



ISM—Alaska, Inc.

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# Bylaws

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**ISM—ALASKA, Inc.**  
**BYLAWS**

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**ARTICLE I - NAME AND LOCATION**

**Section 1. NAME:** The name of this Association shall be the Institute for Supply Management - Alaska, Inc., (hereinafter referred to as the "Association" or "ISM—Alaska") a non-profit corporation organized and existing by virtue of the laws of the State of Alaska.

**Section 2. LOCATION:** The principal office of the Association shall be located in the Municipality of Anchorage, State of Alaska, or in such other localities as may be determined in the future by the Board of Directors.

**ARTICLE II - PURPOSES**

The Association 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)6 of the Internal Revenue Code (hereinafter referred to as the "Code") and in this connection, the purposes for which the Association shall be organized and operated are as follows:

- (1) To foster and promote interchange of ideas and cooperation among its members.
- (2) To promote the study, development, and application of purchasing and supply management, including improved purchasing methods and practices and all matters

related to the foregoing (hereinafter referred to as "the purchasing and supply management profession").

- (3) 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 purchasing management and materials management profession.
- (4) To develop and encourage by all lawful means the practice of high standards of personal and ethical conduct among persons engaged in the purchasing and supply management profession.
- (5) To develop, sponsor, promote and encourage a professional certification program for persons engaged in the purchasing and supply management profession.
- (6) To encourage and cooperate in the institution and development of education courses, seminars, programs, and materials on the subject of purchasing and supply management and all matters related thereto.
- 7) To promote the continuation of scholarship programs within the State of Alaska.
- (8) To strive by all lawful means to promote and enhance the purchasing management and materials management profession.
- (9) To be affiliated with the Institute for Supply Management<sup>®</sup> ("ISM<sup>®</sup>") and other associations or organizations of persons engaged in the purchasing management and materials management profession throughout the United States and participating countries.
- (10) To cooperate, collaborate and exchange information by lawful means with professional, trade, and other associations and organizations of persons engaged in the purchasing management and materials management profession, and to advance public relations with governmental agencies and the public in general concerning the purchasing management and materials management profession.
- (11) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but 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 Alaska.

In the accomplishment of these purposes, it shall be the policy of the Association to comply at all times with all existing and future laws, including the antitrust laws. In furtherance of this policy, no activity or program shall be sponsored or conducted by or within the Association which in any manner whatsoever shall represent or be deemed a violation of any existing or future law, including the antitrust laws. All activities and programs shall be conducted 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 Association shall be affiliated with ISM in accordance with the procedures set forth in the ISM Bylaws, and the Association 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 III.

Section 2. CONDITIONS OF AFFILIATION: The Association shall be obligated as a condition of affiliation with ISM to comply with the following:

- (a) To be incorporated as a non-profit corporation in accordance with the laws of the State of Alaska 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 Association and eligibility for membership.
- (c) To perform all necessary procedures concerning the review and approval or disapproval of all applications for membership in the Association and ISM.
- (d) To resolve all questions concerning eligibility for membership in the Association and ISM in a fair and impartial manner in accordance with procedures established from time to time by the Association.
- (e) To collect all dues from members of the Association and to remit to ISM all dues required by Article VI of the ISM Bylaws.
- (f) 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.
- (g) To obtain the prior written approval of ISM with respect to any proposed amendments to these Bylaws.

Section 3. SUSPENSION OR TERMINATION OF AFFILIATION: The affiliation of the Association with ISM may be suspended by the ISM Board of Directors for violation of, or failure to comply with, the ISM Bylaws including specifically, but without limitation, provisions respecting payment of dues, eligibility of members and observance of ISM policies as may be adopted by the ISM Board of Directors from time to time. Any charge of violation or failure to comply, under this Section shall be first presented to ISM. If ISM shall determine that the charges are well founded, after the Association has been given reasonable notice of such charges and an opportunity to present a defense to the same, the charges shall be referred to the ISM Board of Directors for action together with the recommendations of ISM. If the Association is suspended or terminated, it may be reinstated by the ISM Board of Directors at any time subsequent to such suspension or termination upon a proper showing of good cause to justify a reinstatement of affiliation with ISM.

