



CONSTITUTION

as amended May 10, 2007

ARTICLE I

Name

- Section 1.** The name of the Association shall be the National Association of Purchasing Management-Utah, Inc., a non-profit 301(c)6 education corporation organized and existing by virtue of the laws of the State of Utah (hereinafter referred to as the "**Association**") and an affiliate of the Institute for Supply Management (ISM).
- Section 2.** The principal office of the Association shall be located in Salt Lake City, Utah.

ARTICLE II

Objectives

- Section 1.** The objectives of this Association are to foster and promote friendly relations between its members, that they may benefit by the resulting interchange of ideas; to study, develop and encourage more efficient purchasing and supply chain methods; to circulate information that may be of interest or benefit to members, that they may become more familiar with fundamental marketing, producing and manufacturing practices, various products and their use and dependable source of supply.

ARTICLE III

Membership

Section 1. Regular Members

Regular membership in an Affiliated Association shall be limited to the following:

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.

Section 1A. In principle and in practice, the Institute for Supply Management (ISM) values and seeks a diverse membership. Individual viewpoints and contributions are pursued and respected. There are no barriers to full participation in ISM on the basis of ethnic background, color, gender, creed, age, sexual orientation, national origin, disability, or veteran status.

Section 1B. All applications for membership in this Association shall be submitted to the Membership Committee on the National Association application form. All applications shall be approved by the certification of eligibility in accordance with Article III Section I of the constitution. Such approved applications shall be submitted to the Board of Directors and upon their unanimous approval the applicant shall be elected to membership in the Association. An application or transfer fee of \$30.00 for regular members and dues as may be required are to be with the application. A firm which has not held an active membership within 90 days and employs a person who may or may not be a member of the Association, shall pay their regular application fee and membership dues. Membership is held by the firm unless personally paid by the employee.

Section 2. 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, 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 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 materials management profession, and who has been elected to the 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 3. Nonvoting Membership

The Association shall have the following nonvoting 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) *Student Members* as described in Section 2 (b) of this article.
- (b) *Honorary Members* as described in Section 2(d) of this article.

ARTICLE IV

Officers

Section 1. The officers of this Association shall be President, Vice President, Secretary, Treasurer and Immediate Past President.

Commencing with the year 1955-and each year thereafter, the officers of this Association and the six (6) directors to be elected as set forth in Article VI, Section 2, hereof, shall be elected at the regular meeting of the Association to be held on the second Thursday of April of each year. The officers and directors so elected shall take office at the annual May meeting of the Association with appropriate induction ceremonies.

Section IA. Any member nominated as a candidate for the office of Vice President must qualify by having previously served as a member of the board in any one of the following capacities: Treasurer, Secretary, Member of the Board of Directors, Professional Development Committee Chair, Membership Services Chair, Communication Committee Chair or Marketing/Public Relations Committee Chair. This Candidate must also have an attendance record of 80%

Section 2. The terms of all officers shall be for a period of one (1) year or until their successors are duly elected, except for the terms of secretary and treasurer which shall be for a period of two (2) years not to be elected in the same year, except as approved by a majority vote of the Executive Committee and Board of Directors.

Section 3. If for any reason the office of President becomes vacant, or the President is unable to perform the duties of the office, the Vice President shall fill the vacancy.

Section 4. If for any reason the office of Treasurer, Secretary or Vice President shall become vacant or the individual in the above titled offices is unable to perform the duties of the office, the Board of Directors, (which consists of six (6) directors, Immediate Past President and President), shall make a selection of two (2) candidates for the vacated office and present the names, at which time one will be elected to fill the vacated office by a majority vote of the membership.

Section 5. If for any reason the office of Immediate Past President shall become vacant or the Immediate Past President is unable to perform his duties of the office, the Board of Directors and Executive Committee shall make a selection to fill the vacated office from a Past President.

Section 6. The President shall be the chairperson of the board, chief executive officer and ex- officio member of all committees except the Nominating Committee and shall exercise a general supervision over the interest and welfare of this Association.

The President shall appoint all standing committees with the approval of the Executive Committee within thirty (30) days after assumption of office.

The President shall preside at all meetings.

The President shall make a report to the Executive Committee at their regular meeting.

The President shall appoint an Auditing Committee at the regular April meeting of the Association with instructions that the Treasurer Elect is to audit the books and affect the Transfer to the Treasurer Elect as of the Annual Meeting, with a complete report by the said Auditing Committee to the Association at its annual meeting.

