Institute for Supply Management—New Jersey, Inc.

BYLAWS

ARTICLE I
NAME AND LOCATION

SECTION 1. Name. The name of this Chapter shall be the Institute for Supply Management—New Jersey, Inc., a not-for-profit corporation organized and existing by virtue of the laws of the State of New Jersey (hereinafter referred to as the "Chapter").

SECTION 2. Location. The principal office of the Chapter shall be located in the Town of Manahawkin, State of New Jersey or in such other localities as may be determined by the Board of Directors.

ARTICLE II
PURPOSES

The Chapter is a not-for-profit corporation organized and operated not for pecuniary profit, but exclusively for educational purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code (hereinafter referred to as the "Code") and in this connection, the purposes for which the Chapter shall be organized and operated are as follows:

a) To foster and promote interchange of ideas and cooperation among its members.

b) To promote the study, development and application of supply management, including improved procurement or purchasing methods and practices and all matters related to the foregoing (hereinafter referred to as "the supply management profession").

c) To be affiliated with Institute for Supply Management®, Inc. ("ISM")

d) To sponsor, promote and encourage a professional certification program for persons engaged in the supply management profession.

e) To encourage and cooperate in the institution and development of educational opportunities on the subject of supply management and all matters related thereto.

f) To strive by all lawful means to promote and enhance the supply management profession.

g) To do any other act or thing incidental to or connected with the foregoing purposes of in advancement thereof and not for the pecuniary profit or financial gain of its members, directors or officers, except as otherwise permitted by the laws of the State of New Jersey.

h) To collect and disseminate by all lawful means information of interest and benefit to its members, including surveys and reports of current business trends and other information of interest to the supply management profession.

i) To develop and encourage standards of personal and ethical conduct among persons engaged in the supply management profession.

j) To cooperate, collaborate and exchange information by lawful means with professional, trade and other associates and organizations of persons engaged in the supply management profession and to advance public relations with governmental agencies and the public in general concerning the supply management profession.

In the accomplishment of these purposes, it shall be the policy of the Chapter to comply at all times with all existing and future laws, including the antitrust laws and in furtherance of this policy, no activity or program shall be sponsored or conducted by or within the Chapter which in any manner whatsoever shall represent or be deemed a violation of any existing or future law, including the antitrust laws, all in accordance with the *ISM Statement of Antitrust Policy* and *Guide for Antitrust Compliance*, as amended from time to time by the Board of Directors of ISM.

ARTICLE III
AFFILIATION WITH ISM

SECTION 1. General. The Chapter shall be affiliated with ISM in accordance with the procedures set forth in the ISM Bylaws and Chapter Affiliation Agreement. Chapter shall comply at all times with ISM policy as it may be adopted from time to time by the ISM Board of Directors and the provisions of this Article.

SECTION 2. Conditions of Affiliation. The Chapter shall be obligated as a condition of affiliation with ISM to comply with the Chapter Affiliation Agreement, including but not limited to, the following:

(a) To be incorporated as a not-for-profit corporation in accordance with the laws of the State of New Jersey and to be validly existing and in good standing during the period of its affiliation with ISM.

(b) To cause these Bylaws to conform at all times with the ISM Bylaws and ISM Policy, including without limitation, the provisions hereof with respect to the purposes of the Chapter and eligibility for membership.

(c) Chapter shall provide its membership with the opportunity to earn no less than eight (8) continuing education hours annually, as part of the member benefits derived from the chapter dues.

(d) To comply at all times with ISM Policy as it may be adopted from time to time by the ISM Board of Directors including without limitation, the *ISM Statement of Antitrust Policy and Guide for Antitrust Compliance*.

(e) To obtain prior written approval of ISM with respect to any proposed amendments to these Bylaws.

SECTION 3. Suspension or Termination of Affiliation. The affiliation with ISM of the Chapter may be suspended or terminated as set forth in section 7, of the executed Chapter Affiliation Agreement.

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.

ARTICLE IV
MEMBERSHIP

SECTION 1. Members. 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 are prohibited from solicitation on behalf of such person or his or her employer during chapter meetings and/or any activity, including without limitation, events of committees and community outreach.

Dual Members
Dual membership may be afforded to active members that hold membership through another ISM chapter and pay chapter dues to both associations. Dual Members may vote and hold office in the Chapter.

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 supply management or other related fields or subjects. Academic members are voting members.

Student Members
An undergraduate or graduate student enrolled full-time in an accredited college or university may receive all the benefits of membership in ISM and this Chapter and be charged reduced student membership dues. Student members are voting members.

SECTION 2. Expulsion of Members. 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 right to deny and/or terminate 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.

