

**Upper South Carolina
Chapter of the
Institute for Supply Management
of Carolinas - Virginia, Inc.
1999/2000**

**Constitution
and By-Laws**

"Profit begins with Purchasing"

CONSTITUTION

ARTICLE I

SECTION 1. Name. The name of this Association shall be the Upper South Carolina Chapter of the Institute for Supply Management of Carolinas - Virginia, Inc. (ISM-CV).

SECTION 2. Purposes. The purposes of this Chapter are:

- a. To foster and promote the interchange of ideas and fellowship among its members.
- b. To promote the study, development, and application of purchasing management, materials management improved procurement or purchasing methods and practices and all related matters.
- c. To collect and disseminate information of interest and benefit to its members, including management, current production and market data, information on business trends, market, manufacturing methods and practices, products and their uses, and channels of distribution.
- d. To strive by all legitimate means to advance the purchasing management profession.

ARTICLE II

Membership

SECTION 1. Regular Membership. Regular Members in good standing shall be members of the Corporation, shall have the privilege of voting and holding office elective or appointive and shall be members of I.S.M. and the International Federation of Purchasing. A member shall be considered in good standing if he/she has paid all dues and any other obligations to the Corporation.

SECTION 2. Eligibility of Regular Members. The membership shall consist only of persons who perform the usual and customary duties of one or more of the following positions or assignments:

- a. Any person in charge of a purchasing or materials operation essentially concerned with purchasing **or** materials management in all of their phases.
- b. Assistant, supervisor, or buyer in such a department or organization.
- c. A member of such a department or organization having responsibility for purchasing, purchasing research, value analysis, inventory control, materials management or other activity or function, which is directly related to purchasing management or materials management, including industrial, wholesale, retail, governmental, educational, healthcare, and

other service segments not identified in the above classifications.

- d. An editor, secretary, or business manager employed by an affiliated association of purchasing management.
- e. 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.
- f. Regular Members whose dues are currently paid on a continuous basis and who are not employed in any capacity shall continue to be eligible for membership.
- g. Retired regular members whose dues are currently paid on continuous basis.
- h. An undergraduate or graduate student enrolled full-time in an accredited community college or a 4-year college or university. Student membership shall terminate upon completion of studies or failure to satisfy the eligibility requirements of this paragraph.
- i. A person in an inter-related management field who maintains a basic association with purchasing and materials management.
- j. A person who is engaged primarily in the business of providing consulting services in the field of purchasing management provided the consultant member, as a condition of membership, does not solicit engagement of regular or non-voting members of the association.

The Upper South Carolina Chapter of the ISM-CV will not admit to membership, or retain as a member any person engaged in the solicitation of orders, or who is in charge of, or responsible for sales, even though such 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 a association of purchasing agents shall not be affected by reason of sales activities directly related to any magazine, bulletin, or other publication, or an exhibit, product show or similar activity sponsored by such association.

SECTION 3. Membership Classes. There are four (4) types of memberships:

- a. **Regular Members.** Regular members in good standing shall be members of the chapter, shall have privilege of voting and holding elective or appointive offices.
- b. **Associate Members.** Associate members in good standing shall be members of the chapter, shall have privilege of voting and holding elective or appointive offices. Associate members must meet the eligibility standards of regular, active members, and at least one member of the same company must hold an active membership.
- c. **Life Members.** A Life member shall have been a regular member of the chapter for at least four years, have retired from regular employment, and may be elected to this class by majority vote at a regular meeting. A Life member shall not have the privilege of voting or holding office.
- d. **Honorary Member.** In recognition of his/her distinguished or unusual services rendered to the purchasing profession, honorary membership may be conferred upon an individual by action of the Board of directors. Election to honorary membership shall be for such period as the Board of Directors designates. The Board of Directors has the authority and duty to determine that continuation of the honorary membership would be inconsistent with the policies and objectives of ISM-CV or I.S.M.
- e. This Chapter will apply these rules of eligibility in a fair and impartial manner to the end that membership shall consist of persons whose interest in the chapter is for the enhancement of their knowledge and skill in the field of purchasing and not for making sales contacts.