Section 7. The Vice President, in the absence of the President, shall perform the duties of and have the same authority as the President.

Section 8. The Secretary shall attend all meetings of members and keep full and correct minutes of such proceedings.

The Secretary shall keep all official documents of the association including but not limited to the membership roster.

The Secretary shall make, service and publish all notices required by law or by this Constitution.

The Secretary shall render a true and complete signed report as to affairs of the office at the regular annual meeting of the members.

The Secretary shall perform such other duties as may be required and assigned by the Board of Directors.

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

The Secretary shall answer correspondence and issue all calls for meetings.

The Secretary shall deliver over to successor of this office all books, documents, vouchers and any other property belonging to this Association in the Secretary's possession or for which the Secretary may be accountable.

Section 9. The Treasurer shall keep and collect such dues and assessments that may be levied by the Association and any other income of the Association and to expend such funds as may be authorized by the Executive Committee and shall keep a permanent record of all monies of the Association disbursed by the Treasurer noting therein amount and date thereof. The President is also authorized to sign and draw upon the association funds.

The Treasurer shall render a true, complete and signed report of the financial condition of this Association at each Executive Committee meeting for the previous month and an

annual report to the membership. The Treasurer's books and accounts shall at all times be open to inspection by any member of the Executive Committee.

The Treasurer shall deliver to the Treasurer Elect all monies, books, documents, vouchers and any other property belonging to this Association in the Treasurer's possession, for which the Treasurer may be accountable, immediately upon the Treasurer Elect taking office after the approval of the Auditing Committee.

Section 10. The Immediate Past President shall serve on the Executive Committee and is a member of the Board of Directors.

The Immediate Past President shall accompany any ISM visitors when they visit the Association.

The Immediate Past President shall consider assignments as may be given by the Chair of the Board of Directors, or any member thereof, or as may rightly come before the Board of Directors.

ARTICLE V

Executive Committee

Section 1. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer the Immediate Past President and the Director of the Central Utah Branch.

Section 2. The Executive Committee shall manage the affairs of the Association, subject to the approval of the members.

Section 3. The Executive Committee shall meet as necessary, or at least once every thirty (30) days, unless approved otherwise by majority vote of the Executive Committee and Board of Directors. The Executive Committee in cooperation with the Board of Directors and standing committees outline all activities and manage the affairs of the Association. Notification of these meetings shall be given to each member prior to the meeting date.

Officers of the Executive Committee shall attend all meetings that are called by the President. If they are unable to attend, they shall notify the President prior to the meeting with a reason. Officers who miss more than 2 meetings during one fiscal year shall be considered inactive and shall be reinstated by a majority vote of the Executive Committee and Board of Directors. If an Officer misses 2 or more meetings and it is determined that the affairs of the Association are being jeopardized due to their inactivity, the position shall be considered vacant and filled as stated in section 4 & 5 under Officers.

ARTICLE VI

Board of Directors

Section 1. The Board of Directors shall consist of nine (9) members of the Association in good standing.

Section 2. The position of Director of the Utah Central Branch will be added to the ballot for a two year position and also have voting responsibilities

Section 3.. Two (2) directors shall be designated as follows: At the annual meeting, the newly elected President, the Immediate Past President and Director of Utah Central Branch shall automatically become members of the Board of Directors together with six (6) directors serving for two (2) years, three (3) of the directors elected for a two (2) year term each year. (See Article VII Elections, Section 4, for details.)

Section 4. The President of the Association is the Chair of the Board.

Section 5.. The duties of the Board of Directors shall be:

- (a) Members of the Board of Directors may attend the Executive Committee meetings, as invited by the President.
- (b) Review and recommend appropriate action on all applications for membership as submitted by the Membership Committee.
- (c) Review and make recommendations on all complaints by members.
- (d) Make recommendations for honorary and life memberships.
(See Article 111, Section 3 and 4.)
- (e) The Board of Directors shall meet as necessary, or at least once every thirty (30) days, unless approved otherwise by majority vote of the Executive Committee and Board of Directors.

Board of Directors shall attend all meetings that they are called to by the President. If they are unable to attend, they shall notify the President prior to the meeting with a reason. Board of Directors who miss more than 2 meetings during one fiscal year shall be considered inactive and shall be reinstated by a majority vote of the Executive Committee and Board of Directors. If a Board of Director misses 2 or more meetings and it is determined that the affairs of the Association are being jeopardized due to their inactivity, the position will be considered vacant and filled as stated in section 5.