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 Chapter. A member expelled from membership in the Chapter 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 Chapter to ISM by filing a notice of intent to appeal to ISM.

Upon receipt of a timely filed notice of appeal, ISM shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in the Chapter. The decision of ISM concerning expulsion of a member shall be final and binding.

SECTION 3. Reinstatement. A former member of the Chapter, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Chapter upon showing proof of eligibility and paying all current year's dues.

ARTICLE V
CHAPTER DUES

SECTION 1. Amount. The amount of annual dues for members shall be determined from, time to time, by the Chapter board and a vote of the members of the Chapter. Annual dues for members of the Chapter shall include an amount equal to the annual dues in effect from time to time for membership in ISM.

SECTION 2. Payment. Member dues are assessed on the anniversary date and collected by ISM.

SECTION 3. Non-payment of Dues. A member of the Chapter whose dues are not paid by the existing expiration date, may be expelled from membership in the Chapter and ISM. A member expelled from membership for nonpayment of dues may be reinstated upon full payment of all dues.

ARTICLE VI
BOARD OF TRUSTEES

SECTION 1. The policy making body of the Chapter shall be the Board of Trustees. The Trustees shall make no policy which is inconsistent with the purposes of the Chapter as stated in Article II herein.

SECTION 2. Membership

The Board of Trustees will consist of a minimum of six (6) members, two (2) of which shall be the President and the Executive Director of the Chapter who shall be voting, ex-officio members. The remaining members shall be past members of the Executive Committee of the Chapter.

SECTION 3. Term

The Board of Trustees shall be elected annually for a one-year term.

SECTION 4. Election

The Board of Trustees will be elected by a majority of the Chapter members present and voting at the annual meeting of the Chapter. Vacancies will be reported to the Talent Management Resource Committee who will provide names of candidates to the Trustees for approval.

SECTION 5. Meeting

The Board of Trustees shall meet at least twice per year. The meetings of this Board shall be at the discretion of the Board as they deem necessary to carry out its stated purposes. Other meetings may be called for by any three trustees acting in consort provided all members of the Board of Trustees are notified of any such meeting in writing at least ten (10) days in advance of said meeting. A Quorum shall consist of four (4) Board Members. All members are expected to attend at least one meeting per year, and/or actively participate by other means, i.e. completion of assigned tasks.

SECTION 6. Policy Approval

Policy determinations by the Board of Trustees shall be endorsed by the Board of Directors and approved by majority vote of the Chapter membership present at a regular meeting, however, no policy inconsistent with the purposes of the Chapter as stated in Article II herein shall be approved, provided such policy determinations have been presented in writing at least thirty (30) days prior to the regular meeting at which a vote will be taken.

ARTICLE VII
BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility. The governing body of the Chapter shall be the Board of Directors. The Board of Directors shall have general charge, management and control of the affairs, funds and properties of the Chapter and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of the Chapter, shall have authority to take such action in matters of policy and procedure as, in its judgment, will best promote the interests and welfare of the Chapter, including authority to promulgate, amend or rescind in whole or in part all statements of Chapter policy as they may exist from time to time.

The Board of Directors shall report to and receive direction from the Board of Trustees in matters of Chapter policy.

The Board of Directors shall make all appropriations from its funds, but shall have no power to make the Chapter liable for any debt in an amount which shall exceed the sum of the funds in the hands of the Treasurer and not otherwise appropriated.

SECTION 2. Membership. The Board of Directors must, at all times during their board service, be current active members and in good standing in both ISM and the Chapter.

Composition of the Board of Directors shall be as specified in Article X, Section l. At the discretion of the Talent Management Resource Committee and the Board of Directors, Co-Directors may be elected as needed.

SECTION 3. Election. The Directors shall be elected by the members of the Chapter at their annual meeting in accordance with Article VIII hereof.

SECTION 4. Term of Office. Directors shall be elected for a term of one (1) year, not to exceed eight (8) consecutive years, unless the member joined the board to fill a vacancy, in which case such director may service a maximum of ten (10) consecutive years on the board.

SECTION 5. Vacancies. Mid-term vacancies occurring in any office shall be filled for the unexpired term through appointment by the President, with the approval of 2/3 of the voting membership of the Board of Directors, until the vacancy can be filled at the next election.

Vacancies in the office of the President, whether permanent or temporary through the absence or inability by the President to fulfill the duties of the office, shall be filled in succession by the 1) President-Elect 2) Vice President of Business Development and, 3) Vice President of Finance and Treasurer.

