

**NATIONAL ASSOCIATION OF
PURCHASING MANAGEMENT -
CORPUS CHRISTI, INC.**

BYLAWS



REVISED: October 31, 2006

BYLAWS
ARTICLE I
NAME AND LOCATION

HISTORY

NAPM - Corpus Christi, Inc. (Association) was originally organized as the Gulf Coast Purchasing Management Association in 1951 in Corpus Christi, Texas. Since the Association only had twenty charter members, it was unable to qualify for a charter with the National Association of Purchasing Agents (N.A.P.A.). The Association eventually became affiliated with N.A.P.M. as a chapter of the Purchasing Management Association of Houston.

In 1966, the Gulf Coast Purchasing Management Association was fully chartered and thus became an autonomous affiliate with the National Association of Purchasing Agents. In 1980, the Association adopted its own Articles of Incorporation, which qualified it to become a corporation under the Texas Non-Profit Corporation Act. The State of Texas approved the Association's Articles of Incorporation on May 20, 1980 and assigned Charter No. 0052009501 to the Gulf Coast Purchasing Management Association, Inc. Thus, affiliation with N.A.P.M. provided our Association with the opportunity and availability of materials and literature that would be utilized to foster and promote the education and development of our local supply professionals. In January 1992 the Gulf Coast Purchasing Management Association changed its name to the National Association of Purchasing Managers - Corpus Christi, Inc. On August 16, 1999, it registered its name with the Secretary of State. On September 27, 1999, it changed its name for the third time with the Secretary of State to the National Association of Purchasing Management - Corpus Christi, Inc.

SECTION 1. NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT - CORPUS CHRISTI, INC., a nonprofit corporation, type 501c3, organized and existing by virtue of the laws of the State of Texas (hereinafter referred to as the "Association").

SECTION 2. Location: The principal office of the Association shall be located in Corpus Christi, State of Texas or in such other localities as may be determined by the Board of Directors.

ARTICLE II

PURPOSES OF THIS ASSOCIATION SHALL BE:

- (1.) To promote all members to consider, first, the interests of his/her company in all transactions and to carry out and believe in its established policies.
- (2.) To foster and promote interchange of ideas and cooperation among its members.
- (3.) 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").
- (4.) 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.
- (5.) To develop and encourage by all lawful means the practice of high standards of personal and ethical conduct among persons engaged in the supply management profession.
- (6.) To develop, sponsor, promote and encourage a professional certification program for persons engaged in the supply management profession.
- (7.) To encourage and cooperate in the institution and development of education courses, seminars, programs and materials on the subject of supply management and all matters related thereto.
- (8.) To strive by all lawful means to promote and enhance the supply management profession.

- (9.) To be affiliated with the Institute for Supply Management, Inc. ("ISM") and other associations or organizations of persons engaged in the supply management profession throughout the United States and all foreign countries.
- (10.) To cooperate, collaborate and exchange information by lawful means with professional, trade and other associations and organizations of persons engaged in the supply management profession, and to advise the public in general concerning the supply 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 Texas.
- (12.) Improving purchasing and management skills through educational programs and contact with other professionals.
- (13.) Upgrading of supply management functions and improving their effectiveness and ethics through the education and self-improvement of members.
- (14.) Providing informational literature and material through affiliation with ISM.

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, and 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 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 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 Texas 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 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 IV 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 limitations, 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 with ISM of the Association may be suspended by the ISM Affiliate Support Council and ratified 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 the Affiliate Support Council. If the Affiliate Support Council 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 ratification together with the recommendations of the Affiliate Support Council. If the Association is suspended or terminated it may be reinstated by the ISM Affiliate Support Council and ratified 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

ELIGIBILITY

SECTION 1. Regular Membership: Any person interested in the supply management field shall be eligible to be a Regular Member of NAPM-Corpus Christi provided that such person (i) is not primarily engaged in sales activity; or (ii) does not solicit business on behalf of such person or his or her employer during meetings of any ISM activity, including without limitation, meetings, NAPM-Corpus Christi fundraisers, ISM groups and forums. For the purposes of this section, "primarily" shall mean a majority of a person's time. However, no person shall be ineligible by reason of incidentally disposing of scrap, surplus stock, or equipment of the concern by which he or she is employed. The eligibility of an editor, secretary, or business manager employed by NAPM-Corpus Christi shall not be affected by reason of sales activity directly related to any magazine, bulletin, or other publication, or exhibit, product, show or similar activity sponsored by such association.

