

ATTACHMENT B – Current ISM Bylaws and Proposed Amendment to Bylaws 2019

Current ISM Bylaws	Proposed Amendment (2019)	Reason for Change
Article I	Article I	Change #
Definitions	Definitions	
"Affiliate, Group and Forum Relations Committee" means the ISM Committee described in Section 1(a), Article VII hereof.	(a) The term "Affiliate, Group and Forum Relations Committee" is hereby deleted in its entirety;	1. Originally created as a direct line of communication to the Board of Directors for Affiliates, Groups & Forums, this committee has rarely been called upon to meet or to act. The Chapter Strategy creates other modes of communication and support for Chapters, eliminating the need for this specific Board committee. Committee will be removed from Bylaws and disbanded.
"Affiliated Association" means a nonprofit corporation affiliated with ISM described in Article III hereof.	(b) The term "Affiliated Association" is hereby amended by deletion of the words "Affiliated Association" and insertion of the word "Chapter" in lieu thereof;	2. Affiliated Associations will now be Chapters.
"Direct Member" means a Member described in Section 2, Article II hereof.	(c) The term "Direct Member" is hereby deleted in its entirety;	3. The definition of membership is being simplified to incorporate a general definition of membership (See Article II, Change #7 in this list.)
"ISM Committee" means the Affiliate, Group and Forum Relations Committee, Executive Committee, Nominating Committee, and such other ISM Committees as may be established by the Board of Directors from time to time pursuant to Article VII hereof.	(d) The term "ISM Committee" is hereby amended by deletion of the words "Affiliate, Group and Forum Relations Committee";	4. Originally created as a direct line of communication to the Board of Directors for Affiliates, Groups & Forums, this committee has rarely been called upon to meet or to act. The Chapter Strategy creates other modes of communication and support for Chapters, eliminating the need for this specific Board committee. Committee will be removed from Bylaws and disbanded.
"Regular Member" means a Member described in Section 4, Article III hereof.	(e) The term "Regular Member" is hereby deleted in its entirety.	5. The definition of membership is being simplified to incorporate a general definition of membership (See Article II, Change #7 in this list.)
	(f) The term "Affiliate", Group and Forum Relations Committee" is hereby deleted in its entirety;	6. Originally created as a direct line of communication to the Board of Directors for Affiliates, Groups & Forums, this committee

ATTACHMENT B – Current ISM Bylaws and Proposed Amendment to Bylaws 2019

		has rarely been called upon to meet or to act. The Chapter Strategy creates other modes of communication and support for Chapters, eliminating the need for this specific Board committee. Committee will be removed from Bylaws and disbanded.
Article II. Members, Meetings and Voting	Article II. Members, Meetings and Voting	
Section 1. Members. A person who is a Regular Member or a Direct Member shall be a Member. 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 Direct Member and Affiliated Associations shall have the exclusive right to admit, terminate or reinstate a Regular Member; provided, 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.	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.”	7. The definition of membership is being simplified, not specifying “regular” (aka Professional Plus) or “direct” (aka Professional). Members will join both ISM (global organization) and a Chapter unless otherwise permitted by ISM policy. Policy will be updated to permit members to join directly (“Professional” membership) if a Chapter is not located within a reasonable distance or if otherwise covered by the ISM Corporate Program. ISM policy will define “reasonable distance”, as well as Corporate Program Chapter benefits.  8. The clause also creates a method to include existing Direct (“Professional”) Members who are in good standing as of the Effective Date of the bylaw amendment to remain Professional members, provided they remain current with dues and otherwise are in good standing.  9. No other significant changes to this clause.
Section 2. Direct Members. A person who meets the eligibility criteria set forth in Section 4 of Article III shall be eligible to be a Direct Member of ISM, including persons employed by the same employer at any location (the "Employees") if the employer elects to pay to ISM in lieu of the Employees'	Section 2. Direct Members is hereby deleted in its entirety.	10. The definition of membership is being simplified to incorporate a general definition of membership (See Article II, Change #7 in this list.)

ATTACHMENT B – Current ISM Bylaws and Proposed Amendment to Bylaws 2019

<p>ISM dues a corporate fee in an amount to be determined in accordance with Policy (the "Corporate Fee"). Direct Members shall not be members of an Affiliated Association by reason of their status as Direct Members but may elect to become members of an Affiliated Association by applying for membership therein and payment of the applicable Affiliated Association dues.</p>		
<p>Article III Affiliated Association</p>	<p>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:</p>	<p>11. Affiliated Associations will now be Chapters.</p>
<p>Section 1. Affiliation. An association 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 an Affiliated Association with ISM shall be subject to Policy and such other conditions as the Board, in its discretion, may deem necessary.</p>	<p>"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."</p>	<p>12. Paragraph revised to specify Chapter, no other significant changes.</p>
<p>Section 2. Organizational Documents. An Affiliated Association 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 an Affiliated Association shall be generally consistent with Section 1 of Article II and Article III of these Bylaws.</p>	<p>"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."</p>	<p>13. Paragraph revised to specify Chapter, no other significant changes.</p>

