



NAPM-NM, Inc.

CONSTITUTION AND BYLAWS

NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT
NEW MEXICO INC.

An affiliate of the Institute for Supply Management (ISM)

September 1991
(revised February 2005)

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CONSTITUTION AND BYLAWS**NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT
NEW MEXICO, INC.**

September 1991
(revised February 2005)

CONSTITUTION**ARTICLE 1 – NAME AND PURPOSE****SECTION 1 – NAME**

The name of this corporation shall be “National Association of Purchasing Management – New Mexico, Inc.” and as such is a nonprofit corporation to be affiliated with the Institute for Supply Management (ISM) formerly known as the National Association of Purchasing Management, Inc. (N.A.P.M.). Whenever the name “Association” appears hereafter in this Constitution and/or Bylaws, such name shall refer to “National Association of Purchasing Management – New Mexico, Inc.,” a New Mexico non-profit corporation.

SECTION 2 – PURPOSE

The purposes of the Association are:

- A. To foster and promote interchange of ideas and cooperation among its members.
- B. To promote the study, development, and application of improved supply chain management methods and practices.
- C. To collect and disseminate information of interest and benefit to its members, including current production and market data, information on business trends, manufacturing methods and practices, products and their uses and channels of distribution.
- D. To correct trade abuses and to promote ethical standards in buying and selling.
- E. To promote the institution and development of courses in the subject of supply chain management in colleges and universities.
- F. To advance supply chain management profession. In the accomplishment of these purposes, it shall be the policy of this Association to discourage disclosure or discussion of confidential prices or other confidential information.

ARTICLE II – MEMBERSHIP AND AFFILIATION

SECTION 1 – MEMBERSHIP

The membership of this Association shall consist only of Regular (Voting) Membership and Nonvoting Membership as defined below:

Paragraph 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.

Paragraph 2: Dues-free Members. 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) *Special Membership Extension.* Membership will be extended an additional 12 months without requiring payment of ISM dues for persons

who have been a member of ISM and are unemployed for six months, excluding first-time membership applicants, provided that the affiliate also waives the affiliate dues. Dues free membership will be extended to those members serving in full-time active military duty for the length of their service, provided that the affiliate also waives the affiliate dues.

- (e) *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.

Paragraph 3 Non-voting Membership. The Association shall have the following non-voting membership classes which shall not represent regular membership in ISM nor entitle any member of such class to hold office in the Association, nor to serve as Chair of the Association's Committees:

- (a) *Associate Members.* A person who satisfies the eligibility standards of Article II, Paragraph 1.
- (b) *Honorary Members* as described in Paragraph 2(e) of this article.
- (c) *Student Members* are Regular non-voting members as described in Paragraph 2(b) of this article.

Paragraph 4. Membership Non-Transferable. Each class of membership in the Association is vested in the individual member and is not transferable.

Paragraph 5. Admission of Members. Admission of all applicants for membership in the Association shall be in accordance with the following procedures:

- (a) Application for membership shall be submitted upon the application form.
- (b) Application shall then be submitted to the Board of Directors of this Association.
- (c) Upon approval by the Board of Directors, applicant shall become a regular member of the Association subject to ratification by a vote of the regular members of the Association.
- (d) The application shall be sent to ISM, accompanied by the payment of such fees and dues as may be required.
- (e) Membership is vested in the individual and is not transferable.

Paragraph 6. Denial of Membership. The Association shall have the right to deny membership to any applicant who fails to satisfy the eligibility requirements for any class of membership provided; however, denial of

membership shall occur only after the applicant has been advised of the proposed denial of membership and has been given the opportunity to submit proof in support of his or 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 or she may appeal the action taken by the Association to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council. Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the 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 Affiliate Support Council concerning denial of membership shall be final and binding and the denial will not be considered by the Board of Directors of ISM.

Paragraph 7. Expulsion of Members. The Association shall have the right to expel a member of any classification from membership in the Association for nonpayment of dues or for violation of the provisions of these Bylaws, the *ISM Bylaws*, the *ISM Policies*, the *ISM Policy Manual for Special Interest Groups and Forums*, the *ISM Standards of Conduct* or such other statements of policy as may be adopted by the Association or the ISM Board of Directors from time to time.

Expulsion for any reason other than nonpayment of dues shall occur only after the member has been advised of the proposed expulsion and the reasons therefore and has been given an opportunity to submit proof in support of continued membership in the Association. A member expelled from membership in the Association shall be given written notice of such expulsion and shall be advised in writing that he or she may appeal the action taken by the Association to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council.

Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in the Association. The decision of the Affiliate Support Council concerning expulsion of a non-voting member shall be final and binding and the expulsion will not be considered by the ISM Board of Directors. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Council concerning expulsion of a regular member will likewise be final and binding and the expulsion will not be considered by the ISM Board of Directors.

Paragraph 8 Reinstatement. A former member of the Association, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year's dues [and an administration fee or similar charge which may be imposed by the Association from time to time].

The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of this Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal has been decided by the Affiliate Support Council concerning the expulsion of the same member seeking reinstatement.

Paragraph 9 Resignation. Any member of the Association may resign by filing a written resignation with the Association, but such resignation shall not release the member so resigning of the obligation to pay any dues or other charges theretofore accrued but unpaid.

SECTION 2 – ASSOCIATION AFFILIATION

This Association shall affiliate with and maintain a membership in the ISM in accordance with the Constitution and Bylaws of said Association.

This Association is organized and constituted as a member of the ISM and shall be governed by the Constitution, Bylaws and all other rules and regulations duly and properly adopted by the ISM. Any part or parts of this Constitution and Bylaws in conflict with the Constitution and Bylaws, rules and regulations of the ISM is ipso facto null and void.

ARTICLE III – GOVERNMENT

SECTION 1 – BOARD OF DIRECTORS AND CONTROL

Paragraph 1. Board of Directors. The business and property of the Association shall be managed and controlled by a Board of Directors, comprised of the Officers of the Association (President, Vice President, Immediate Past President, Secretary, Treasurer,) and Committee Chairpersons (Professional Development, Membership, Public Relations, Programs, Employment).

Paragraph 2. Management and Control. The Board of Directors shall manage and control the business of the Association and shall make all appropriations from its funds, but shall have no power to create obligations against the Association for any debts or liabilities in an amount which will exceed the sum of cash in the hands of the Treasurer and otherwise appropriated.

The Association shall have no capital stock and no member, director, or officer of the Corporation shall receive any profit from the Association.

All of the assets of the Corporation at all times shall be devoted exclusively to benevolent, charitable and educational purpose as defined in Article 1. In the event of the dissolution of the Corporation, all assets shall be delivered to that benevolent, charitable or educational corporation, organized not-for-profit and without capital stock, which the Board of Directors at the time of such dissolution shall determine to be most appropriately organized and best able to carry out further the purpose of this Association.

Paragraph 3. Association Representation. The Board of Directors may, if it so desires, designate from its membership an Executive Committee of three or more members to act for the Board of Directors in the business and affairs of the Association, but at all times said Executive Committee shall act under the direction of and be subject to review and ratification by the Board of Directors.

SECTION 2 – MEETINGS

Paragraph 1. Location. All meetings of the Board of Directors shall be held within the State of New Mexico, at such location as may be designated from time to time by resolutions of the Board of Directors or by written consent of all members of the Board. Any meeting shall be valid wherever held if held by the written or verbal consent of all members of the Board, given either before or after the meeting and filed with the Secretary of the Association.

Paragraph 2. Meeting Notices. Notice of all meetings of the Association shall be given to the active membership in writing at least five (5) business days prior to the date set for said meeting.

Notice of special meetings of the Board of Directors shall be given by telephone or written notice to the members of the Board of Directors of the time and place of such meeting at least two (2) business days prior to said meeting.

Paragraph 3. Regular Meetings. The regular meetings of the Association membership shall be held at such locations and at such times as may be designated from time to time by the Board of Directors. At the discretion of the Board of Directors, meetings need not be held during the months of July, August, and December in a year.

Paragraph 4. Special Meetings. Special meetings of the membership of the Association may be called at any time by the President or any three (3) members of the Board of Directors, or upon written request thereof by five (5) regular members of the Association.

Paragraph 5. Annual Meeting. The annual meeting of the members of the Association shall be held in April of each year for the purpose of electing officers and directors and the transaction of such other business as may come before said membership at the annual meeting.

The annual meeting of the Board of Directors shall be held within thirty (30) days after the annual meeting of the members of the Association.

ARTICLE IV – ELECTION PROCEDURES

SECTION 1 – NOMINATING COMMITTEE

Paragraph 1. Appointment. The President shall appoint a nominating committee of at least three (3) regular members of the Association not later than sixty (60) days prior to the annual meeting of the Association.

