
BYLAWS**ARTICLE I - NAME AND PURPOSE**

Section 1. The name of the Association is National Association of Purchasing Management-Tulsa, Incorporated, a not-for-profit corporation. NAPM-Tulsa, Inc. operates as a 501(C) (6) corporation organized and existing by virtue of the laws of the State of Oklahoma (hereinafter referred to as the "Association").

Section 2. The Association is organized and affiliated with the Institute for Supply Management, Incorporated., hereinafter referred to as "ISM" and shall be governed by the Bylaws and all other rules and regulations duly and properly adopted by the Association; any part of these Bylaws which are not consistent with the rules and regulations of the ISM is "IPSO FACTO" null and void.

The mission of the Association is to promote professionalism, integrity and education in purchasing and supply management. Objectives are:

- a. To foster and promote interchange of ideas and cooperation among the members
- b. To promote the study, development, and application of improved purchasing and supply 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 develop and encourage standards of personal and ethical conduct among persons engaged in the supply management profession.
- e. To encourage and cooperate in the institution and development of courses in the subject of purchasing and supply management in colleges and universities.
- f. To strive by all legitimate means to advance the purchasing and supply 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.
- g. To promote and encourage a professional certification program for persons engaged in the supply management profession.

ARTICLE II - MEMBERSHIP

Section 1. 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 (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 (as defined in policy). 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.

In the event there is a definition change pertaining to any classification of membership as modified by the Institute of Supply Management, the classification change shall be considered and voted upon by a vote of the local affiliate on an annual basis.

Section 2. Dues Free Members

- (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.
- (e) *Special Membership Extension.* Membership will be extended an additional twelve months without requiring payment of Association dues for persons who have been a member of ISM and the Association and are unemployed for six months, excluding first time membership applicants. Dues free membership will be extended to those members serving in full-time active military duty for the length of their service.

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) *Associate Members.* A person who satisfies the eligibility standards of Article II, Section 1.
- (b) *Student Members* as described in Section 2 (b) of this article.
- (c) *Honorary Members* as described in Section 2 (d) of this article.

Section 4. Admission of Members: Admission of all persons for membership in the Association shall be in accordance with the following procedures.

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- a. The Membership Chair in the Association shall review all applications for membership in the Association, which shall be in writing and on a form prepared by the Committee, or as provided by ISM.
 - b. The Membership Committee shall advise the board of Directors of the Association concerning the eligibility of all applicants for membership in the Association.
 - c. The Board of Directors of the Association shall approve or deny all applications for membership in the Association.

Section 5. 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, however, denial of membership shall occur only after the applicant has been advised of the proposed denial of membership and has been given an opportunity to submit proof in support of his eligibility to membership in the Association. An applicant denied membership in the Association shall be given written notice of such denial.

Section 6. Expulsion of Members: The Association shall have the right to expel a member of any classification from membership in the Association of nonpayment of dues or for violation of the provisions of these Bylaws, the ISM Bylaws, the ISM Policy Manual, the ISM Policy Manual for National Groups, the ISM Organizational Guide, the ISM Standards of Conduct or such other statement of policy as may be adopted by the Association of the ISM Board of Directors from time to time. Expulsion for any reason other than nonpayment of dues shall occur only after the expelled member has been advised of the proposed expulsion and the reasons therefore, and has been given an opportunity to present 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.

Section 7. 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 years 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 the Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal had been decided by ISM concerning the expulsion of the same member seeking reinstatement.

Section 8. 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 and dues or other charges theretofore accrued but unpaid.

Section 9. Transfer of Membership: Membership in the Association shall be vested in the individual member of the Association, however, when there is a job replacement where the employer has paid the dues and there is no protest from the member, membership will be transferred to the new replacement upon acceptance by the Association and the one maintenance fee will not be assessed.

