

## **BYLAWS of CSCMP**

Revised April 4<sup>th</sup>, 2017

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## BYLAWS of CSCMP

Revised April 4<sup>th</sup>, 2017

*RESOLVED, that the bylaws of the Council of Supply Chain Management Professionals (aka "CSCMP") (formerly known as the Council of Logistics Management) be amended, so that, as amended, it shall be and read as follows:*

### **Article I VISION/MISSION**

The Council of Supply Chain Management Professionals (CSCMP) is the preeminent worldwide professional association of supply chain management professionals.

**The Mission/Vision of CSCMP is to lead the Supply Chain profession by connecting, educating, and developing the world's Logistics and Supply Chain Management Professionals throughout their careers.**

The Council of Supply Chain Management Professionals is an organization of professionals who are interested in improving their supply chain management skills. It is primarily interested in furthering the understanding and development of supply chain management concepts and practices. It does this by providing a continuing program of formal activities, research, and informal discussions designed to develop the theory and understanding of the supply chain management process, promote the art and science of managing supply chain systems, and foster professional dialogue and development about the profession.

We operate on a not-for-profit, self-supporting basis, with emphasis on quality, and in a cooperative manner with other organizations and institutions. We are an open organization, which seeks to involve individuals representing a wide variety of ethnic, geographic, experiential, and thought-process backgrounds in its programs and activities, thereby assuring that the organization benefits from and develops the diversity of its members. Our goal is an enthusiastic membership that communicates with one another to share knowledge and expertise. We seek members who view their interactions with the CSCMP as a true partnership, which is professionally and personally fulfilling.



This is the **definition of Logistics Management** adopted by the Council of Supply Chain Management Professionals: *“Logistics Management is that part of Supply Chain Management that plans, implements, and controls the efficient, effective forward and reverse flow and storage of goods, services and related information between the point of origin and the point of consumption in order to meet customers’ requirements.”*

These are the **boundaries and relationships of Logistics Management** adopted by the Council of Supply Chain Management Professionals: *“Logistics Management activities typically include inbound and outbound transportation management, fleet management, warehousing, materials handling, order fulfillment, logistics network design, inventory management, supply/demand planning, and management of third party logistics services providers. To varying degrees, the logistics function also includes sourcing and procurement, production planning and scheduling, packaging and assembly, and customer service. It is involved in all levels of planning and execution – strategic, operational and tactical. Logistics Management is an integrating function, which coordinates and optimizes all logistics activities, as well as integrates logistics activities with other functions including marketing, sales manufacturing, finance and information technology.”*

This is the **definition of Supply Chain Management** adopted by the Council of Supply Chain Management Professionals: *“Supply Chain Management encompasses the planning and management of all activities involved in sourcing and procurement, conversion, and all Logistics Management activities. Importantly, it also includes coordination and collaboration with channel partners, which can be suppliers, intermediaries, third-party service providers, and customers. In essence, Supply Chain Management integrates supply and demand management within and across companies.”*

These are the **boundaries and relationships of Supply Chain Management** adopted by the Council of Supply Chain Management Professionals: *“Supply Chain Management is an integrating function with primary responsibility for linking major business functions and business processes within and across companies into a cohesive and high-performing business model. It includes all of the Logistics Management activities noted above, as well as manufacturing operations, and it drives coordination of processes and activities with and across marketing, sales, product design, finance and information technology.”*



## **Article II NOT-FOR-PROFIT CORPORATION**

In addition to the purposes set forth in these bylaws, the CSCMP also has such purposes as are set forth in its Certificate of Incorporation and such powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act of the State of Illinois. The Council of Supply Chain Management Professionals shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.



## Article III MEMBERS

**Section 1. Classes of Members.** There shall be four classes of Council of Supply Chain Management Professionals membership: Charter Members, Regular Members, Special Members and Corporate Members. Charter Members shall be those individuals who originated the National Council of Physical Distribution Management, the initial predecessor of the Council of Supply Chain Management Professionals and adopted its constitution and bylaws as an association. Regular Members shall be those individuals other than Charter members who are elected to membership after adoption of the Council of Supply Chain Management Professionals' constitution and bylaws as an association. Special Members shall be those individuals who have the same rights and qualifications as Regular Members and may be divided into one or more categories as shall from time to time be deemed appropriate by the Board of Directors to reflect their achievements, contributions to the field of supply chain management, or other suitable groupings. The manner of election of Special Members or categories thereof shall be determined by the Board of Directors. Any such category of Special Members shall be designated by the title fixed by the Board of Directors. The Board shall accept as Corporate Members employers of one or more Charter, Regular or Special Members and may establish a dues schedule which reflects a volume discount for payment by a Corporate Member of multiple individual dues or registrations.