This committee shall recommend nominees for the Officers of the Association. Not more than one (1) member of the nominating committee shall be a member of the Board of Directors of the Association.

Paragraph 2. Nominations. The nominating committee shall submit its recommended nominations for officers of the Association for the ensuing year to the Secretary of the Association. The Secretary shall announce the names of the nominees recommended at the regular meeting of the Association immediately preceding the annual meeting of its members.

Any five (5) or more members of the Association, acting jointly, may present to the Secretary not later than one (1) week prior to the annual meeting of the members of the Association, the names of any candidates for officer for the Association. The Secretary shall announce such nominations prior to the election.

SECTION 2 – ELECTION OF OFFICERS

The election of officers as elsewhere provided in this Constitution and these Bylaws shall be by ballot counted at the annual meeting of the Association membership each year. The officers so elected shall assume office at the first regular meeting of the Association in September following their election and serve for one (1) year, or until the election and qualification of their successors. Only regular members in good standing shall have the right to vote or to hold an office in the Association.

ARTICLE V – DUTIES OF BOARD OF DIRECTORS

SECTION 1 – DUTIES OF OFFICERS

Paragraph 1. President. The President shall be chief executive officer and chairperson of the Board of Directors. The President shall exercise general supervision

over the affairs, activity and welfare of the Association and shall appoint and discharge committees and perform all other duties ordinarily incidental to the office of the President.

Within thirty (30) days after election, the President shall appoint, with the approval of the Board of Directors, the following standing committees: Membership, Public Relations, Professional Development, Employment, and Programs, and such other committees as may be deemed necessary or desirable. Each committee shall be composed of at least two (2) regular members of the Association.

Paragraph 2. Vice President. The Vice President shall assist the President in exercising general supervision over the affairs, activities and welfare of the Association and shall, in the absence or disability of the President, perform the duties of the President.

Paragraph 3. Secretary. The Secretary shall:

- attend and suitably record in permanent form the proceedings of all meetings of the Association and of the Board of Directors and shall perform such other duties as may be assigned.
- have the custody of the Seal and keep a proper record of the Membership, and such other records as may be necessary to record suitably the business of the Association.
- render a true and complete signed report relative to the affairs of the office at the Annual Meeting, and to the Board of Directors whenever requested.

Paragraph 4. Treasurer. The Treasurer shall:

- collect and be custodian of all monies in such bank or banks, as may be approved by the Board of Directors.
- keep correct account of the same and all bills, orders, claims and demands, and make all disbursements which are just and proper.
- sign all drafts upon the treasury of the Association which shall also be countersigned by the President or other designated officer when the draft is greater than \$500.
- render a true and complete signed report of the financial condition of the Association at the Annual Meeting and to the Board of Directors, and to the outside Auditing Committee and/or outside Auditor.
- give bond (if required by the bank) for the proper performance of his or her duties, in such amount and with such surety as the Board of Directors may require, the premium on such bond to be paid by the Association.
- deliver to his or her successor in office all monies, books, documents, vouchers, and any other property belonging to the Association, in his or her possession, for which he or she may be accountable.
- render a true and complete signed report relative to the affairs of the office and including a statement of all monies received and their source, also the amount of money due to the Association, but not collected, at the Annual Meeting, and to the Board of Directors whenever requested.

- members will be notified that dues are due and payable not later than February 1 each year.

Paragraph 5. Immediate Past President.

1. Immediate Past President. Each Affiliated Association shall annually elect or appoint an Immediate Past President, who shall be responsible for activities as an ISM member and a member of the Board of Directors of the Affiliated Association.

2. Qualifications. To be eligible to serve as Immediate Past President, a candidate must have been a member of ISM for not less than three (3) years, provided, however, that the foregoing requirement shall not apply to a Immediate Past President representing **an association** affiliated with ISM for **less** than four (4) years. In addition, an Immediate Past President shall serve in such office only as long as he or she remains a member of ISM

3. Election or Appointment. Immediate Past Presidents shall be elected or appointed in accordance with the organizational documents of the Affiliated Association. Upon election or appointment of its Immediate Past President each Affiliated Association shall immediately notify ISM

4. Alternate. In the event of the temporary inability of an Immediate Past President to perform the duties of office resulting from illness or any other cause, the Affiliate Association shall immediately elect or appoint an alternate to perform the duties of the office until such time as the Immediate Past President shall be able to resume these duties and the Affiliated 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 Affiliated Association shall immediately notify ISM-

5. Vacancy. In the event of a vacancy in the office of an Immediate Past President for any reason, the Affiliated Association shall promptly elect or appoint a successor for the unexpired term. The successor shall possess the qualifications set forth in Section 2 of this Article. Upon election or appointment of such successor, the Affiliated Association shall immediately notify ISM.

