the Association shall be determined by the Association Executive Board. Annual dues for regular members of the Association shall include an amount equal to the annual dues for membership in ISM.

SECTION 2. Payment. Dues for regular and nonvoting members in the Association are on a calendar year basis. Any dues not paid by January 31st are delinquent and a member will be dropped from the roster during the month of February. A person joining the Association January – June will pay the yearly membership dues. A person joining the Association July - December will pay half-year dues.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors (Executive Board). 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, 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.

SECTION 2. Membership. The Board of Directors shall consist of designated officers who are elected by the membership and a designated number of directors also elected by the membership.

SECTION 3. Election. The Directors shall be elected by the regular members of the Association annually and the term of office is one (1) year.

SECTION 4. Vacancies. Vacancies on the Board of Directors will be filled for the unexpired term by the said Board (Executive Board).

SECTION 5. Meetings. Meetings of the Executive Board shall be called by the President.



SECTION 6. Quorum and Voting. At all meetings of the Board of Directors (Executive Board) there must be a quorum necessary to the transaction of business. Each member present shall have one vote.

ARTICLE VII

OFFICERS

SECTION 1. Officers. The officers of the Association shall be the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer.

SECTION 2. Election. The officers shall be elected by the regular members of the Association on a yearly basis.

SECTION 3. Duties of the President. The President shall be the Chief Executive Officer and Chairperson of the Board of Directors, shall exercise general supervision over the executive affairs of the Association. he/she 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 President-Elect shall assume the office of President and shall perform all the duties of such office for the unexpired term.

SECTION 4. Duties of the President-Elect. The President-Elect shall be making preparations for his/her term as President the following year and shall perform such duties as are assigned by the President and /or the Board of Directors. In the event of the temporary 'inability of the President to perform the duties the President-Elect shall per-form all duties of the office of the President.

SECTION 5. Duties of First Vice-President. The First Vice-President shall perform such duties as may be assigned by the President and/or Board of Directors of the Association.

SECTION 6. Duties of the Second Vice-President. The Second Vice-President shall perform such duties as may be assigned by the President and/or Board of Directors.

SECTION 7. Duties of Secretary. The Secretary Will be responsible for the preparation of all minutes of meetings of the Board of Directors. Also, the maintenance and safekeeping of all corporate and membership records of the Association; and the serving or publication of all notices required by law or these Bylaws concerning any meeting or any other matters applicable to the Association; and shall perform such other duties as may be assigned by the President and/or Board of Directors.

SECTION 8. Duties of Treasurer, The Treasurer shall have the custody of all Association funds and securities; shall maintain a full and accurate account of all receipts and disbursements in books belonging to the Association; shall deposit all Association funds in the name and to the credit of the Association such depositories as may be designated by the Board of Directors of the Association, shall disburse the funds of the Association in accordance with instructions furnished by the Board of Directors of the Association; shall render to the Board of Directors and members of the Association upon request, but at least annually, an account of all transactions and of the financial condition of the Association; and shall perform such other duties as may be assigned by the President and Board of Directors of the Association or which may be required by law.



ARTICLE VIII

MEETING OF THE ASSOCIATION MEMBERS

SECTION 1. Meetings. The Association will have membership meetings eight times per year (Sept - Nov. and Jan - May). Election of officers and Board of Directors will be in March or April. Those elected shall assume office in June and serve for a period of One (1) year.

SECTION 2. Quorum. The election meeting shall consist of a quorum or at least twenty present (20%) of the total regular membership of the Association.

SECTION 3. Voting. Each regular member whose dues are paid shall be entitled to cast one vote.

SECTION 4. Parliamentary Rules. At all meetings of the Association, including the Board of Directors, questions of procedure shall be disposed of under Roberts' Rules of Order when not in conflict with these Bylaws.

ARTICLE IX

COMMITTEES

SECTION 1. Standing Committees. The following standing committees shall be established within the Association:

- (a) Marketing/Membership
- (b) Education/Programs
- (c) Professional Development
- (c) Communication/Public Relations/Fun
- (d) Nominating
- (e) Greetings and Attendance

The Board of Directors of the Association shall be authorized to designate additional committees as a standing committee whenever such action is deemed necessary.

SECTION 2. Special Committees. The President, with the approval of the Board of Directors shall appoint such other special committees, subcommittees or task force and duties deemed necessary.

ARTICLE X

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 the laws of the State of Colorado.

SECTION 2. Dedication of Funds. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws.

ARTICLE XI

These Bylaws may be amended by a Quorum vote of the Board of Directors representing the regular membership of this association or by an affirmative vote of two-thirds of regular members at the monthly meeting.