

BYLAWS

ARTICLE I

NAME AND LOCATION

SECTION 1. Name. The name of this Association shall be National Association of Purchasing Management - Central Michigan, Inc., hereafter referred to as the Association, a nonprofit corporation organized and existing by virtue of the laws of the State of Michigan.

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

ARTICLE II

PURPOSES

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 purchasing management and materials management, including improved procurement or purchasing methods and practices and all matters related to the foregoing (hereinafter referred to as "the purchasing 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 purchasing 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 purchasing management and materials management profession.
- (5) To develop, sponsor, promote and encourage a professional certification program for persons engaged in the purchasing management and materials management profession.
- (6) To encourage and cooperate in the institution and development of education courses, seminars, programs, and materials on the subject of purchasing management and materials management and all matters related thereto.
- (7) To strive by all lawful means to promote and enhance the purchasing management and materials management profession.
- (8) To be affiliated with the National Association of Purchasing Management, Inc. (NAPM) and other associations or organizations of persons engaged in the purchasing management 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 purchasing management and materials management profession, and to advance public relations with governmental agencies and the public in general concerning the purchasing management and materials 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 Michigan.

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 NAPM Statement of Antitrust Policy and Guide for Antitrust Compliance, as amended from time to time by the Board of Directors of NAPM

ARTICLE III

AFFILIATION WITH NAPM

SECTION 1. General. The Association shall be affiliated with NAPM in accordance with the procedures set forth in the NAPM Bylaws, and the Association shall comply at all times with NAPM policy as it may be adopted from time to time by the NAPM 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 NAPM to comply with the following:

- (a) To be incorporated as a non-profit corporation in accordance with the laws of the State of Michigan and to be validly existing and in good standing during the period of its affiliation with NAPM
- (b) To cause these Bylaws to conform at all times with the NAPM Bylaws and NAPM 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 NAPM
- (d) To resolve all questions concerning eligibility for membership in the Association and NAPM 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 NAPM all dues required by Article V of the NAPM Bylaws.
- (f) To elect a Director for National Affairs in accordance with Article VII hereof to represent the Association as a member of the District IV Council.
- (g) To comply at all times with NAPM policy as it may be adopted from time to time by the NAPM Board of Directors, including without limitation, the NAPM Statement of Antitrust Policy and Guide For Antitrust Compliance.
- (h) To obtain the prior written approval of NAPM with respect to any proposed amendments to these Bylaws.

SECTION 3. Suspension or Termination of Affiliation. The affiliation with NAPM of the Association may be suspended by a two-thirds vote of the NAPM Board of Directors for violation of or failure to comply with the NAPM Bylaws, including specifically, but without limitation, provisions respecting payment of dues, eligibility of members and observance of NAPM policies as may be adopted by the NAPM Board of Directors from time to time. Any charge of violation or failure to comply, under this Section shall be first presented to the District IV Council. If the District IV Council shall determine by a two-thirds vote 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 NAPM Board of Directors together with the recommendations of the District IV Council, if any, through the Vice President from District IV. Before action may be taken by the NAPM Board of Directors, the NAPM Executive Committee shall review the charges and make a recommendation to the NAPM Board of Directors upon the basis of a hearing conducted by the NAPM Executive Committee at the principal office of NAPM at which the Association shall have the right to be heard to defend against such charges. If the Association is suspended or terminated it may be reinstated by a two-thirds vote of the NAPM 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 NAPM

ARTICLE IV

MEMBERSHIP

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

- (a) A person who is involved in the purchasing 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 purchasing or materials process.
- (b) An editor, secretary, or business manager employed by an Association.
- (c) 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.
- (d) An unemployed Regular Member whose dues are current.
- (e) A retired Regular Member whose dues are current..
- (f) An undergraduate or graduate student enrolled full time in an accredited community college or four-year college or university.
- (g) A person who is engaged in the business of providing consulting services primarily in the field of purchasing management and materials management on condition that such person does not solicit members of the Association for consulting engagements.
- (h) 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 Affiliated Association of which he/she has been a member. A person who meets this category shall not be charged ISM and Affiliated Association dues.

SECTION 2. Nonvoting Membership. The Association shall have the following membership classes which shall not represent membership in NAPM or entitle any member of such class to vote or hold office in the Association nor to serve as chairman of the Association's Professional Development, Membership Activities or Public Relations Committees:

- (a) Associate Members. A person who satisfied the eligibility standards of Section 1(b) of this Article provided that at least one member of the same company employing such person holds a regular membership in the Association.