SECTION 6. Meetings. The regular monthly meetings of the Board of Directors shall be held once a month on a day, time and place selected jointly by the Executive Committee. Due notice of such meetings shall be sent to all members of the Board. The July and August meetings of the Board of Directors may be dispensed with at the discretion of the Board of Directors. Meetings may be conducted in person or via conference call/virtual meetings.

SECTION 7. Board Action by Conference Call. 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.

SECTION 8. Authority to Act Without a Meeting. No action will be taken without a meeting.

SECTION 9. Quorum and Voting. A quorum of the Board of Directors shall consist of a majority of its officers.

SECTION 10. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President of Business Development and the Vice President of Finance, Treasurer, Immediate Past President and Executive Director. The Executive Committee will preside over any special meetings or forums at the discretion of the President.

Executive Committee shall act under the direction of and all its acts shall be subject to review by, the Board of Directors.

ARTICLE VIII
OFFICERS

SECTION 1. Officers. The officers of the Chapter shall be the President, President-Elect, Vice President Business Development, Treasurer and Immediate Past President. All officers of the Chapter must be employed in the supply management field. Retired practitioners (within three years) and academics may be considered for officer positions.

SECTION 2. Election. The officers shall be elected by the members of the chapters in attendance at their annual meeting held in accordance with Article IX hereof. Chapter shall submit, to ISM, the names of outgoing and incoming board members and officers no later than 30 days after election.

SECTION 3. Duties of President. The President shall be Chief Executive Officer and Chairman of the Board of Directors and shall exercise general supervision over the executive affairs of the Chapter. He or she shall preside at all meetings of the Chapter membership and of the Board of Directors and shall be a member, ex-officio, of all Chapter committees. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these Bylaws and which may be assigned by the Board of Directors.

SECTION 4. Duties of President-Elect. The President-Elect shall perform such duties as may be assigned from time to time by the President and Board of Directors of the Chapter. In the event of the temporary inability of the President to perform the duties of his or her office resulting from illness, absence or any other cause, the President-Elect shall perform all duties of the office of President until such time as the incumbent is able to resume the duties of the office.

SECTION 5. Duties of Vice-President Business Development. The Vice President Business Development shall perform such duties as may be assigned from time to time by the President and the Board of Directors of the Chapter. In the event of the temporary inability of the President or President-Elect to perform the duties of his or her office resulting from illness, absence or any other cause, the Vice President of Business Development shall perform all the duties of the office of President or President-Elect until such time as the incumbent is able to resume the duties of the office. Vice President of Business Development shall be responsible for the chapters' Marketing Plan.

SECTION 6. Duties of Executive Director. The Executive Director shall perform duties such as maintaining membership database; monthly ISM membership reporting; distribution of publications (newsletters and seminar brochures); record and compile financial reports for Treasurer; responsible for payment of all invoices; make all deposits; maintain proper insurance coverage for board members, trustees and office; liaison with ISM Membership Department; editor of the newsletter (Points of Purchase); editor of Professional Development Seminar brochures; set up seminars (site and instructors) at the discretion of the Professional Development Director; customer service to all members and non-members; Programs – contact with hotels for dinner meeting space; compilation and distribution of monthly board of directors meeting minutes, agenda and committee reports; maintain by-laws, policies and files for historical purposes; assist Board of Directors as needed. Maintain electronic media and/or social networking. The Executive Director will also carry out tasks and special assignments at the discretion of the President.

SECTION 7. Duties of Vice President Finance &Treasurer. The Vice President of Finance and Treasurer shall be responsible for the preparation of the annual budget and present same to the Board of Directors. It shall be the duty of the Vice President of Finance and Treasurer to regularly monitor the budget with respect to revenue and expenses. The Vice President of Finance and Treasurer shall provide for an independent annual audit for the Board of Directors.

The Vice President of Finance and Treasurer shall keep a correct account of all monies due and collected by the Chapter; shall be the custodian of all monies belonging to the Chapter; shall keep a correct account of all bills, orders, claims and demands against the Chapter; shall supervise all disbursements as authorized by the Board of Directors; shall each month render, or cause to be rendered, to the President a complete report of the Chapter finances, copies of which shall be made available for examination by members of the Board of Directors at their regular meetings, or at other times deemed necessary by the President; and shall receive and audit all requests for expenditures. All checks drawn on the order of the Chapter shall be signed by any two of the following officers: President, President-Elect, Vice President of Finance and Treasurer, and Executive Director.

The Vice President of Finance and Treasurer upon election and prior to entering their office, shall furnish upon request such information as may be required for bonding purposes. Bonding expenses to be borne by the Chapter.

At the conclusion of the term of office, the Vice President of Finance and Treasurer shall deliver to the successor all monies, books, documents, vouchers, and any other property in his/her possession belonging to this Chapter.