6. Duties. It shall be the duty of an Immediate Past President to represent the members of his or her Affiliated Association and also represent the ISM members of such Affiliated Association at all meetings of ISM A Immediate Past President, when assembled with other Immediate Past Presidents at a Southwest Forum meeting or at a meeting of the ISM membership, shall act as the delegate for N.A.P.M members of his or her Affiliated Membership and shall have and may exercise all powers, rights, and privileges of the ISM members of such Affiliated Association, including, without limitation, the right, the right to vote on all matters requiring the vote of the ISM membership in accordance with voting instructions as may be adopted by such Affiliated Association. The Director for National Affairs shall also perform such duties as may be required by ISM Policy.

SECTION 2 – DUTIES OF CHAIRPERSONS

Paragraph 1. Chairperson, Professional Development Committee. The chairperson of the Professional Development Committee shall provide an educational program for the Association and its members which will further their knowledge of purchasing and materials management, encourage the institution of courses in schools and colleges for the practical training of purchasing and materials management professionals and strive by all means to advance the purchasing and materials management profession.

Paragraph 2. Chairperson, Public Relations Committee. The chairperson of the Public Relations Committee shall develop and direct public relations activities of the Association which will elevate the standing of the purchasing and materials management profession. The chairperson shall keep before the general public the achievements and activities of the Association and its members. The chairperson shall publish a newsletter to the membership.

Paragraph 3. Chairperson, Membership Committee. The chairperson of the Membership Committee shall be responsible for obtaining qualified members and for screening the qualifications of each member once each year to eliminate those members who have become ineligible for membership. The chairperson shall also be responsible for the retention of members within the Association.

Paragraph 4. Chairperson, Programs Committee. The chairperson of the Programs Committee shall be responsible for the development of a balanced program of worthwhile activities, with emphasis on education, the primary aim of the ISM

Paragraph 5. Chairperson, Employment Committee. The chairperson of the Employment Committee shall be responsible for disseminating to entire membership notification of the following types of employment opportunities:

- A member's company or organization employment opportunity not published on a public commercial website
- Positions available only through an executive recruiter, and not published on a public commercial website
- Positions offered through the ISM National organization or affiliates
- Positions offered through related supply management organizations

Notification will be via e-mail using the most current membership list provided by the Membership Chairperson.

SECTION 3 -- DIRECTOR EMERITUS

Director Emeritus is an honorary position on the Board of Directors nominated by the President and approved by a majority of the Board of Directors. A Director Emeritus shall be a member in good standing of at least 5 years with the Affiliate who over the course of time has made outstanding contributions to the affiliate through involvement on the Board of Directors and in the affairs of the affiliate. An individual named a Director Emeritus may attend Board of Directors Meetings, attend Board of Directors training, provide advice and may be assigned special projects by the President or the Board of Directors. An individual may remain a Director Emeritus until such time as a majority of the Board of Directors by vote shall revoke said title.

ARTICLE VI. PROCEDURES

SECTION 1 – RULES OF ORDER

Meetings of the Association membership or Board of Directors shall at all times be conducted in accordance with the Roberts Rules of Order, except where certain rules conflict with the Bylaws of the Association.

The order of business of the Board of Directors, and of the Association as applicable, shall be as follows: Roll Call, Reading of Minutes of Previous Meeting and Acceptance, Reports of Officers and Directors, Reports of Committees, Reading of Communications from the ISM, Election of Officers, Election of New Members, Unfinished Business, New Business, Adjournment.

SECTION 2 – QUORUM

Ten percent (10%) of the regular members of the Association shall constitute a quorum for the transaction of any business of the Association and a majority of the Board of Directors of the Association shall constitute a quorum for the purpose of transacting any business of the Association.

SECTION 3 – REMOVAL OF OFFICERS

Any officer may be removed from office by a vote of three-fourths of the members present at any meeting called for the purpose of removing any officer, provided that notice of any proposed action to remove an officer from office shall be given to said officer who may be affected thereby at least thirty (30) days prior to the meeting at which action thereon will be considered.