- (b) Honorary Members. A person not qualified for regular membership but who has rendered distinguished or unusual services to the purchasing management and materials management profession, and who has been elected to the class of membership by a vote of the Board of Directors of the Associations (and by a vote of the regular members of the Association). Election to honorary membership shall be for such 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 NAPM, or the Association.

SECTION 3. Sales Activity. No person shall be admitted to membership, or shall be retained as a member of the Association who engages in the solicitation of orders, or who is in charge of, or primarily responsible for sales, even though such a person may be otherwise eligible for membership; provided, however, that no person shall be ineligible by reason of incidentally disposing of scrap, surplus stock or equipment of the concern by which he/she is employed.

The eligibility of an editor, secretary or business manager employed by the 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 the 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 Membership Committee of the Association shall review all applications for membership in the Association which shall be in writing and on a form prepared by the Committee.

- (b) The Membership Committee 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.

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 District IV Council by filing a notice of intent to appeal to the District IV Council at least thirty (30) days prior to the next regularly scheduled meeting of the District IV Council. Upon receipt of a timely filed notice of appeal, the District IV 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 District IV Council concerning denial of membership shall be final and binding and will not be considered by the Board of Directors of NAPM

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 provisions of these Bylaws, the NAPM Bylaws, the NAPM Policy Manual, the NAPM Policy Manual For National Groups, the NAPM Organizational Guide, the NAPM Standards of Conduct, or such other statements of policy as may be adopted by the Association or the NAPM Board of Directors from time to time. Expulsion for any reason other than nonpayment of dues shall occur only after the expelled 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 District IV Council by filing a notice of intent to appeal to the District IV Council at least thirty (30) days prior to the next regularly scheduled meeting of the District IV Council. Upon receipt of a timely filed notice of appeal, the District IV 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 District IV Council concerning expulsion of a non-voting member shall be final and binding and will not be considered by the NAPM Board of Directors. Except for rare and extraordinary circumstances, the decision of the District IV Council concerning expulsion of a regular member will likewise be final and binding and will not be considered by the NAPM Board of Directors.

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 years dues. 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 District IV 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 which have accrued.

SECTION 9. Non-transferability of Membership. Membership in the Association shall be vested in the individual member of the Association and shall not under any circumstances be transferred or assigned to any other person by such member.

ARTICLE V

GROUPS

SECTION 1. Purposes and Organization. Members of the Association having common interest as purchasing managers or materials managers in a particular industry or commercial activity, or common interests in a certain classification of commodities or 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 as a nonvoting member shall be required for election as an associate member of a group and associate members of a group shall not vote or hold office in the group.

ARTICLE VI

DUES

SECTION 1. Amount. The amount of annual dues for regular members and each class of nonvoting members of the Association shall be determined from time to time by the Board of Directors of the Association and affirmative vote of the members of the Association. Annual dues for regular members of the Association shall include an amount equal to the annual dues in effect from time to time for membership in NAPM

SECTION 2. Payment. Dues for regular and nonvoting members in the Association shall be assessed on a calendar year basis and shall be payable in advance on January 1 of each year. Members elected to membership in the Association at any time during a calendar year shall be required to pay a proportionate amount of the annual dues in effect at the time of their election to membership which amount shall be payable commencing on the first of the month in which they are elected to membership in the Association.

SECTION 3. Nonpayment of Dues. A member of the Association whose dues are 30 days in arrears may be expelled from membership in the Association and NAPM upon notice by the Association to such member, such expulsion to be effective upon the date of such notice. A member expelled from membership for nonpayment of dues may be reinstated upon full payment of all delinquent dues (plus payment of an administrative fee or other similar charge which may be required from time to time by the Association).

SECTION 4. Schedule of Dues. The Association shall cause to be mailed to each member of the Association on or before December 1 of each year a schedule of annual dues payable for each category of membership as of January 1 of the next succeeding calendar 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 calendar year provided such change is made effective on or after the date such change in dues is approved by the Association in accordance with these Bylaws.)