- (f) Consider suspension of members for non-payment of dues and make recommendations for action by the Association.
- (g) All other assignments as may be given by the Chair of the Board of Directors, or any member thereof, or as may rightly come before the Board of Directors.

Section 5. Vacancies in the Board of Directors (not including the Immediate Past President or President), but including the Director of the Central Utah Branch, shall be filled by a majority vote of the remaining directors for the remainder of the unexpired term.

ARTICLE VII

Elections

Section 1. Commencing at the regular meeting of the Association in February, 1955 and for the election in April, 1955 and annually thereafter, the President shall, at or before the regular February meeting day of each year, appoint a Nominating Committee of three (3) members, two (2) of whom shall have been past presidents, none of whom shall be members of the then existing Executive Committee or Board of Directors. The Nominating Committee shall submit a list of not more than two (2) names of nominees for each office and directorate to be elected at the April meeting of the Association. The President shall announce in a suitable manner the members of the Association in good standing are provided to suggest verbally or in writing to the Chair of the Nominating Committee, the names of members for the offices and directorates of the Association.

Section 2. The names of nominees shall be announced at the March dinner meeting. These names are to be published in the call letter for the April meeting.

Section 3. At the April meeting the President shall announce that any five (5) or more members, acting together, may at that meeting nominate other candidates for the offices to be filled.

Section 4. Election to each executive office shall require a majority of the votes cast. The President's vote will be held aside in case of a tie. The vote of the President will then be counted and will become the deciding factor.

Election to the Board of Directors shall be as follows:

Commencing with activity year 1987-88, and each year thereafter, six (6) candidates shall be nominated for three (3) positions on the Board of Directors and the three (3) nominees receiving the highest number of votes shall serve for a two (2) year term.

ARTICLE VIII

Meetings

Section 1. The Annual Meeting, at which the officers duly elected at the preceding April meeting shall be installed, shall be held on the second Thursday of May of each year.

- Section 2.** The regular meeting will be held on the second Thursday of each month, except for the months of July and August of each year. A change of day of the regular meetings for any one month may be made with approval of the Executive Committee and of the Board of Directors.
- Section 3.** Special meetings shall be called by the Executive Committee, due notice of which shall be sent to members. On request of one-third of the members in good standing, given to the Executive Committee in writing, special meetings may be called.
- Section 4.** Board of Action by Electronic means, anyone 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 electronic means, which enables all persons participating to communicate with each other at such meetings.
- Section 5.** Voting by electronic means. The same rule applies to electronic voting of a proposal motion. There must be a majority vote of the Quorum, by authorized voting members. The Secretary will be responsible to gather the votes, communicate the motion, and publish the results of the vote in the minutes of the next meeting.

ARTICLE IX

Dues

- Section 1.** Effective June 10, 2004, local and national dues shall be \$200.00 per year, payable annually in advance.
- Section 1A.** The Association shall not charge dues for any type of member that is not charged National Dues; such as students, professors, honorary members and regular members who become unemployed. However, these members shall pay the Association for all other expenses incurred by them such as meals and social events.
- Section 2.** Dues for non-resident members whose place of business is outside the State of Utah shall be \$130.00.
- Section 3.** Members more than thirty (30) days in arrears of payment of dues may be dropped from membership after the case has been referred to and action recommended by the Board of Directors.
- Section 4.** For the purpose of dues, the anniversary date shall be the date that payment for their first annual dues was received by the Treasurer.
- Section 5.** Statements for said annual dues shall be mailed by the Treasurer to the members or the member firms, companies, etc., thirty (30) days prior to the member's dues anniversary date.

ARTICLE X

Amendments

- Section 1.** Notice of any proposed amendments to this Constitution shall be mailed or electronically posted on a website that is accessible to all members prior to any regular meeting, at which the amendment is to be voted upon.
- Section 2.** A two-thirds vote of the members present shall be necessary to add to or amend this Constitution.

BY-LAWS

- I. A quorum for the transaction of business at any regular meeting of this Association shall be one-third of the members entitled to vote.
- II. The order of business shall be as follows:
1. Call to order
 3. Reading of minutes
 4. Report of officers
 5. Communications and Amendments
 6. Report of Committees
 7. Unfinished business
 8. New business
 9. Election of Officers
 10. Election of Members
 11. Discussion
 12. Special talks
 13. Adjournment
- III. Robert's Rules of Order shall govern the meetings of this Association unless otherwise provided for in this Constitution or By-Laws.