SECTION 8. Term Limits. President and Vice President officers are limited to a term of not more than four (4) consecutive years and may not service more than an aggregate of eight (8) years in the positions of President and Vice President in any ten (10) consecutive year period.

ARTICLE IX
MEETINGS OF THE CHAPTER MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the Chapter membership shall be held in May of each year at such place and on such date as may be determined by the Board of Directors of the Chapter. Written notice thereof shall be given to all members at least Thirty (30) days prior thereto.

SECTION 2. Special Meetings. Special meetings of the Chapter membership may be called by the Board of Directors or the members of the Chapter in accordance with the provisions set forth in the Non-Profit Corporation Act of the State of New Jersey.

SECTION 3. Quorum. At all annual, special or online meetings of the Chapter membership a quorum shall be the presence at such meeting of at least Five percent (5%) of the total membership of the Chapter.

SECTION 4. Voting. On all questions or issues presented for a vote at the annual meeting or any special meeting of the Chapter membership, each member whose dues are paid shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented to a vote of the Chapter membership shall be authorized by a simple majority of the votes cast at an annual or special meeting or online vote of the Chapter membership entitled to vote thereon (provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum required by Section 3 of this Article). A Voting Member shall be defined as a regular member whose dues are paid and they shall be entitled to cast one vote.

SECTION 5. Order of Business. At any meeting of the Chapter membership, the order of business shall be as stated on the agenda for the meeting furnished with the notice of such meeting required by this Article.

SECTION 6. Parliamentary Rules. At all meetings of the Chapter, including the Board of Directors, Robert's Rules of Order will prevail when not in conflict with these Bylaws.

ARTICLE X
COMMITTEES

SECTION 1. Standing Committees. The following standing committees shall be established within the Chapter:

(a) Membership Committee
(b) Talent Management Resource Committee
(c) Professional Development Committee
(d) Program Committee
(e) Public Relations Committee
(f) Publications Committee
(g) Education Committee
(h) Diversity Committee

(i) Women & Leadership Committee
(j) Outreach
(k) Sustainability

The Board of Directors of the Chapter shall authorize from time to time additional committee(s) as Standing Committee(s) whenever in the sole judgment such action is deemed necessary.

SECTION 2. Special Committees. The President, with the approval of the Board of Directors of the Chapter, shall appoint such other special committees, subcommittees or task forces as may be deemed necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such special committee shall be prescribed by the Board of Directors upon their appointment.

SECTION 3. Talent Management Resource Committee. A committee of at least five (5) members, which shall be known as the Talent Management Resource Committee will be a standing committee throughout the year. Members of the Committee shall choose a Chairman from among its members annually.
No more than two members of this Talent Management Resource Committee shall be members of the Board of Directors.

It shall be the duty of the Talent Management Resource Committee to nominate and obtain the consent of the persons so nominated for the following offices: President, President-Elect, Vice President of Business Development, Vice President of Finance and Treasurer, Directors as appropriate (except for Directors-at-Large who shall be nominated and elected in accordance with Article IX) and any other vacancies to be filled by election to the Board of Directors. The Talent Management Resource Committee shall also nominate a qualified person to fill terms of office on the Board of Trustees when vacancies exist.

The name of the consenting nominees for the various offices for the ensuing term shall be sent by the Talent Management Resource Committee to the Executive Director, who will publish in the monthly newsletter. The Chair of the Talent Management Resource Committee will announce the proposed slate at the regular meeting immediately preceding the annual meeting.

Any five (5) or more regular members, acting jointly, may present to the Executive Director, not later than 10 days following the announcement by the Talent Management Resource Committee of the proposed slate of candidates, the names of any other candidates whom they wish to nominate and the respective offices for which they are to be nominated. The Executive Director shall announce such nominations prior to the election.

All the elected officers shall be installed at the June meeting by the Chair of the Talent Management Resource Committee, but shall not assume the duties of their respective offices until July 1st.

ARTICLE XI
FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Chapter shall begin on July 1st of each year and terminate on June 30th of the following year.

SECTION 2. Expenditures. Expenditures of Chapter funds will be made only pursuant to an annual budget which shall be approved and authorized by the Board of Directors. It shall not contract indebtedness in excess of available funds in the treasury not otherwise required or previously appropriated. The Executive Director is authorized to sign contracts in the course of doing business and keeping the Chapter running within the allotted and approved budget. The Executive Director may also sign checks in the course of doing business within a $500 limit; anything above $500 will require two signatures. However, any check or contract that involves an ISM-NJ board member, trustee or member requires two signatures no matter the amount. The Executive Director alone is not authorized to endorse checks or enter into contracts with an ISM-NJ board member, trustee or member, he/she must act with the cooperation of one of the other authorized members of the Executive Committee. The signatures on the checks must be different from the recipient of the check; the check recipient cannot be counted as one of the signers. If there is any question the Executive Director may bring the issue up to the President to be discussed with the Executive Committee and possibly the entire board.