Any officer affected by proceedings for removal from office shall be entitled to appear in person or by a designated representative and defend against such proposed action, prior to vote thereon by the membership.

SECTION 4 – REMOVAL OF CHAIRPERSONS

Any Chairperson may be removed from office by a vote of three-fourths of the Board of Directors present at any meeting called for the purpose of removing any Chairperson, provided that notice of any proposed action to remove a Chairperson from office shall be given to said Chairperson who may be affected thereby at least thirty (30) days prior to the meeting at which action thereon will be considered.

Any Chairperson affected by proceedings for removal from office shall be entitled to appear in person or by a designated representative and defend against such proposed action, prior to vote thereon by the Board of Directors.

SECTION 5 – REPLACEMENT OF OFFICERS

The President of the Association, with the concurrence of the Board of Directors, may appoint a replacement for any officer who leaves office for any reason. In the event that the President leaves office for any reason, the Board of Directors shall appoint a replacement.

SECTION 6 – REPLACEMENT OF CHAIRPERSONS

The President of the Association, with the concurrence of the Board of Directors, may appoint a replacement for any Chairperson who leaves office for any reason.

ARTICLE VII. AMENDMENTS

This Constitution may be adopted, amended, altered or repealed by a quorum vote of the Board of Directors and ten percent (10%) of the regular members of the Association.

BYLAWS

ARTICLE I. COMMITTEES AND ADVISORS

SECTION I – APPOINTMENT AND PURPOSES

Paragraph 1. The President shall have the authority to appoint any committee which, in his or her judgment, may be necessary or desirable to promote the interests and welfare of the Association.

Paragraph 2. The President shall have the authority to appoint advisors, who in his or her judgment, have the experience and knowledge to provide guidance to the President. Advisors are not members of the Board of Directors, and are therefore not eligible to vote.

ARTICLE II. NATIONAL GROUPS

SECTION 1 – PURPOSE

Members having common interests may organize groups to promote the interchange of ideas and discussion of mutual issues. Such groups shall be comprised exclusively of members of the Association and shall conduct their activities in conformity with the Constitution and Bylaws of the Association. The Board of Directors may provide reasonable procedures and requirements for the formation, recognition, encouragement and operation of such groups.

ARTICLE III. FINANCES

SECTION 1 – DUES

Paragraph 1. Payment. Each member of this Association, excluding academic, life and honorary members, shall pay in advance annual dues in an amount set by the Board of Directors.

Paragraph 2. Due Date. All dues are due and payable in advance unless the Board of Directors has approved a separate payment plan as requested by a member.

Paragraph 3. Amount Due. All dues-paying members (Regular, Consultant and Student members) shall pay annual dues in an amount determined by the Board of Directors.

Dues-paying members approved for membership during the first half of the year (March 1 through August 31) shall pay the full yearly amount due. Dues-paying members approved for membership during the second half of the year (September 1 through February 28/29) shall pay one-half the full yearly amount due.

Paragraph 4. Dues Statements. Not later than February 1 each year written invoices for dues shall be provided to each member required to pay dues.

Paragraph 5. Membership Status. Any member whose dues are thirty (30) days in arrears shall automatically forfeit membership without notice, but such member who is in default of payment of dues may be reinstated upon payment of all delinquent dues within the calendar year.

SECTION 2 – APPROPRIATIONS

Appropriations from the funds of the Association shall be made only by the Board of Directors. The Board of Directors shall not contract indebtedness in excess of cash and demand deposits and security in the Treasury not otherwise appropriated. No member, director, or officer of the Association shall receive any profit.

All of the assets of the Association at all times shall be devoted exclusively to the benevolent, charitable and educational purpose defined in Article 1 of the Constitution.

In the event of the dissolution of the Association, assets shall be delivered to that benevolent, charitable or educational corporation, organized not-for-profit and without capital stock, which the Board of Directors shall determine to be most appropriately organized and be able to carry out further the purpose of the Association as defined in Article 1 of the Constitution.

SECTION 3 – FISCAL YEAR

The fiscal year of the Association shall begin on September 1 of each year and terminate on August 31 of the following year.

ARTICLE IV. PARLIAMENTARY RULES

At meetings of the Association or Board of Directors all questions of procedures shall be determined under Roberts Rules of Order that are not in conflict with the Constitution and/or Bylaws of the Association.