ARTICLE VII

DIRECTORS FOR NATIONAL AFFAIRS

SECTION 1. Directors for National Affairs. The Association shall annually elect or appoint a Director for National Affairs who shall be a member of the Board of Directors and/or executive committee, or other governing body of the Association. The President of the Association may be designated to serve as the Director for National Affairs as well as President of the Association. The Director for National Affairs shall have the powers and duties set forth in this Article.

SECTION 2. Qualifications. To be eligible for election or appointment to the office of Director for National Affairs, a candidate must have been a member of NAPM for not less than three (3) years and have served in at least one elective office of the Association. In addition, a Director for National Affairs must be, at the time of election or appointment and throughout the term of such office, a regular member of the Association, and termination of such membership shall immediately disqualify the candidate or incumbent.

SECTION 3. Election or Appointment. Directors for National Affairs shall be elected or appointed in accordance with the procedures set forth in Article VIII of these Bylaws.

Upon election or appointment of a Director for National Affairs, the Association shall immediately notify NAPM

SECTION 4. Alternates. In the event of the temporary inability of a Director for National Affairs to perform the duties of office, resulting from illness or any other cause, an alternate shall be immediately elected in accordance with Article IX hereof to perform the duties of the office until such time as the Director for National Affairs shall be able to resume these duties and the Association revokes the authority of the alternate. The member elected or appointed as an alternate shall possess the qualifications set forth in Section 2 of this Article. Upon election or appointment of an alternate, or upon revocation of the alternate's authority, the Association shall immediately notify the Vice President of NAPM representing District IV and NAPM

SECTION 5. Vacancy. In the event of a vacancy in the office of Director for National Affairs, a successor shall be elected or appointed for the remainder of the term in accordance with Article IX hereof within thirty (30) days after the date the office is vacated. The successor elected to fill such vacancy shall possess the qualifications set forth in Section 2 of this Article. Upon election or appointment of such successor, the Association shall immediately notify the Vice President of NAPM representing District IV and NAPM

SECTION 6. Duties. It shall be the duty of a Director for National Affairs to represent the members of the Association as a member of the District IV Council and also to represent members of the Association at all meetings of NAPM. A Director for National Affairs when assembled with other Directors for National Affairs at a District IV Council Meeting or at a meeting of the NAPM membership shall act as the delegate for the members of the Association and shall have and may exercise all the powers, rights and privileges of the members of the Association, including without limitation, to vote on all matters requiring the vote of the NAPM in accordance with voting procedures and instructions as may be furnished by the Association. The Director for National Affairs shall inform the Vice President of NAPM representing District IV, and other members of the District IV Council, concerning the membership, opinions, suggestions and recommendations of the Association. Within the Association, a Director for National Affairs shall represent NAPM and the District IV Council and shall report on current activities, programs, and policies of NAPM and District IV. The Director for National Affairs shall further report on such other subjects as may be required by the NAPM Vice President representing District IV and the District IV Council and shall perform such special duties as may be assigned to him by the District IV Council. The Director for National Affairs shall also perform such duties as may be required by NAPM policy.

ARTICLE VIII

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 procedure as, in its judgment, will best promote the interests and welfare of the Associations, 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 regular members and who in turn appoint other regular members who automatically serve on the Board.

SECTION 3. Term of Office. Directors shall be elected for a term of one year.

SECTION 4. Vacancies. Should an elected officer be unable to serve his/her full term, the Board of Directors shall appoint an eligible regular member to complete the remainder of the term of office. Should an appointed Director be unable to serve a full term the President (or first succeeding officer) shall appoint an eligible regular member to fill the remainder of the term.

SECTION 5. Meetings. The Board of Directors shall meet on the first Tuesday evening of each month except as otherwise notified by the President. The regular evening meeting date may be changed upon approval by the Board of Directors if deemed in the best interest of the Association.

SECTION 6. Board Action By Conference Telephone. 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 enables 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.

SECTION 7. Quorum and Voting. For a meeting of the Board of Directors and committees, a majority of the members of such Board of the committee in session shall constitute a quorum.

ARTICLE IX

OFFICERS

SECTION 1. Officers. The officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and Director for National Affairs.

SECTION 2. Elections. The officers shall be elected by the regular members of the Association at their annual meeting held in accordance with Article X hereof.