SECTION 3. Permanent Reserve Fund A permanent reserve fund shall be maintained by the Chapter on its financial records in an amount which shall be equal to twenty-five percent (25%) of the gross expenditures incurred by the Chapter during the preceding fiscal year, minus fifty percent (50%) of the value of any investment of the Chapter in real estate and leasehold improvements, reflected at lower of cost or market and net of any secured indebtedness applicable thereto. No expenditure of the Chapter funds shall be authorized which causes the Permanent Reserve Fund to be less than the amount required by this Section, unless such expenditure, in the judgment of the Board of Directors, is emergent and is approved by a two-thirds (2/3) vote of the Board of Directors. If the Permanent Reserve Fund shall become less than the amount required by this Section, the Board of Directors shall annually budget and transfer to the Permanent Reserve Fund not less than three percent (3%) of the gross income for each fiscal year until the required amount has been restored.

ARTICLE XII
DISSOLUTION

SECTION 1. Dissolution. The Chapter may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the members of the Chapter in accordance with the Non-Profit Corporation Act of the State of New Jersey, as amended from time to time.

SECTION 2. Dedication of Funds. Upon dissolution, not less than 50% of remaining chapter assets shall be donated to ISM to further the ISM purpose. The remaining assets of the Chapter must be donated to a nonprofit organization(s), including ISM, to further one or more aspects of the tax-exempt missions of ISM with the approval of the Chapter Board and ISM. This donation may be made to ISM for specific purposes.

ARTICLE XIII
INDEMNIFICATION

SECTION 1. Litigation. The Chapter shall indemnify any officer, director or trustee, made or threatened to be made, a party to an action or proceeding, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any officer, director or trustee, of the Chapter served in any capacity at the request of the Chapter, by reason of the fact that he or she, his or her testator or intestate, was an officer, director or trustee, of the Chapter or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein; provided, however, that no indemnification shall be made to or on behalf of any officer, director or trustee, if a judgment or adjudication adverse to the officer, director or trustee, establishes that his or her act was committed in bad faith or the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage in which he or she is not legally entitled.

SECTION 2. Authorization. Any indemnification made pursuant to Section 1 of Article XIII hereof, shall be made by the Chapter; if authorized in one of the following ways:

(a) By the Board acting by a quorum consisting of officers, directors or trustees who are not parties to such action or proceeding upon a finding that the officer, director or trustee has not violated the standard of conduct as set forth in Section 1 of Article XIII hereof;
or

(b) If a quorum under subparagraph (a) above is not obtainable or even if obtainable, a quorum of disinterested officer, director or trustee so directs:

(1) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in Section 1 of Article XIII has not been violated by such officer, director or trustee or

(2) by the members upon a finding that the officer, director or trustee has not violated the standard of conduct set forth in Section 1 of Article XIII.

SECTION 3. Expenses Incurred. The Chapter shall pay expenses incurred in defending a civil or criminal action or proceeding in advance of final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such officer, director or trustee to repay such amounts as and to the extent, the person receiving such advancement or allowance is ultimately found, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by this Chapter exceed the indemnification to which he or she is entitled. If any action with respect to indemnification of officer, director or trustee is taken, then this Chapter shall, not later than the next Annual Meeting, unless such meeting is held within three (3) months from the date of such action and, in any event within fifteen (15) months from the date of such action, email to its members of record at the time entitled to vote for the election of officer, director or trustee in a statement specifying the action taken.

SECTION 4. Personal Liability. The officers, directors or trustees of the Chapter shall not be personally liable to the Chapter or its members for damages for any breach of duty in his or her capacity as such: provided, however, that this provision shall not limit or eliminate the liability of any officer, director or trustee, if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation or law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that his or her acts violated Section 719 of the Not-For-Profit Corporation Law or for any act or omission which occurred prior to the adoption of this provision.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended only by a vote of Fifty-point One percent (50.1%) of the members present and voting as set forth in Section 4 of Article IX, such amendment(s) having been proposed in writing and read at the previous regular meeting.

Due to an ISM membership vote, Lifetime Membership expired September 2019, with any existing lifetime members grandfathered. Those who are grandfathered qualified for lifetime status under the below definition:

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 Chapter of which he/she has been a member. Lifetime members are voting members.

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