SECTION 2. Nonvoting membership: The Association shall have the following membership classes which shall not represent regular membership in the Association nor entitle any member of such class to vote or hold office in the Association nor to serve as chairman of the Association's Professional Development, Membership and Recruitment Activities, Education, Programs or Public Relations Committees:

- (a) **Associate members:** A person who satisfies the eligibility standards of Article IV, Section 1.

- (b) **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 and the regular members of the Association. Election to honorary membership shall be for such period as the Association may designate, but the Board of Directors of the Association shall 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.

- (c) **Student Members:** A person whose interest in the Association is for the enhancement of his or her knowledge and skill in purchasing management and materials management provided such person is enrolled in an accredited community college or a four year college or university having a department of Industrial or Business Management or a graduate school of Business Administration or other related fields, and provided further, that such person carries at all times a minimum of six (6) credit hours per semester, or if a graduate student, minimum of four (4) credit hours per semester, or the equivalent thereof. Student membership in the Association shall terminate upon or failure to satisfy the eligibility completion of studies requirements of this Section 2(c).

SECTION 3. Dual Member: A person who has membership in two local associations. This person may be a regular member of one local association only and a dual member of the second local association. ISM will collect dues only from the local association where he or she is a regular member.

SECTION 4. Dues free members include:

- (a) **Academic Member.** A person with a full-time appointment as a teacher, research specialist, department head, director or dean of a college, university, or other academic institution whose academic responsibility includes supply management or other related fields or subjects. Academic members are dues-free. An individual may belong to an affiliated association or may be an ISM Direct Member. Academic members have voting privileges.
- (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 of membership by a majority vote of the Regular members of the affiliated association of which he/she has been a member. This person is not charged ISM and affiliated association dues. Lifetime members are Regular voting members.

- (d) Honorary Member. A person not qualified for regular membership but who has rendered distinguished or unusual service to the purchasing and materials management profession, and who has been elected to the class of membership by vote of the Board of Directors of the Association and by a vote of the Regular members of the Association. Election to honorary membership shall be for such a period as the Association may designate, but the Board of Directors of the Association shall have the authority and duty to revoke the honorary membership of any individual whenever they shall determine that continuation of the honorary membership would be inconsistent with the policies and objectives of ISM or the Association.

SECTION 5. Admission of Members: Admission of all persons for membership in the Association shall be in accordance with the following procedures:

- (a) The Board of Directors of the Association shall review all applications for membership in the Association, which shall be in writing of a form prepared by the Membership chair.
- (b) The Membership Chair shall advise the Board of Directors of the Association concerning the eligibility of all applicants for membership in the Association.
- (c) The Board of Directors of the Association shall approve or deny all applications for membership in the Association.

SECTION 6. 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 an opportunity to submit proof in

support of his eligibility for membership in the Association. An applicant denied membership in the Association shall be given written notice of such denial and shall be advised in writing that he or she may appeal the action taken by the Association to the ISM Affiliate Support Council by filing a notice of intent to appeal to the ISM Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the ISM Affiliate Support Council. Upon receipt of a timely filed notice of appeal, the ISM Affiliate Support Council shall consider the appeal and shall allow the applicant the opportunity to submit proof in support of the applicant's eligibility for membership in the Association. Except for rare and extraordinary circumstances, the decision of the ISM Affiliate Support Council concerning denial of membership shall be final and binding and will not be considered by the Board of Directors of ISM.