**Section 2. Election of Members.** Membership in the Council of Supply Chain Management Professionals shall be open to all individuals who have a professional interest in fields of business activity directly related to some function normally included within the scope of supply chain management, and who have applied for membership under such procedure as shall be fixed by the Board of Directors and who have been elected to membership by majority vote of members of the Board of Directors present at any meeting of the Board of Directors. Board of Directors may, at its discretion, delegate to the President & CEO the responsibility for accepting new members within established guidelines. Membership is continuous until terminated as provided herein. Election to membership shall not abridge the right of individual action by any members, even though such action may be contrary to the position of the Council of Supply Chain Management Professionals.

**Section 3. Voting Rights.** Each member, except Corporate members, shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 4. Termination of Membership.** Membership of a member of the Council of Supply Chain Management Professionals may be suspended or terminated by the Board of Directors upon its finding that such member shall have violated the rules or policies of the Council of Supply Chain Management Professionals, subject to such procedures as the Board of Directors shall deem appropriate to permit any such member to be advised of and answer such charges as may be made against him/her. Membership in the Council of Supply Chain Management Professionals shall automatically terminate if a member's annual dues remain unpaid for a period of ninety days after same shall have become due.



**Section 5. Resignation.** Any member may resign by filing a written resignation with the Council of Supply Chain Management Professionals Executive Office, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**Section 6. Reinstatement.** Members who have voluntarily resigned or who have been terminated for non-payment of dues and who continue to meet the qualifications of membership will automatically be reinstated upon payment of dues for the current period.

**Section 7. Transfer of Membership.** Membership in the Council of Supply Chain Management Professionals is not transferable or assignable, except when designated as part of a Corporate Membership.



## Article IV MEETINGS of MEMBERS

**Section 1. Annual Meeting.** A meeting of the members shall be held annually to be held at such time as may be provided in the bylaws or in a resolution of the Board of Directors pursuant to authority granted in the bylaws for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members called as near thereto as conveniently may be.

**Section 2. Special Meeting.** Special meetings of the members may be called either by the Chair of the Board of Directors, the Board of Directors, or not less than one hundred (100) of the members having voting rights.

**Section 3. Action by Members.** Any member shall have the right to place any matter before the membership of the Council of Supply Chain Management Professionals by forwarding a written request that such action be taken to the Secretary and Treasurer not less than sixty days before an annual meeting. The Secretary and Treasurer shall thereupon include such matter in the notice of meeting thereafter sent to each member.

**Section 4. Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called or acted upon by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Council of Supply Chain Management Professionals in the State of Illinois, provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 5. Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by or at the direction of the Chair of the Board of Directors or the Secretary and Treasurer, or the Board of Directors or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Council of Supply Chain Management Professionals, with postage thereon prepaid.

**Section 6. Informal Action by Members.** Any action required to be taken at a meeting of the members of the Council of Supply Chain Management Professionals, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.



**Section 7. Quorum.** At any meeting or special meeting of members of the Council of Supply Chain Management Professionals, a quorum shall consist of not less than twenty-five (25) voting members. No proxies shall be accepted or allowed to be voted.

**Section 8. Governing Rules.** At any meeting of members, procedures not otherwise set forth herein shall be governed by Robert's Rules of Order, Revised 10<sup>th</sup> edition. Any rule of procedure may be suspended temporarily by the affirmative vote of two-thirds of the members then present.





## Article V BOARD of DIRECTORS

**Section 1. General Powers.** The affairs of the Council of Supply Chain Management Professionals shall be managed by its Board of Directors. The Board of Directors shall have all of the powers, duties and responsibilities of a Board of Directors as provided in the Illinois General Not for Profit Corporation Act.

**Section 2. Number, Tenure and Qualifications.** The Board of Directors shall consist of no fewer than ten (10) and no more than nineteen (19) members, depending upon the number of special committee members that any given Chair of the Board of Directors chooses to appoint. Each member of the Board of Directors thereof shall hold office starting at 12:00am on the Friday of the annual December Board meeting following their election and qualification at the same year's annual meeting, and ending at 11:59pm pm the Thursday of the following calendar year's annual December Board meeting of each calendar year going forward. Members of the Board of Directors need not be residents of Illinois. The members of the Board of Directors shall be the Chair of the Board of Directors, the Board Chair Elect, the Board Vice Chair, the Secretary and Treasurer, the Immediate Past Chair of the Board of Directors, the Chairs of other committees as selected annually by the Executive Committee of the Board of Directors and the President & CEO who shall serve in an ex officio capacity.