Section 10. Non-payment of Dues: A member of the Association whose dues are 60 days in arrears may be expelled from the membership in the Association and ISM upon notice by the Association to such member, such expulsion to be effective upon the date of such notice. A member expelled from membership for non payment of dues may be reinstated upon full payment of all delinquent dues (plus payment of an administrative fee or other similar charge which may be required from time to time by the Association).

Section 11. Schedule of Dues. The Association shall notify each member of the Association before the end of each calendar year of the schedule of annual dues payable as of January 1 of the next calendar year.

ARTICLE III - GOVERNMENT

Section 1. A Board of Directors comprised of the following shall govern the Association:

Elected officers:

Chair	Vice Chair
Finance Chair/Secretary	Membership Chair
Communications Chair	Education Chair

Appointed officers:

Advisor

Section 2. The elected and appointed members shown in Section 1 are the voting members of the Board of Directors. The Chair may vote only to cast the deciding vote in the event of a tie vote. In cases where two or more members from the same company occupy offices on the Board of Directors, they shall be permitted only two votes, which shall be cast by the person(s) who holds the senior Association office or if no office seniority exists, by company seniority.

Section 3. The Chair, Vice Chair and Finance Chair/Secretary shall comprise the Executive Committee. The Executive Committee is empowered to make decisions for the entire board in the event of unforeseen circumstances that call for immediate action.

Section 4. Vacancies in the Board of Directors will be appointed by the Chair from the Association Membership. The Board of Directors will approve the appointment. If a vacancy occurs after nomination by the appointed Nominating Committee, but prior to election, the same procedure will apply.

Section 5. The Board of Directors shall manage and control the business of the Association, hire and dismiss employees and shall make all appropriations from its funds. It shall not contract indebtedness in excess of available funds in the treasury not otherwise required or previously appropriated. During the appropriation year, it shall be necessary to receive Board of Director's approval if it should become necessary to exceed the annual budget.

ARTICLE IV - NOMINATIONS/ELECTIONS

Section 1. At each annual meeting there shall be elected from among the regular members in good standing the following officers: Chair, Vice-Chair, Finance Chair/Secretary, Education Chair, Membership Chair and Communications Chair.

Section 2. A committee composed of two former Chairs (one being the Advisor to the Board) and one member from the general membership of the Association shall be appointed by the Chair no later than ninety days prior to the Annual meeting which shall be known as the Nominating Committee. Not more than two members of this Committee shall be members of the Board of Directors.

To insure the stability and to assure the sound administration of the Association affairs, the Nominating Committee may advance the Vice-Chair to the position of Chair and nominate from the General

Membership or Board of Directors a nominee to fill the position of Vice Chair.

The Nominating Committee shall send the names of consenting nominees for the elected positions for the ensuing year to the Chair. The Chair will publish the slate of officers in the newsletter and announce the slate of officers at the general meeting prior to the Annual Meeting.

Any five or more members acting jointly may present to the Chair, not later than one week prior to the Annual Meeting the names of any candidates they wish to nominate and the respective offices for which they are nominated, and the Chair shall announce such nomination prior to the election.

Section 3. Election of Officers shall be ballot only for officers where there is more than one nominee and a plurality shall elect. They shall assume office at the beginning of the next fiscal year following election and serve for one year or until the election and qualification of their successors.

Section 4. Only regular members in good standing shall have the right to vote at the annual election or to hold office. Members in good standing are those whose dues are paid currently and who are not under suspension for any reason.

ARTICLE V - OFFICERS

Section 1. The Chair shall be the Chief Executive Officer and Chair of the Board of Directors. The Chair shall act as leader to facilitate the interests and welfare of the Association. The Chair shall appoint and discharge committees and perform all other duties ordinarily incident to the office of Chair of an Association. The Chair is designated as the representative to the Southwest Forum or other ISM events. In his/her absence, another member of the Board of Directors will be appointed by the Chair.

Within thirty days after this election, the Chair shall confirm and/or appoint the Advisor. Each committee Chair may appoint committee members and present a list of his/her committee members to the Chair for confirmation within thirty days after his/her appointment.

