

## ATTACHMENT A – Proposed Amendment to ISM Bylaws

### RESOLUTION

WHEREAS, the Institute for Supply Management, Inc. (“ISM”) currently has one hundred Affiliated Associations (the “Affiliates”) across the United States and in eight foreign countries; and

WHEREAS, the legal relationship between ISM and the Affiliates is set forth in the ISM Bylaws (the “Bylaws”); and

WHEREAS, ISM has adopted an Affiliate strategy to enhance the ISM Affiliate network and how ISM will engage with Affiliates (the “Affiliate Strategy”); and

WHEREAS, to implement the Affiliate Strategy, it is necessary to amend the Bylaws;

NOW, THEREFORE, be it resolved that the Bylaws be and the same are hereby amended as follows:

#### 1. ARTICLE I.

##### Definitions:

- (a) The term “Affiliate, Group and Forum Relations Committee” is hereby deleted in its entirety;
- (b) The term “Affiliated Association” is hereby amended by deletion of the words “Affiliated Association” and insertion of the word “Chapter” in lieu thereof;
- (c) The term “Direct Member” is hereby deleted in its entirety;
- (d) The term “Effective Date” is hereby added to read as follows: “‘Effective Date’ means the date the ISM members approve the Bylaws.”
- (e) The term “ISM Committee” is hereby amended by deletion of the words “Affiliate, Group and Forum Relations Committee”;
- (f) The term “Regular Member” is hereby deleted in its entirety.

#### 2. ARTICLE II.

##### Members, Meetings and Voting

###### Section 1. Members.

- (a) Section 1. Members is hereby amended in its entirety to read as follows: “Any person interested in the supply management field shall be eligible to be a Member provided such person is a member of a Chapter unless as permitted in Policy. Members may not be terminated except for nonpayment of dues, failure to meet the eligibility requirements for a member, or as may be set forth in Policy. ISM shall have the exclusive right to admit, terminate or reinstate a Member who is not a member of a Chapter and Chapters shall have the exclusive right to admit, terminate or reinstate a Member who is a member of a Chapter, however, in all cases such actions shall be in accordance with Policy enacted to assure fairness and appropriate review of any denial or termination of a Member. All ISM members prior to the Effective Date shall, pursuant to Policy, be a Member on the Effective Date.”

(b) Section 2. Direct Members.  
Section 2. Direct Members is hereby deleted in its entirety.

3. ARTICLE III.  
Affiliated Association

(a) The term “Affiliated Association” in the subject matter of Article III is hereby deleted and the word “Chapter” is inserted in lieu thereof.

(b) Sections 1, 2 and 3 are amended to read as follows:

“Section 1. Affiliation. A Chapter formed by persons having common interest in advancing the purchasing and materials management profession shall be eligible to be affiliated with ISM. Applications for affiliation shall be submitted to ISM and shall require approval by the Board. The affiliation of a Chapter with ISM shall be subject to Policy and such other conditions as the Board, in its discretion, may deem necessary.”

“Section 2. Organizational Documents. A Chapter shall be duly incorporated and at all times in good standing as a nonprofit corporation in accordance with the laws of its jurisdiction. The bylaws of a Chapter shall be generally consistent with Section 1 of Article II and Article III of these Bylaws.”

“Section 3. Suspension or Termination of Affiliation. The affiliation with ISM of a Chapter in good standing may be terminated or suspended by the Board for violation of or failure to comply with these Bylaws or Policy provided the Chapter has been given reasonable notice and an opportunity to submit proof to support continued affiliation with ISM. Any suspended or terminated Chapter may be reinstated by the Board at any time subsequent to such suspension or termination upon a review thereof by ISM and proper showing of good cause to justify a reinstatement of affiliation with ISM.”

(c) Sections 4 and 5 are hereby deleted in their entirety.

4. ARTICLE IV.  
Dues and Administrative Charges

(a) “Dues and Administrative Charges” is hereby amended to read as follows: “Dues”.

(b) Section 1. General is hereby amended in its entirety to read as follows:

“Section 1. General. Members shall pay ISM dues in accordance with Section 2 of this Article IV and employers of Members participating in the corporate program shall pay a corporate fee in an amount and in the manner determined in accordance with Policy.”

(c) Section 2 is hereby deleted in its entirety.

(d) Section 3 is hereby renumbered as Section 2 and is amended to read as follows:

“Section 2. Procedure. The Board shall approve the amount of ISM dues described in this Article by a vote of two-thirds (2/3) of the entire Board entitled to vote; provided, however, (i) the Board shall not vote upon any proposed change in the amount of dues unless such proposal has been presented to and considered by the Board at the regularly scheduled meeting of the Board immediately preceding the regular meeting of the Board at which such proposal is voted upon by the Board; and (ii) a written notice of any change in the amount of dues as authorized by this Article shall be mailed by the Members not less than ninety (90) days prior to the effective date of such change.” This Section 2 shall not apply to any change in the amount of corporate fees described in Section 1 of this Article IV.

5. ARTICLE VII.

ISM Committees

Section 1(a) Affiliate, Group and forum Relations Committees is hereby deleted in its entirety.