**Section 3. Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately prior to, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for holding of additional regular meetings of the Board of Directors without other notice than such resolution.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors or any two members thereof. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least fifteen days previously thereto by written notice delivered personally or sent by mail or telegram, or via electronic media such as e-mail, to each member thereof at his/her address as shown by the records of the Council of Supply Chain Management Professionals. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon postpaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any member of the Board of Directors may waive notice of any meeting.



The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

**Section 6. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the members thereof are present at said meeting a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

**Section 8. Vacancies.** Any vacancy occurring on the Board of Directors or any seat thereon to be filled by reason of an increase in the number of members thereof, shall be filled by the Board of Directors. A member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Section 9. Compensation.** Members of the Board of Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the committee, provided, that nothing herein contained shall be construed to preclude any member from serving the Council of Supply Chain Management Professionals in any other capacity and receiving compensation therefore.



## Article VI OFFICERS

**Section 1. Officers.** The officers of the Council of Supply Chain Management Professionals shall be the Past Chair of the Board, Chair of the Board of Directors, Board Chair Elect, Board Vice Chair, Secretary and Treasurer and President & CEO, and such other officers as may be elected or appointed in accordance with the provisions of this article. The officers of the Council of Supply Chain Management Professionals shall collectively be known as the “Executive Committee” of the Board of Directors. The Board of Directors may appoint such other officers, including one or more assistant Secretaries and Treasurers as it shall deem desirable, such officers to have the authority and perform the duties as prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the office of the Chair of the Board of Directors.

**Section 2. Election and Term of Office.** At each annual meeting of the Council of Supply Chain Management Professionals, the Board Chair Elect shall automatically become and assume the duties of the office of the Chair of the Board of Directors for the ensuing year, without the necessity of any vote of the members, and the other officers shall be elected by majority vote of the members present. All officers shall hold office for one year until the next annual meeting, or until their successors have been elected. All officers shall have been members of the Council of Supply Chain Management Professionals for at least one year prior to the annual meeting at which they are elected. At least ninety days prior to the annual meeting, the Board Chair Elect shall appoint a nominating committee of three members which shall present a slate of nominees for all offices except that of Chair of the Board of Directors at the annual meeting. The nominating committee may also receive written nominations from any member of the Council of Supply Chain Management Professionals in good standing. Any such nomination shall be supported in writing by fifty (50) additional members in good standing and by the written confirmation of any such nominee to accept the office to which he/she has been nominated. All such nominations, together with the statements of support and confirmation of willingness to serve, must be received by the chair of the nominating committee at least 60 days prior to the annual meeting and if so received, any such nomination shall be placed on the ballot at the annual meeting. If there is only one nominee for a particular office, voting for such office shall be by voice vote, and if there is more than one nominee for a particular office, voting for such office shall be by ballot.

**Section 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the Council of Supply Chain Management Professionals would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person to be removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, with the exception that succession to the presidency shall be as indicated in the bylaws.



**Section 5. Chair of the Board of Directors.** The Chair of the Board of Directors shall be the chief elected officer of the Council of Supply Chain Management Professionals. It shall be the duty of the Chair of the Board of Directors to preside at all regular and special meetings of the Council of Supply Chain Management Professionals, to appoint all committees of the Council of Supply Chain Management Professionals, unless otherwise provided for by resolution of the members, and shall be a member ex officio of all committees. The Chair of the Board of Directors shall assign to the appropriate committee, all proper and relevant matters presented by the membership for consideration by the Council of Supply Chain Management Professionals.

**Section 6. President & CEO.** The President & CEO is the chief executive officer of the Council of Supply Chain Management Professionals and an ex officio member of the Board of Directors. He/she will maintain the executive office of the organization including all day-to-day operations of the CSCMP including staff operations and management. He/she shall provide advice/services for individual Board of Directors members in the interest of serving the membership as a whole.

The President & CEO shall act as a liaison between the Council of Supply Chain Management Professionals and its legal counsel; he/she shall organize and prepare standardized administrative procedures designed to provide continuity in the operation of Council of Supply Chain Management Professionals affairs; he/she shall review proposed revisions in the articles of incorporation and bylaws of the Council of Supply Chain Management Professionals and make recommendations thereon; he/she shall assist the members of the Board of Directors in the interpretation and implementation of the bylaws and standard administrative procedures so prepared. He/she shall develop an appropriate and favorable image for the Council of Supply Chain Management Professionals and make known the objectives and accomplishments of the organization.