No person shall serve as Chair for more than two consecutive one-year terms.

Section 2. In the absence of the Chair, the Vice Chair shall preside at all meetings and act as the Chief Executive Officer.

Section 3. The Finance Chair/Secretary shall be responsible for the proper administration of the financial affairs of the Association. The Finance Chair/Secretary shall perform accounting procedures and report the condition of finances to the Board of Directors on a regular basis. The Finance Chair/Secretary is responsible for maintaining all corporate records of the Association.

Section 4. The Communications Chair shall be responsible for recording and submitting all minutes of the Association Board of Directors and general meetings when minutes are required. The Communications Chair shall manage general member communications, generally via fax or e-mail distribution lists, and be responsible for information maintained on the Association website.

Section 5. One (1) Advisor shall be appointed by the Chair and approved by the Board of Directors. Duties will be to provide advice and assistance to the Board of Directors in governing the Association and to act as Volunteer Coordinators to assist other board members in recruiting volunteers and administering the duties of their respective offices.

Qualification: The Advisor must be a past Chair of NAPM-Tulsa or other Association of ISM or a member in good standing of ISM for a minimum of five years.

ARTICLE VI-PROTOCOL

Section 1. Parliamentary Rules. At all meetings of the Association, including the Board of Directors, Robert's Rules of Order will prevail when not in conflict with these Bylaws.

Section 2. Any elected Officer or Director may be removed from office by a three-fourths vote of the members present at any general membership meeting. Such Officer or Director shall have at least thirty days notice and full opportunity to defend him/herself in person before the final vote is taken.

Section 3. Any appointed Director may be removed from office for cause by a three-fourths vote of the other members of the Board of Directors present at a Board of Directors meeting. Such Director shall have at least 30 days notice and full opportunity to defend him/herself in person before the final vote is taken.

Section 4. Quorum. At all annual or special meetings of the Association membership, a quorum shall be the number of members present at the meeting.

Section 5. Voting. On all questions or issues presented for a vote at the annual or special meeting of the Association membership, each regular member whose dues are paid in full shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented to a vote of the Association membership shall be authorized by a simple majority of votes cast at the annual or special meeting of the Association membership entitled to vote thereon (provided that the affirmative votes cast in favor of such action shall be at least equal to the quorum as required in Section 4 of this Article).

A simple majority of the voting members of the Board must be present at a Board of Directors Meeting to realize a quorum. Any one 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 means of a conference telephone or similar equipment which enable all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

ARTICLE VII - MEETINGS

Section 1. The Fiscal Year of the Association shall begin on July 1 of each year and terminate on June 30 of the following year.

Section 2. The Annual Meeting of the Association for the election of officers shall be held during the month of May each year. The installation of officers shall take place at the June meeting.

Section 3. Regular meetings will be held to promote the purpose of the Association. Such meetings will be announced and published at regular meetings and correspondence with the membership.

Section 4. Special meetings may be called at the discretion of the Executive Committee.

ARTICLE VIII - FEES AND DUES

Section 1. The Board of Directors shall establish the amount of the annual dues. The annual dues will include an amount to cover the full anticipated dues of the Institute for Supply Management (ISM) and dues for the Association. The amount of the dues shall be determined no later than September 30 each year so that invoices may be processed and sent to members in a timely manner.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended at any regular meeting of this Association by an affirmative vote of the regular members present in accordance with the provisions of Article VI - Protocol, provided the proposed amendment shall have been submitted to the membership in writing, by electronic or printed means, at least two times no less than two weeks prior to the regular meeting in which the vote will occur.

Amendments

- (1) Revised May, 1999
- (2) Revised August, 1999
- (3) Revised February-2001
- (4) Ratified June 2001
- (5) Ratified March 12, 2002
- (6) Ratified March 11, 2004
- (7) Ratified May 10, 2005
- (8) Ratified May 15, 2007