SECTION 7. Expulsion of Members: The Association will have the right to expel a member of any classification from membership in the Association for nonpayment of dues or for violation of the provisions of these Bylaws, the ISM Bylaws, the ISM Policy Manual, the ISM Policy Manual For National Groups, the ISM Organizational Guide, the ISM Standards of Conduct or such other statements of policy as may be adopted by the Association or the ISM Board of Directors from time to time. Expulsion for any reason other than nonpayment of dues shall occur only after the expelled member has been advised of the proposed expulsion and the reasons therefore, and has been given an opportunity to submit proof in support of continued membership in the Association. A member expelled from membership in the Association shall be given a written notice of such expulsion and shall be advised in writing that he or she may appeal the action taken by the Association to the ISM Affiliate Support Council, by filing a notice of intent to appeal to the ISM Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the ISM Affiliate Support Council. Upon receipt of a timely filed notice of appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in the Association. The decision of the ISM Affiliate Support Council concerning expulsion of a non-voting member shall be final and binding and will not be considered by the ISM Board of Directors. Except for rare and extraordinary circumstances, the decision of the ISM Affiliate Support Council concerning expulsion of a regular member will likewise be final and binding and will not be considered by the ISM Board of Directors.

SECTION 8. Reinstatement: A former member of the Association, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year dues (and an administration fee or similar charge which may be imposed by the Association from time to time). The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of this Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal had been decided by, the ISM Affiliate Support Council concerning the expulsion of the same member seeking reinstatement.

SECTION 9. Resignation: Any member of the Association may resign by filing a written resignation with the Association, but such resignation shall not release the member so resigning of the obligation to pay any dues, or other charge theretofore accrued but unpaid.

SECTION 10. Non-transferable of Membership: Membership in the Association shall be vested in the individual member of the Association and shall not under any circumstances be transferred or assigned to any other person by such member unless approved by the Board of Directors of the Association.

SECTION 11. Non-voting Membership. The Association shall have the following non-voting membership classes which shall not represent Regular membership in ISM nor entitle any member of such class to hold office in the Association, nor to serve as Chair of the Association's Committees:

- (a) *Associate Members.* A person who satisfies the eligibility standards in Article IV, Section 2(a).
- (b) *Honorary Members* as described in Article IV, Section 2 (b).
- (c) *Student Members* as described in Article IV, Section 2 (c).

ARTICLE V GROUPS

SECTION 1. Purposes and Organization: Members of the Association having common interest as purchasing managers or materials manager 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 as a Committee of the Association.

SECTION 2. Regular Members and Associates: The regular membership of any Group within the Association shall consist only of persons who are regular members of the Association. Any Group may have associate members who are not regular members of the Association, provided such associate members meet the eligibility standards set forth in Section 1 of Article IV and provided, further, that at least one member of the same company holds a regular membership in the Association. Membership in the Association as non-voting member shall be required for election as an associate member of a Group and associate members of a Group shall not vote or hold office in the Group.

ARTICLE VI

DUES

SECTION 1. Amount: The amount of annual dues for regular members and each class of non-voting members of the Association shall be determined from time to time by the Board of Directors of the Association. Annual dues for regular members of the Association shall include an amount equal to the annual dues in effect from time to time for membership in ISM.

SECTION 2. Payment: Dues for regular and non-voting members in the Association shall be assessed on a calendar year basis and shall be payable in advance on January 1 of each year. Members elected to membership in the Association at any time during a calendar year shall be required to pay a proportionate amount of the annual dues in effect at the time of their election to membership which amount shall be payable commencing on the first month in which they are elected to membership in the Association.

SECTION 3. Nonpayment of Dues: A member of the Association whose dues are 90 days in arrears may be expelled from membership in the Association and ISM upon notice by the Association to such member, such expulsion to be effective upon the date of such notice. A member expelled from membership for nonpayment of dues may be reinstated upon full payment of all delinquent dues plus payment of an administrative fee or other similar charge that may be required from time to time by the Association.

SECTION 4. Schedule of Dues: The Association shall cause to be mailed to each member of the Association on or before November 1 each year a schedule of annual dues payable for each category of membership as of January 1 of the next succeeding calendar year. The mailing of the schedule 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 schedule 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 authority to take such action in matters of policy and procedure as, in its judgement, 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 Board of Directors shall have no power to make the Association liable for any debt(s) in any amount exceeding the total of Association funds (cash and securities) available for disposition and not otherwise encumbered or appropriated.