**Section 7. Board Chair Elect.** The Board Chair Elect in the absence of the Chair of the Board of Directors shall preside at meetings of the Council of Supply Chain Management Professionals. In the event of the absence or disability of the Chair of the Board of Directors, he/she shall perform all duties of the Chair of the Board of Directors. The Board Chair Elect will appoint a nominating committee ninety days prior to the annual meeting for those persons to be elected by vote of the members at the annual meeting.

**Section 8. Board Vice Chair.** It shall be the duty of the Board Vice Chair to assist the Chair of the Board of Directors and Board Chair Elect whenever possible and as directed. In the event of the absence or disability, temporary or permanent, of either the Chair of the Board of Directors or Board Chair Elect, he/she shall perform all the duties of the Board Chair Elect. In the event of the absence or disability of both the Chair of the Board and Board Chair Elect, he/she shall perform all the duties of the Chair of the Board of Directors.

**Section 9. Secretary and Treasurer.** The Secretary and Treasurer shall keep the minutes of all regular and special meetings of the Council of Supply Chain Management Professionals and of all meetings of the Board of Directors; issue calls for meetings; issue and distribute to all members of the Board of Directors the proceedings of all meetings, and such other information which will contribute to the efficiency of their work for or in behalf of the Council of Supply Chain Management Professionals. The Secretary and Treasurer shall act as a safeguard over the funds



and any other tangible assets of the Council of Supply Chain Management Professionals, and shall make recommendations to the Board of Directors on assessments, changes in the amount of dues and membership fees and other activity as seems necessary to assure the financial well-being of the Council of Supply Chain Management Professionals. He/she shall approve one or more banks, trust companies, or other federally insured depositories for the deposit of funds of the Council of Supply Chain Management Professionals, and at least once each year conduct or cause to be conducted an audit of the Council of Supply Chain Management Professionals' records in accordance with accepted accounting procedures. The Secretary and Treasurer shall formulate and recommend the financial policy of the Council of Supply Chain Management Professionals. The Secretary and Treasurer or his/her agents who may be temporarily designated by the Secretary and Treasurer upon approval by resolution of the Board of Directors, shall collect all membership dues, fees, and assessments and shall receive all moneys donated or otherwise given to the Council of Supply Chain Management Professionals. He/she shall have charge and custody of and give receipt for moneys due and payable to the Council of Supply Chain Management Professionals from any source whatsoever and deposit all such moneys in the name of the Council of Supply Chain Management Professionals in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws. He/she, in general, shall perform all the financial duties incident to the office of Secretary and Treasurer, and his/her agent or agents shall give a bond for the faithful discharge of his/her duties, the expense of which shall be borne by the Council of Supply Chain Management Professionals. He/she shall perform other duties from time to time as outlined in Article VIII, Section 2 of these bylaws or as may be assigned by the Chair of the Board.



## Article VII COMMITTEES

**Section 1. Committees of the Board of Directors.** The Board of Directors, by resolution adopted by a majority of the members thereof, may designate one or more committees, each of which shall consist of two or more members of the Board of Directors, one of whom may be an officer of the Council of Supply Chain Management Professionals named in Article V, Section 2 of the bylaws, ex officio, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Council of Supply Chain Management Professionals; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual member thereof, of any responsibility imposed upon it or him/her by law.

**Section 2. Other Committees.** Other committees may be appointed by the Chair of the Board of Directors and shall be so constituted as he/she shall determine, whenever a need arises. Any given other committee may consist of a single member who will be appointed by the Chair of the Board of Directors or the other committee may consist of several members as deemed advisable by either the Chair of the Board of Directors or the person the Chair of the Board of Directors designates as the other committee chairperson.

**Section 3. Committee Reports.** Written or electronic reports of major activities of each committee shall be given to the President & CEO by the Chair of each committee prior to each Council of Supply Chain Management Professionals Board of Directors meeting, or upon request of the Chair of the Board of Directors. Such reports may contain recommendations, reports of progress, or for information purposes only. The committee's staff liaison assisted by the Chair of the committee shall maintain complete records of committee activities.

**Section 4. Terms of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the Council of Supply Chain Management Professionals and until his/her successor is appointed, unless the committee shall be sooner terminated, extended, withdrawn, or unless such member shall cease to qualify as a member thereof.

**Section 5. Chair.** Each committee shall have a chair or co-chairs, who shall be appointed by the Chair of the Board of Directors.

**Section 6. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 7. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting of which a quorum is present shall be the act of the committee.