ARTICLE III

Organization and Government

SECTION 1. Government. This Chapter shall be governed by a Board of Directors with a membership composition as herein described and with duties and responsibilities as herein defined.

SECTION 2. Board of Directors.

- a. **The Board of Directors** shall be composed of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Past President, and five (5) Directors who have been elected from the membership.

At each annual meeting in April, five (5) Directors are to be elected to serve two-year terms so as to maintain a Board of Directors consisting of eleven (11) members. Following each annual meeting, the newly elected Directors shall meet with the continuing Directors to elect officers of the Chapter. Officers shall be elected for a term of one

year at the annual meeting.

- b. Powers and Duties.** The Board of Directors shall have general charge, management, and control of the affairs, funds, and properties of the Chapter. The Board of Directors shall by appointment, fill the unexpired term of any vacancy occurring in its membership. The Board of Directors shall have exclusive power to accept or reject applications for Regular and Associate membership, and to recommend to the membership nominee for Life and Honorary membership.
- c. Meetings and Quorum.** The Board of Directors shall meet upon the call of the President and any five (5) members of said Board. A majority of the Board members shall constitute a quorum for the transaction of business. In the event of a tie, the President or the Board members presiding at the Board meeting shall cast the deciding vote.

SECTION 3. Officers of the Chapter. The officers of this Chapter shall be a President, First Vice-President, Second Vice-President, a Secretary, and a Treasurer. They shall be elected for a term of one year from the Board of Directors immediately following the Annual Meeting.

SECTION 4. President. The President shall be the chief executive officer and the Chairperson of the Board of Directors and shall exercise general supervision over the interest and welfare of the Chapter. He/She shall perform all other duties ordinarily incident to the office of the President. He/She shall preside at all meetings of the Chapter and Board of Directors. Within thirty (30) days after his/her election, he/she shall announce the appointment of the Chairpersons of the standing committees which are to function during his/her term of office. He/She shall also appoint such special committees, except the Nominating Committee, as may be deemed necessary or desirable by him/her or the Board of Directors.

In the event of the death, resignation, disqualification, or permanent inability of the President of the Chapter to act, the Board of Directors shall approve as successor the First Vice-President for the unexpired term; or in the case of his/her inability to succeed, the Second Vice-President; or in the case of his/her inability to succeed, the Treasurer; or in the case of his/her inability to succeed, the Secretary; and or in the case of his/her inability to succeed, the Board of Directors shall promptly elect a successor from the balance of its members for the unexpired term.

SECTION 5. First Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the First Vice-President shall perform the duties of the President. He/She shall perform such other duties as from time to time shall be assigned to him/her by the President and/or the Board of Directors. The First Vice-President will also be responsible for the Program and Public Relations Committees and appoint the chairpersons of these committees.

SECTION 6. Second Vice-President. In the absence of the First Vice-President or in the event of his/her inability or refusal to act, the Second Vice-President shall perform the duties of the First Vice-President. He/She shall perform such other duties as from time to time shall be assigned to him/her by the President and/or the Board of Directors. The Second Vice-President will also be responsible for the Membership and Attendance Committees and appoint the chairpersons of these committees.

SECTION 7. Treasurer. In the Event of the Second Vice-President or in the event of his/her inability or refusal to act, the Treasurer shall perform the duties of the Second Vice-President. He/She shall be custodian of all monies and other financial assets belonging to this Chapter. The Treasurer shall be responsible for correct accounting of all money and financial assets and all bills, orders, claims and demands, and approve all disbursements authorized directly or indirectly by the Board of Directors. He/She shall give bond for the performance of his/her duties in such amount and with such surety as the Board of Directors may require. The premium of such bond to be paid by this Chapter. He/She shall render a true, complete, and signed report of the financial condition of this Chapter at the Annual Meeting and to the Board of Directors whenever requested. He/She shall see that all books and accounts shall be open at all times to inspection by any member of the Board of Directors, and to any auditing committee appointed by the Board of Directors.

He/She shall deliver over to his/her successor in the office all monies, books, documents, and any other property belonging to this Chapter in his/her possession or for which he/she may be accountable.