SECTION 2. Board Membership: The Officer's shall consist of President (CEO), First Vice President, Second Vice President, Secretary and Treasurer. Additional members shall consist of the standing chairs including Membership, Professional Development, Public Relations, Immediate Former President, Senior Advisor, Programs, Job Line, Scholarships and Global Resources.

SECTION 3. Election: The Officers shall be elected by the regular members of the Association at their annual meeting in accordance with Article VIII hereof.

SECTION 4. Term of Office: Officers shall be elected for one-year terms, and re-elected on an annual basis not to exceed two (2) consecutive years.

SECTION 5. Vacancies: Vacancies of the Board of Directors of the Association shall be filled by appointment for the unexpired term by the President with the approval of the Board of Directors.

SECTION 6. Meetings: The Board of Directors shall meet at least once each quarter.

SECTION 7. Authority to Act without A Meeting: Special meetings may be called at the discretion of the President or upon written request of five (5) regular members. The membership shall be given written notice at least ten (10) days before the date of the meeting. The notice shall include date, time, place, and purpose of such meeting. If the meeting is urgent and time will not permit a written notice, a waiver may be ratified at the meeting. If such a waiver is utilized, the Membership will be given an appropriate reason why notification was not given.

SECTION 8. Quorum and Voting: A quorum of the Board of Directors shall consist of at least five board members of whom one shall be an elected officer of the Association. Items presented to the Board of Directors for action shall require a quorum of the Board of Directors and shall require a majority vote of the Board members present.

ARTICLE VIII

OFFICERS

SECTION 1. Officers: Elected officers are President, First Vice President, Second Vice President, Secretary and Treasurer. All the officers are elected for a one (1) year period.

SECTION 2. Qualifications: Eligible candidates for the office of Officer shall have been a member of the Association in good standing for at least one (1) year and have maintained a representative attendance at regular meetings. In addition to the above, the President and First Vice President must have been a regular member of ISM for at least three (3) years and have served in at least one (1) elective office and/or as Chairman of a major committee of the Association before his/her name may be placed on a ballot for these offices.

SECTION 3. Election: Officers shall be elected by majority of regular members present at the annual meeting of the Association who will cast a ballot and by whose regular members' ballots received in accordance with the following procedure. At least two (2) weeks prior to the annual meeting, the Recording Secretary shall prepare and distribute to each regular member a printed ballot. These ballots may be voted by mail when sealed and addressed to the Recording Secretary who will present them, still sealed as mailed by the voter, to those authorized to count the ballots. The Recording Secretary, at this annual meeting shall submit all ballots received by mail, in the manner prescribed herein, and those collected during this meeting to those designated to tabulate the election results. Officers will assume office at the installation of officers held in May of each year.

SECTION 4. Removal From Office: Any officer or member of the Board of Directors may be removed from office for cause by a two-thirds (2/3) vote of the regular membership present at any duly authorized meeting of the Association. Such officer, director or member shall be given at least thirty (30) days prior written notice of the proposed removal and the reasons therefore, and an opportunity to submit proof in support of continued performance in the office. Any action taken pursuant to this Section may be in addition to and not in conflict with Article IV, Section 6 of these Bylaws.

SECTION 5. 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 Association. He/she 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 or which may be assigned by the Board of Directors. During his/her term of office he/she shall attend at least one (1) ISM Affiliate Support Council meeting or designate a proxy to represent him. In the event of a vacancy in the office of President resulting from death, resignation, disqualification or permanent inability to serve, the First Vice President shall assume the office of President and shall perform all the duties of such office for the unexpired term.

SECTION 6. Duties of the First Vice President: The First Vice President shall assume the duties of the President should that person resign or be unable to fulfill his duties for any other reason. The First Vice President shall be responsible for the Program, Professional Development, and membership and recruiting committees.