SECTION 3. 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 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 4. Duties of First Vice President. The First Vice President shall perform such duties as may be assigned from time to time by the President and Board of Directors of the Association. In the event of the temporary inability of the President to perform the duties of his or her office resulting from illness, absence or any other cause, the First Vice President shall perform all duties of the office of President until such time as the incumbent is able to resume the duties of the office. The First Vice President shall serve as general chairman of the Program Committee.

SECTION 5. Duties of Second Vice President. The Second Vice President shall perform such duties as may be assigned from time to time by the President and Board of Directors of the Association. In the event of the temporary inability of the President and First Vice President to perform the duties of his or her office resulting from illness, absence or any other cause, the Second Vice President shall perform all duties of the respective offices until such time as the incumbents are able to resume the duties of the offices. The Second Vice President shall serve as general chairman of the Membership Committee.

SECTION 6. Duties of Secretary. The Secretary shall be responsible for the preparation of all minutes of meetings of the Board of Directors and members of the Association; 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 matter applicable to the Association; and shall, not later than December 1 of each year, invoice each member for the coming year's dues; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law.

SECTION 7. 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 Associations; shall deposit all Association funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association; shall disburse the funds of the Association by check 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 a least annually, an account of all his or her transactions and of the financial condition of the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law.

ARTICLE X

MEETINGS OF THE ASSOCIATION

SECTION 1. Annual Meeting and Election of Officers. The annual meeting of the Association shall be held in March of each year at such place and on such date as may be determined by the Board of Directors of the Association. Written notice thereof shall be given to all members at least 30 days prior thereto.

SECTION 2. Special Meetings. Special meetings of the Association membership may be called by the Board of Directors or the members of the Association in accordance with the provisions set forth in the Non-profit Corporation Act 327 and Act 284 of the State of Michigan.

SECTION 3. Quorum. At all annual or special meetings of the Association membership, a quorum shall be the presence at such meeting of a least 25 percent of the total regular membership of the Association.

SECTION 4. Voting. On all questions or issues presented for a vote at the annual meeting or any special meeting of the Association membership, 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 two-thirds (2/3) of the vote cast at an annual or special meeting of the Association membership entitled to vote thereon provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum required in Section 3 of this Article. In the event a quorum is not present at the Annual Meeting in March, two-thirds (2/3) of the regular members present and voting at the next evening meeting will constitute a quorum.

SECTION 5. Order of Business. At any meeting of the Association membership, the order of business shall be as stated on the agenda for the meeting furnished with the notice of such meeting required by this article.

SECTION 6. Parliamentary Rules. At all meetings of the Association, including the Board of Directors, all questions of procedure shall be determined under Roberts' Rules of Order when not in conflict with these Bylaws.

ARTICLE XI

COMMITTEES

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

- (a) Membership Activities Committee
- (b) Professional Development Activities Committee.
- (c) Public Relations
- (d) Nominating Committee

The Board of Directors of the Association shall be authorized from time to time to designate additional committees as a Standing Committee whenever in their sole judgment such action is deemed necessary.

SECTION 2. Special Committees. The President with the approval of the Board of Directors of the Associations, 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.

SECTION 3. Nominating Committee. No later than 60 days prior to the March evening meeting, the President shall appoint a nominating committee of at least three regular members, designating one as chairman. This nominating committee shall consist of a former President, one member of the current Board of Directors and the other member or members appointed from the regular membership at large.

ARTICLE XII

FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Association shall begin on June 1 of each year and terminate on May 31 of the following year.

ARTICLE XIII

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 Non-profit Corporation Act 327 and Act 284 of the State of Michigan, 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 insure, 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 and materials management profession to be selected by the Board of Directors and regular members of the Association.

ARTICLE XIV

AMENDMENTS

SECTION 1. These Bylaws may be modified or amended by an affirmative vote of the regular members present at a regular membership meeting (see quorum requirements in Article X, Section 3 and Section 4) provided such amendment has been submitted in writing to the Board of Directors, approved by a majority of said Board, and published for information of the membership at least 30 days prior to the meeting at which the vote is taken.

SECTION 2. Amendments which must be made in order to bring these Bylaws into compliance with those of the NAPM, need not be voted on by the General Membership. Rather, by acclamation of the Board of Directors, any such amendment shall immediately be considered to be incorporated into these Bylaws, in accordance with Article III, Section 2b. A vote of the General Membership may be called by the Board of Directors if they determine that such a vote is appropriate due to the nature of the proposed amendment.