SECTION 8. Secretary. In the absence of the Treasurer or in the event of his/her inability or refusal to act, the Secretary shall perform the duties of the Treasurer. The Secretary shall attend and keep a suitable record in permanent form of the proceedings of all meetings of this Chapter, and of the Board of Directors and Executive Committee, and shall perform such other duties as may be assigned.

SECTION 9. Nominating Committee. The Nominating Committee shall be appointed at the time of the regular February meeting by the Board of Directors to prepare a list of candidates for the Board of Directors to be voted on at the Annual Election. The Nominating Committee shall consist of at least three (3) members, not more that one of whom may be a member of the preceding Nominating Committee. To be eligible for appointment, a member must be in good standing and have attended a majority of the regular meetings.

SECTION 10. Elections.

- a. **Annual Election.** Elections shall be held at the next to the last regular meeting of the Chapter.
- b. **Eligibility Requirements - Candidates and Voters.** To be eligible for nomination to the Board of Directors, a member must be in good standing (Article II Section 3 a , b). To be eligible to vote at the Annual Election, a member must be in good standing.
- c. **Nominations.** After appointment in accordance with Article III, Section 9, the Chairperson of the Nominating Committee shall submit to the President at the meeting prior to the election meeting a list of consenting nominees for the Board of Directors.
- d. Any three (3) or more members acting jointly may nominate consenting candidates by presenting to the Chairperson of the Nominating Committee the names of such candidates at least two (2) weeks prior to the next to the last Meeting.
- e. **Manner of Election.** Voting for elections shall be by ballot and a plurality shall elect. In the event of a tie, the presiding officer shall call for a re-vote. The ballots cast at the election for the Board of Directors are to be recorded by the Secretary in the Minutes of the Meeting as the official record of the election.

BYLAWS

ARTICLE I

Committees

SECTION 1. Appointment and Purposes. The Vice-Presidents shall have the authority to appoint the chairpersons of their committees which, in their judgment, may be necessary or desirable to promote the interests and welfare of the Chapter. The committee chairpersons shall promptly select their committees and submit them to the Vice-Presidents for their approval. Such committees are automatically discharged at the conclusion of the regular May meeting.

SECTION 2. Standing. There shall be the following Standing Committees: Program, Public Relations, Membership and Attendance. This list may be increased or decreased at the discretion of the Board of Directors.

SECTION 3. Attendance. The duties of the Chairperson of the Attendance Committee shall consist of the following:

- a. Keep informed of intended activities, meeting programs, and maintain contact with responsible Vice-President and other committee chairpersons.

- b. Analyze past and current attendance records of meetings to enable intelligent attendance promotion, and advise committee chairpersons responsible for developing the meetings.
- c. Develop a plan to encourage and promote maximum attendance at meetings, through letters ,telephone calls and other means to the membership, assigning to each member of the committee specific responsibilities for personal follow-ups using methods befitting the dignity and professional standing of the Chapter.
- d. Be responsible for reception, registration, and issuing badges or name tags at all Chapter meetings.
- e. Perform other duties at Chapter meetings as may be assigned by the Chapter President.
- f. **SECTION 4. Membership.** The duties of the Chairperson of the Membership Committee are as follows:
- g. Investigate and approve or reject applications for Regular and Academic membership, in accordance with the eligibility
- h. rules of the I.S.M. and of the Constitution and Bylaws of the I.S.M.-CV.
- i. b. Review the eligibility of all members of record with respect to the rules of eligibility, and advise the Board of Directors of all instances or circumstances suggesting violation of eligibility rules.
- j. Advise the Second Vice-President, the Chairperson of the Attendance Committee, and the Board of Directors of all rulings of the Committee on eligibility of members or prospective members.
- k. Develop and maintain an active list of prospective members.
- l. Invite prospective members to regular meetings.
- m. Solicit prospects and secure applications for members from qualified purchasing agents, buyers, directors or managers of purchasing departments, and instructors of purchasing courses at recognized colleges and universities, using all means consistent with the dignity and professional standing of the Chapter.
- n. Upon receipt of advise from the Treasurer, investigate all resignations to determine cause, and after taking any remedial action indicated, report to the Second Vice-President and he/she to the Board of Directors the membership status of the individual involved. Attempt to secure a replacement membership where it has been determined that a resignation submitted by a member is final.
- o. Introduce new members of the Chapter at each regular meeting and make them feel that they are welcome.