ATTACHMENT B – Current ISM Bylaws and Proposed Amendment to Bylaws 2019

<p>Section 3. Suspension or Termination of Affiliation. The affiliation with ISM of an Affiliated Association may be terminated or suspended by the Board for violation of or failure to comply with these Bylaws or Policy provided ISM has reviewed the matter and the Affiliated Association has been given reasonable notice and an opportunity to submit proof to support continued affiliation with ISM. Any suspended or terminated Affiliated Association 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.</p>	<p>“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.”</p>	<p>14. Paragraph revised to specify Chapter, no other significant changes.</p>
<p>Section 4. Regular Members. Any person interested in the supply management field shall be eligible to be a Regular Member of an Affiliated Association provided that such person 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 (as defined in Policy).</p> <p>Section 5. Other Membership Classes. Affiliated Associations may have a membership class or classes other than Regular Members, however, a person who is a member of an Affiliated Association in any class other than a Regular Member shall not be a Member except for a Direct Member who elects to become a member of the Affiliated Association.</p>	<p>(c) Sections 4 and 5 are hereby deleted in their entirety.</p>	<p>15. Section 4: The definition of membership is being simplified to incorporate a general definition of membership (See Article II, Change #7 in this list.)</p> <p>16. Section 5: Eliminate other forms of membership, including associate members. This does not prohibit ISM from creating specific dues structures, such as Emerging Professional dues or Student dues.</p>
<p>Article IV Dues and Administrative Charges</p>	<p>Article IV Dues and Administrative Charges</p>	

ATTACHMENT B – Current ISM Bylaws and Proposed Amendment to Bylaws 2019

<p>Section 1. General. Members shall pay ISM dues and administrative charges and the employers described in Section 2, Article II hereof shall pay the Corporate Fee in an amount and in the manner determined in accordance with Policy.</p>	<p>(a) 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.”</p>	<p>17. Modification to continue with current Corporate Program while eliminating former “Volume Discount” program. Also remove the word “administrative charges” from bylaw. These fees can be addressed, as needed, in policy.</p>				
<p>Section 2. Employer Discount.          Notwithstanding the provision of Section 1 of this Article, Regular Members employed by the same employer at any location (the "Employer") shall, if elected by the Employer by written notice to ISM, be eligible for a discount against the amount of ISM dues described in Section 1 of this Article and Affiliated Association dues in effect from time to time based upon the number of Regular Members employed by such Employer (the "Employer Discount") . The amount of the Employer Discount (subject, however, to change by the Board as authorized in Section 3) shall be as follows:</p> <table border="0" data-bbox="254 1040 814 1235"> <tr> <td style="padding-right: 20px;">Number of Regular Members Employed by Employer</td> <td>Discount Against ISM and Affiliated Association Dues</td> </tr> <tr> <td style="text-align: center;">50 or more</td> <td style="text-align: center;">25%</td> </tr> </table> <p>Above discount amended by ISM Board of Directors, August 25, 2005.</p>	Number of Regular Members Employed by Employer	Discount Against ISM and Affiliated Association Dues	50 or more	25%	<p>(b) Section 2 is hereby deleted in its entirety.</p>	<p>18. Modification to continue with current Corporate Program while eliminating former “Volume Discount” program. Also remove the word “administrative charges” from bylaw. These fees can be addressed, as needed, in policy.</p>
Number of Regular Members Employed by Employer	Discount Against ISM and Affiliated Association Dues					
50 or more	25%					
<p>Section 3. Procedure. The Board shall determine the amount of ISM dues and the Employer Discount described in this Article by a vote of two-thirds (2/3) of the entire Board entitled to vote; provided, however,</p>	<p>(c) 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</p>	<p>19. Amendment modifies first sentence of Section 2 to replace “determine” with “approve”. Change reflects responsibility of ISM management to develop and propose dues and fees to the Board,</p>				

ATTACHMENT B – Current ISM Bylaws and Proposed Amendment to Bylaws 2019

<p>(i) the Board shall not vote upon any proposed change in the amount of dues or Employer Discount 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 or Employer Discount as authorized by this Article shall be mailed to the Members not less than ninety (90) days prior to the effective date of such change.</p>	<p>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.</p>	<p>including overall dues structure. Changes to dues will continue to require Board approval.</p>
<p>Article VII ISM Committees</p>	<p>Article VII ISM Committees</p>	
<p>Affiliate, Group and Forum Relations Committee. The Affiliate, Group and Forum Relations Committee shall be comprised of the Chair, CEO, one (1) Board member selected by the Chair and three (3) Members not currently serving on the Board of Directors selected by the Chair, two of whom shall have been an elected or appointed officer of an Affiliated Association within the past (5) years and one of whom shall have been active in an ISM group or forum (as defined in Policy) within the past five (5) years. Each member of the Affiliate, Group and Forum Relations Committee (other than the Chair and CEO who shall each be an ex officio voting member) shall serve a two-year term and shall be appointed by the Chair and approved by the Board of Directors at their first regular meeting following the Annual Meeting. The term of each appointed member on the</p>	<p>Section 1(a) Affiliate, Group and forum Relations Committees is hereby deleted in its entirety.</p>	<p>20. Originally created as a committee to facilitate communication with the ISM Board of Directors for Affiliates, Groups &amp; Forums, this committee has rarely been called upon to meet or to act. The Chapter Strategy creates other modes of communication and support for Chapters, eliminating the need for this specific committee. The committee will be removed from the Bylaws.</p>

ATTACHMENT B – Current ISM Bylaws and Proposed Amendment to Bylaws 2019

<p>Affiliate, Group and Forum Relations Committee shall be classified to provide that the term of office of one-half of the members on the Affiliate, Group and Forum Relations Committee expires each year and one-half are elected each year. No appointed members of the Committee may serve consecutive terms. The Chair shall preside at all Affiliate, Group and Forum Relations Committee meetings. The Committee will report to the Executive Committee and the Board of Directors with respect to the activities of the Affiliate, Group and Forums Relation Committee. The Affiliate, Group and Forum Relations Committee shall have responsibility and authority to make recommendations to the Executive Committee and the Board concerning all management, operational, and educational matters concerning affiliated associations, groups and forums, including all proposed Policy with respect thereto.</p>		
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--	--