#### **ARTICLE IV - MEMBERSHIP**

Section 1. REGULAR MEMBERS: A person shall be eligible to be a Regular member of the Association who satisfies the eligibility requirements of a Regular member of an Affiliated Association as defined in the bylaws of the Institute for Supply Management, Inc (ISM), as amended from time to time. Regular members of this Association shall have the right to cast

one vote on all questions which require a vote of the Regular members of this Association other than those Regular members who, pursuant to the ISM Bylaws, as amended from time to time, do not have voting rights.

Section 2. DIRECT MEMBERS (CORPORATE PROGRAM):

An ISM Direct or Corporate Member as defined by ISM bylaws shall be eligible to be a regular member of this Association by submitting an application for membership to ISM—Alaska and payment of discounted dues as determined by the ISM—Alaska Board of Directors

Section 3. DUES-FREE MEMBERS. Dues-free members include:

- (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 supply management or other related fields or subjects. Academic members are Regular voting members.
- (b) *Student Member:* 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 Member:* 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) *Special Membership Extension:* Membership will be extended an additional 12 months without requiring payment of ISM dues for persons who have been a member of ISM and are unemployed for six months, excluding first-time membership applicants, provided that the affiliate also waives the affiliate dues. Dues free membership will be extended to those members serving in full-time active military duty for the length of their service, provided that the affiliate also waives the affiliate dues.
- (e) *Honorary Members.* A person not qualified for regular membership but who has rendered distinguished or unusual services to the supply 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. Honorary Members are regular non-voting members.

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; provided, however, denial of membership shall occur only after the applicant has been advised of the proposed denial of membership and has been given the opportunity to submit proof in support of his or her eligibility for membership in the Association. An applicant denied regular membership in the Association shall be given the right to appeal the denial to the ISM Membership Department.

Section 6. EXPULSION OF MEMBERS: The Association shall have the right to expel a member of any classification from membership in the Association for nonpayment of dues, or for such other matters as may be determined by the Association as sufficient grounds for expulsion. Expulsion of any regular member 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 Association. A regular member expelled from membership in the Association shall be given the right to appeal the expulsion to ISM.

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 paying all current year dues. The procedure for an appeal of denial of reinstatement to regular membership shall be the same as provided in Sections 5 and 6 of this Article.

## **ARTICLE V - GROUPS**

Section 1. PURPOSES AND ORGANIZATION: Members of the Association having common interests as purchasing managers or materials managers in a particular industry or commercial activity, or common interests in a certain classification of commodities or materials, may organize a Group to promote the interchange of ideas and discussion of mutual problems. The Board of Directors of the Association may provide reasonable procedures and requirements for the formation, recognition, encouragement and operation of Groups which shall be organized and operated within the Association on as a Committee of the Association.

Section 2. REGULAR MEMBERS: The Regular membership of any Group within the Association shall consist only of persons who are regular members of the Association.

## **ARTICLE VI – DUES**

### Section 1. DUES TO ISM:

- (a) The Association shall pay semi-annual dues to ISM for each of its regular members, according to its membership list on file with ISM for, ISM—Alaska on September 1st and March 1st of each year; provided however, that the Association may deduct from such payment an amount equivalent to the dues of Regular members whose qualifications for membership are set forth in Article IV, Section 3 (d), "on the condition that the ISM Board of Directors has waived all ISM dues with respect to such members." The amount of the semi-annual dues payable to ISM shall be determined in accordance with the ISM Bylaws.
- (b) Submittal of Membership Lists. The Association shall notify ISM not later than August 15<sup>th</sup> and February 15<sup>th</sup> of each year of the current number of Regular members, and update its current membership roster.
- (c) Payment of dues to ISM shall be made within 30 days (or earlier) of the date of invoice from ISM.

Section 2. EMPLOYER DISCOUNT: Notwithstanding the provision of Section 1 of this Article, Regular Members employed by the same employer at any location (the "Employer") shall, if elected by the Employer by written notice to ISM, be eligible for a discount against the amount of ISM dues described in Section 1 of this Article and Affiliated Association dues in effect from time to time based upon the number of Regular Members employed by such Employer (the "Employer Discount").