**Section 8. Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**Section 9. Roundtable Boards.** The CSCMP Board of Directors has the right to elect or appoint 51% of officers and/or Board Members for any and all local CSCMP Roundtables at any time.



## **Article VIII CONTRACTS, CHECKS, DEPOSITS & FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any officers, agent, or agents of the Council of Supply Chain Management Professionals, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council of Supply Chain Management Professionals and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Negotiable Instruments.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council of Supply Chain Management Professionals, shall be signed by such officer or officers, agent or agents of the Council of Supply Chain Management Professionals and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary and Treasurer and counter-signed by the Board Vice Chair of the Council of Supply Chain Management Professionals.

**Section 3. Deposits.** Except as approved by the Secretary and Treasurer, all funds of the Council of Supply Chain Management Professionals not otherwise employed shall be deposited from time to time to the credit of the Council of Supply Chain Management Professionals in such banks, trust companies, or other federally insured depositories as shall be selected or approved by the Secretary and Treasurer in amounts not to exceed the limits of the federal insurance applicable to that depository. Funds may also be invested by the Secretary and Treasurer in United States Government obligations, and upon authorization of the Board of Directors, in other debt and equity investments of acceptable risk as recommended and directed by a generally recognized investment advisor.



## **Article IX BOOKS and RECORDS**

The Council of Supply Chain Management Professionals shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Council of Supply Chain Management Professionals may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.





## **Article X FISCAL YEAR**

The fiscal year of the Council of Supply Chain Management Professionals shall begin on the first day of January and end on the last day of December in each year.



## **Article XI DUES**

**Section 1. Annual Dues.** The Board of Directors may determine from time to time the amount of dues payable by members of each class. However, any change will not take effect until after 90 days after the general membership has been notified of the dues change in writing.

**Section 2. Default and Termination of Membership.** When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the period for which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these bylaws.



## **Article XII DISSOLUTION**

In the event of the dissolution of the Council of Supply Chain Management Professionals, all assets remaining after the financial debts and obligations of the Council of Supply Chain Management Professionals have been fully satisfied, shall be distributed to such not-for-profit foundation, association, or organization promoting the study of supply chain management as shall be determined by the members.



### **Article XIII SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Council of Supply Chain Management Professionals and the words "Corporate Seal Illinois."



## **Article XIV WAIVER of NOTICE**

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Council of Supply Chain Management Professionals, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.



## **Article XV AMENDMENT to BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of all the members of the Board of Directors, provided that at least fifteen days' written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Amendments to the bylaws may also be proposed in writing to the Board of Directors by not less than one hundred (100) of the members having voting rights at such time. If the Board of Directors shall decline to adopt such amendment to the bylaws, it shall cause the proposed amendment to be submitted to a vote of the members at the next meeting of the members held more than sixty days following the action of the Board of Directors. The Secretary and Treasurer shall include such proposed amendment in the notice of meeting sent to each member. If adopted by the members, such amendment to the bylaws shall not hereafter be altered or amended except by action of the members.



## Article XVI INDEMNIFICATION

**Section 1. Indemnification.** To the full extent specifically authorized by, and in accordance with the procedures prescribed in Section 108.75 of the Illinois General Not-for-Profit Corporation Act of 1986 (or the corresponding provisions of any future statute applicable to corporations organized under the Act), the Council of Supply Chain Management Professionals shall indemnify any and all members of the Board of Directors and any and all of its officers, committee members, employees, agents and other authorized representatives for expenses and other amounts paid in connection with legal proceedings (whether threatened, pending or completed) in which any such person became involved by reason of serving in any such capacity for the Council of Supply Chain Management Professionals.

**Section 2. Insurance.** Upon specific authorization by the Board of Directors, the Council of Supply Chain Management Professionals may purchase and maintain insurance on behalf of any or all directors, officers, employees, agents or representatives of the Council of Supply Chain Management Professionals against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Council of Supply Chain Management Professionals would have the power to indemnify them against such liability under the provisions of Section I of this Article.

**Section 3. Scope.** The indemnification provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.



## **Article XVII ADHERENCE to ANTITRUST LAWS**

The Board of Directors, officers and members, employees, and agents of the Council of Supply Chain Management Professionals, whenever planning or executing the activities of the Council of Supply Chain Management Professionals, shall take all steps necessary and appropriate to ensure compliance by the Council of Supply Chain Management Professionals with the relevant provisions of any applicable state or federal law relating to antitrust or unfair practices and any rule, regulation, or interpretation promulgated thereunder.