- p. Implement and maintain an appropriate membership retention program.
- q. Discern the interest of new members relative to future committee assignments and communicate this information to the Board of Directors, and to the Central Office where it will be recorded for consideration for future activity assignments.

SECTION 5. Program. The duties of the Chairperson of the Program Committee consists of the following:

- a. Develop a complete program for each scheduled monthly meeting of the Chapter.
- b. Determine as far in advance as possible the expected arrival and departure time of all speakers. Clarify with those who extended the invitation to the speaker who will be responsible for meeting and soliciting to the needs of the speaker. In cases where assistance is needed, advise the President of the necessary details.
- c. Turn over the completed program for each meeting to the President sufficiently in advance to assure its printing with the meeting announcement.

SECTION 6. Public Relations. The Chairperson of the Public Relations Committee is responsible for the following:

- a. Plan and develop with the assistance of his/her committee, a program of broad public relations activities consistent with the Public Relations policies, and the members' needs and interests as defined by the Board of Directors.
- b. Strive through the use of normal Public Relations media to enhance the purchasing profession in the eyes of the industrial and general community.
- c. Cooperate with other professional associations in promoting joint meetings and working out mutual problems.
- d. Secure advance and concurrent publicity, to the extent possible and in keeping with the dignity and professional standing of the Chapter, of all meetings and important comments, occurrences and decisions made therein through the daily press.
- e. Publicize promotions, speeches made, honors and appointments obtained and outstanding achievements in any field, of Chapter members particularly activities on National Committees of groups of the I.S.M. and representation or listing in the program of the Annual International Conference of the I.S.M.

ARTICLE II

"Anti-trust Compliance Program"

SECTION 1. It is the policy of the Upper South Carolina Chapter of the I.S.M.-CV to comply strictly in all respects with all of the anti-trust laws of the United States and the anti-trust laws of each state in which it now does or hereafter may do business. There shall be no exception to this policy, nor shall it be compromised or qualified by anyone acting for or on behalf of the Upper South Carolina Chapter of the I.S.M.-CV. It is the intention of the Upper South Carolina Chapter of the I.S.M.-CV not only to insure compliance with and avoid violation of the anti-trust laws, but also to avoid even the appearance of impropriety with regards to the anti-trust laws.

There shall be no discussion of the following matters at any Upper South Carolina Chapter of the I.S.M.-CV meeting or any discussion between members and the staff of Upper South Carolina Chapter of the I.S.M.-CV.

- a. Pricing, discounts, and credit terms and procedures offered by particular vendors.
- b. Standardizing or stabilizing of prices.
- c. standard terms and conditions of purchase or sale.
- d. Boycotts of particular vendors.
- e. Any matter which could create the appearance of any of the above.

SECTION 2. Any special interest groups established in the Upper South Carolina Chapter of the I.S.M.-CV will be bound to comply strictly with the Upper South Carolina Chapter of the I.S.M.-CV Anti-trust Compliance Program.

SECTION 3. Meeting. An agenda shall be prepared in advance of each meeting and circulated among those who plan to attend. At the meeting the agenda shall be strictly adhered to. Complete minutes shall be recorded following each meeting.

SECTION 4. Non-compliance. Any infraction of this Anti-trust Compliance Program by any member of the Upper South Carolina Chapter of the I.S.M.-CV shall constitute grounds for expulsion; and any infraction of this Anti-trust Compliance Program by any staff member of the Upper South Carolina Chapter of the I.S.M.-CV shall be grounds for dismissal.

ARTICLE III

SECTION 1. Amendments. These Bylaws may be amended by a two-thirds vote of the members present at any regular Chapter meeting. The Membership shall be notified of the contemplated action at least two weeks in advance of such meeting. This notification must include, in addition to the proposed amendment, the date and place of the meeting.

SECTION 2. General. The vote of the members at any meeting shall be recorded by the Secretary and shall be the official vote or votes on the propositions brought before the Membership. Results shall be made known to the entire Membership within thirty (30) days.