### Section 3. MEMBERSHIP DUES TO ISM—ALASKA:

- (a) The amount of dues for regular members shall include the amount necessary for payment of dues to ISM by the Association on the member's behalf, as well as local dues and/or any administrative fees.
- (b) Amount of Dues:
  - 1. ISM dues and any necessary administrative fees shall be set by the Board of Directors of ISM.
  - 2. ISM—Alaska, Inc. dues, and any necessary administrative, new member and/or reinstatement fees or changes thereto, shall be set by the Board of Directors of ISM—Alaska, Inc.
- (c) Payment of Dues:

Membership dues are due on December 31st and delinquent if not received by the Treasurer of ISM—Alaska, Inc. by February 1st of the following year. Regular members whose dues are delinquent shall be dropped from the ISM and ISM—Alaska, Inc. membership rosters.

Section 4. NOTICE OF DUES: The Association shall cause an invoice to be provided to each member of the Association on or about November 1st of each year, (The mailing of the invoice of dues described in this Section shall not preclude the Association from causing a change in the amount of any dues set forth on such notice during any calendar year provided such change is made effective on or after the date such change in dues is approved by the Association in accordance with these Bylaws.)

## **ARTICLE VII - BOARD OF DIRECTORS**

Section 1. AUTHORITY AND RESPONSIBILITY: The governing body of the Association 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 Association and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of the Association, shall have the authority to take such action in matters of policy and procedure as, in its judgment, will best promote the interests and welfare of the Association, including authority to promulgate, amend or rescind in whole or in part, all statements of Association policy as they may exist from time to time. The officers of ISM—Alaska, and the order of succession, shall be the President, Vice President, Past President, Secretary and Treasurer.

It is essential that Officers and Directors be present at all scheduled Board of Director meetings to participate. Failure to attend two or more board meetings may be cause for removal from the Board of Directors.

Section 2. MEMBERSHIP: The Board of Directors who are elected by the members shall consist of the following: Past President, President, Vice-President, Secretary, Treasurer, Director of Education, Director of Communication, Director of Membership, and up to four (4) Directors at Large. After election, the President may appoint one of the Director at Large positions to serve as the Director of Student Affairs.

Section 3. ELECTION: The Officers and Directors shall be elected by the voting members of the Association at their annual meeting in accordance with Article IX hereof.

Section 4. TERM OF OFFICE: The Treasurer, Directors of Education, Communication and Membership and Directors At Large shall be elected for a term of two (2) years. The term of office for the Past President, the President, Vice President and Secretary shall be one (1) year.



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 the Board of Directors, until the vacancy can be filled at the next regularly scheduled election.

In the event of a vacancy in the office of President resulting from death, resignation, disqualification or permanent inability to serve, the position will be filled through succession as listed in Section 1 above.

Section 6. MEETINGS: The Board of Directors will strive to meet within one (1) week following the monthly meetings of the Association membership, and may hold additional meetings each year called by the President or by any five members of the Board of Directors. Notice of meetings of the Board of Directors, outlining the business to be considered, shall be transmitted by the President to each member of the Board of Directors, at least 5 days prior to the meeting.

Section 7. AUTHORITY TO ACT WITHOUT A MEETING: Except as otherwise provided in these Bylaws, the Board of Directors may, upon initiative of the President, with consent of a quorum of the Board of Directors, take any action without a meeting that it might take at a meeting duly held.

Section 8. BOARD ACTION BY ELECTRONIC MEANS: 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 electronic means. Participation by such means shall constitute presence in person at such a meeting.

Section 9. QUORUM: At all meetings of the Board of Directors, including meetings by electronic means, a quorum necessary for the transaction of business shall be a majority of the seated members of the Board of Directors. Except as otherwise provided in these Bylaws, the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Section 10. VOTING: Voting rights of a member of the Board of Directors shall not under any circumstances be delegated to another, nor exercised by proxy.

Section 11. RECOMMENDATIONS AND SUGGESTIONS: It shall be the duty of the Board of Directors to consider, at its next meeting following submission, all recommendations and suggestions submitted to it by the members; and whenever any member shall submit definite recommendations, the Board of Directors shall report to such member the conclusion reached or action taken with respect to the recommendation.

Section 12. EXECUTIVE COMMITTEE: The Board of Directors at any regular meeting, or at a special meeting called for the purpose, may appoint an Executive Committee of the Board of Directors as follows: Three members from their own number, together with the President and the Vice-President. The Executive Committee will be presided over by the President who will call the meetings of the Executive Committee, designating the time and place and the matters to be discussed and acted upon. The Executive Committee shall have the authority, as directed by the Board of Directors, to act on business and administrative matters in place and stead of the Board of Directors between meetings of the Board of Directors, except those specifically reserved to the Board of Directors by these Bylaws. Actions of the Executive Committee shall be reported to the Board of Directors within ten (10) days for ratification at the next Board meeting.