SECTION 7. Duties of the Second Vice President: The Second Vice President shall assume the duties of the First Vice President should that person resign or be unable to fulfill his duties for any other reason. The Second Vice President shall be responsible for Public Relations, Newsletter, Annual Salesperson Appreciation Dinner, Officer Installation and Bosses Night Committees.

SECTION 8. Duties of the Secretary: The Secretary shall attend and suitably record in permanent form the proceedings of all regular meetings of this Association and shall perform such other duties as may be assigned by the President or Board of Directors shall have custody of the seal and keep a proper record of the membership and such other records and books of accounts as may be necessary to record suitable the business of this Association. The Secretary shall serve as Association Purchasing Agent and be responsible for the attendance and By-Laws Committees.

SECTION 9. Duties of the Treasurer: The Treasurer shall have the custody of all Association funds and securities; shall maintain a full and accurate account of all receipts and disbursements in books belonging to the Association; shall deposit all Association funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association; shall disburse the funds of the Association by check countersigned by the President or a Vice President in accordance with instructions furnished by the Board of Directors of the Association; shall render to the Board of Directors and members of the Association upon request, but at least monthly, an account of all his/her transactions any of the financial condition of 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. He/she will be responsible for assisting with the Budget and Membership Roster/Invoices.

ARTICLE IX

MEETINGS OF THE ASSOCIATION MEMBERS

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 thereof shall be given to all members at least 15 days prior thereto.

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 the Nonprofit Corporation Act of the State of Texas and consistent with Article VII, Section 7.

SECTION 3. Quorum: At all annual or special meetings of the Association membership a quorum shall be the presence at such meeting of at least 20% of the total regular membership of the Associations.

SECTION 4. Voting: On all questions or issues presented for a vote other than the election of officers and directors at the annual meeting or any special meeting of the Association membership, each regular 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 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 thereon.

SECTION 5. Order of Business: At any meeting of the Association membership, the order of business shall be as stated on the agenda for the meeting.

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

ARTICLE X

NOMINATIONS

SECTION 1. Methods of Nominations:

- (a) The duly constituted Nominating Committee shall place in nomination the names of consenting nominees for the various offices at the regular meeting in February preceding the Annual Meeting. This list of nominees, executed by the Chairman of the Nominating Committee, shall be filed with the Recording Secretary immediately after the announcement at the February meeting.

- (b) Any five (5) or more regular members, acting jointly, may present to the Recording Secretary not later than three (3) weeks prior to the Annual Meeting of the Association the Name(s) of any consenting eligible candidates which they intend to nominate and the respective office(s) for which each candidate is nominated, the Recording Secretary will include any such name(s) in the ballot.

ARTICLE XI

COMMITTEES

SECTION 1. Standing Chairs/Committees: The following standing chairs/committee shall be established within the Association:

- (a) Membership
- (b) Professional Development
- (c) Public Relations
- (d) Immediate Former President
- (d) Senior Advisor
- (e) Programs
- (f) Job Line
- (g) Scholarships
- (h) Global Resources

The Board of Directors of the Association shall be authorized from time to time to designate additional committees as a Standing Committee whenever in their sole judgement such action is deemed necessary.

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 committee shall be prescribed by the Board of Directors upon their appointment.

SECTION 3. Nominating Committee: The President shall, at least sixty (60) days before the Annual Meeting in April, appoint a Nominating Committee of three (3) members, consisting of the one Board Member (who will serve as Chairman) and two (2) regular members who may or may not be members of the Board of Directors.

ARTICLE XII

FINANCES

SECTION 1. **Fiscal Year:** The fiscal year of the Association shall begin on June 1 of each year and terminate on May 31 of the next year.

ARTICLE XIII

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 approved by the regular members of the Association in accordance with the Nonprofit Corporation Act of the State of Texas, as amended from time to time.

SECTION 2. **Dedications 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 one or more regularly organized and qualified organizations engaged in the promotion or education of the supply management profession to be selected by the Board of Directors and regular members of the Association.

ARTICLE XIV

AMENDMENT

These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of regular membership present at any regular meeting provided the proposed amendments have been submitted to ISM and prior written approval has been received, and subsequently to the membership thirty (30) days prior to the voting.