## **ARTICLE VIII – BOARD MEMBER QUALIFICATIONS AND DUTIES**

### Section 1. PAST PRESIDENT:

A. QUALIFICATIONS: To be able to serve in the office of Past President, a candidate shall have honorably served not less than 9 consecutive months of his or her term as a President of the affiliate.

B. DUTIES: It shall be the duty of the Past President to provide the Board of Directors with historical information concerning the affiliate and to perform other duties as assigned by the President. In the event of the temporary inability of the President to perform the duties of office resulting from illness, absence or any other cause and the Vice-President is unable to assume those duties, the Past President shall perform all duties of the office of President for the unexpired term or until such time as the incumbent is able to resume the duties of the office. The Past President shall serve as the Affiliate delegate on the Board of Directors for the Northwest Purchasing Education Council (NPEC).

C. ALTERNATES: In the event of the temporary inability of a Past President to perform the duties of office, resulting from illness or any other cause the President will appoint, with the approval of the Board of Directors, a person who has previously served as President until the next regularly scheduled election or until such time as the incumbent is able to resume the duties of the office.

### Section 2. PRESIDENT:

A. QUALIFICATIONS: To be eligible for election to the office of President, a candidate must be a Regular member of the Association and must have served a complete term in at least one elected office of the Association. A President may not serve more than two (2) consecutive elected terms.

B. DUTIES: The President shall be Chief Executive Officer, Chairman of the Board of Directors, and Executive Committee and shall exercise general supervision over the

executive affairs of the Association. The President shall preside at all meetings of the Association membership and of the Board of Directors and shall be a member, ex officio, of all Association committees. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these Bylaws and those that may be assigned by the Board of Directors. In the event of a vacancy in the office of President resulting from death, resignation, disqualification or permanent inability to serve, the Vice-President shall assume the office of President and shall perform all the duties of such office for the unexpired term or until such time as the incumbent is able to resume the duties of the office.

### Section 3. VICE-PRESIDENT:

A. QUALIFICATIONS: To be eligible for election to the office of Vice President, a candidate must be a Regular member of the Association and must have served in at least one elected office of the Association or other Affiliate of ISM.

B. DUTIES: The Vice-President shall perform such duties as may be assigned from time to time by the President and Board of Directors of the Association. In the event of the temporary inability of the President to perform the duties of that office resulting from illness, absence or any other cause, the Vice-President shall perform all duties of the office of President for the unexpired term or until such time as the incumbent is able to resume the duties of the office..

### Section 4. SECRETARY:

A. QUALIFICATIONS: To be eligible for election to the office of Secretary, a candidate must be a Regular member of the Association and should have served in at least one elected office of the Association or other Affiliate of ISM.

B. DUTIES: The Secretary shall be responsible for the preparation of all minutes of meetings, maintenance and safekeeping of all corporate and membership records of the Association, including renewal of corporation documents; and the serving or publication of all notices required by law or these Bylaws concerning any meeting or any other matter applicable to the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law.

### Section 5. TREASURER:

A. QUALIFICATIONS: To be eligible for election to the office of Treasurer, a candidate must be a Regular member of the Association and should have served in at least one elected office of the Association or other Affiliate of ISM.

B. DUTIES: The Treasurer shall be the custodian of all funds and securities belonging to this Association and shall perform all other duties as may be normally required of this office.

The Treasurer shall maintain the Association's financial books, ledgers, journals, etc. in a neat and professional manner, which shall insure that all financial records are ready and available for audit in accordance with generally accepted accounting practice (GAAP). The Treasurer shall be responsible to insure that the required reports and filings are submitted annually (or as required) on a timely basis to the Federal Internal Revenue Service, and any other State, Borough and/or Municipal office or agency as required. The Treasurer shall provide reports on the financial condition of the Association as required by the President and Board of Directors of the Association or which may be required by law.

Section 6. DIRECTORS OF EDUCATION, COMMUNICATIONS AND MEMBERSHIP:

A. QUALIFICATIONS: To be eligible for election to the office of Director of Education, Director of Communications or Director of Membership, a candidate must be a regular member of the Association and should have served in at least one elected office of the Association or other Affiliate of ISM.

B. DUTIES: Duties for these positions shall be as directed by the Board of Directors and as established by current Policies and Procedures Manual.

Section 7. DIRECTORS AT LARGE:

A. QUALIFICATIONS: To be eligible for election to the office of Director At Large, a candidate must be a Regular member of the Association.

B. DUTIES: Duties for Directors at Large shall be as directed by the Board of Directors and as established by the current Policies and Procedures Manual.

**ARTICLE IX - MEETINGS OF THE ASSOCIATION**

Section 1. ANNUAL MEETING: The annual meeting of the Association membership shall be held in April of each year at such place and on such date as may be determined by the Board of Directors of the Association. Written notice of the meeting shall be given to all members at least a month prior to the meeting. The results of the meeting shall be reflected in minutes of the next meeting of the Board of Directors.

Section 2. SPECIAL MEETINGS: Special meetings of the Association membership may be called by the Board of Directors or the members of the Association in accordance with the provisions set forth in Alaska Statute, Title X and Article VII, Section 6 and 7 of these By-Laws.

Section 3. QUORUM: At all annual or special meetings of the Association membership, a quorum shall be comprised of all Regular members present.

Section 4. VOTING: On all questions or issues presented for a vote at the annual meeting or any special meeting of the Association membership, each Regular member, whose dues are paid and current, 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 majority of the votes cast at an annual or special meeting of the Association membership entitled to vote, provided that the affirmative votes cast in favor of any such action shall be at least a simple majority of the quorum required by Section 3 of this Article.

Section 5. PARLIAMENTARY RULES: All meetings of the Association, including the Board of Directors, shall be conducted in accordance with Robert's Rules of Order when not in conflict with these Bylaws.

## **ARTICLE X - COMMITTEES**

Section 1. STANDING COMMITTEES: The following standing committees shall be established within the Association:

- (a) Membership Committee, chaired by the Director of Membership.
- (b) Education Committee, chaired by the Director of Education.
- (c) Communications Committee, chaired by the Director of Communication.

Section 2. SPECIAL COMMITTEES: The President, with the approval of the Board of Directors of the Association, 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, and the duties of any such special committees shall be prescribed by the Board of Directors upon their appointment.

Section 3. NOMINATING COMMITTEE: The President shall appoint a nominating committee of regular members for the purpose of selecting nominees for Officer and Director terms that expire during the year. The Nominating Committee shall consist of the Past President, who is the chairperson, and not more than two (2) other regular members.

- (a) The Past President shall be the only member of this committee belonging to the Board of Directors.
- (b) The names of the consenting nominees for office shall be announced by the Chair of the Nominating Committee at the March membership meeting.

(c) Additional nominations by Regular Members, other than those on the Nominating Committee, for expiring Officer and Director terms shall be accepted at the March membership meeting.

(d) The Nominating Committee's term of office shall run from the time of appointment until the March membership meeting.

## **ARTICLE XI - FINANCES**

Section 1. FISCAL YEAR: The fiscal year of the Association shall begin on June 1st of each year and terminate on May 31st of the following year.

Section 2. EXPENDITURES AND INVESTMENTS: Provisions concerning expenditures of Association funds and permitted investments shall be set by the Board of Directors in accordance with local law.

All drafts upon the treasury of the Association shall be signed by two (2) of the following: Treasurer, President, Vice President or Past President.

Section 3. BUDGET: An annual budget shall be adopted by the Board of Directors.

Section 4. AUDIT: An audit shall be conducted annually and upon a change of treasurer outside of the established election cycle.

## **ARTICLE XII - DISSOLUTION**

Section 1. DISSOLUTION: The Association may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and subsequent approval of the plan by the regular members of the Association in accordance with Alaska Statute Title X, as amended from time to time.

Section 2. DEDICATION OF FUNDS: The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to a University or to one or more regularly organized and qualified organizations engaged in the promotion or education of the purchasing and materials management profession to be selected by the Board of Directors and approved by the Regular members of the Association.

## **ARTICLE XIII - AMENDMENTS**

These Bylaws may be amended at any regular meeting of the Association by an affirmative vote of a majority of the Regular members present, provided notice of the proposed amendment shall have been published in the notice of such meeting and in addition, announced at the previous meeting of the Regular membership.