



Institute for Supply Management (ISM)

Southwest Forum

RULES OF MANAGEMENT

**RULES OF MANAGEMENT OF THE INSTITUTE FOR SUPPLY MANAGEMENT
SOUTHWEST FORUM**

ARTICLE I: NAME

SECTION 1. NAME

The name of this organization shall be known as the Institute for Supply Management Southwest Forum (hereinafter referred to as Forum), a National Forum deriving its existence and authority from the ISM Bylaws and Policies.

ARTICLE II: OBJECTIVES AND POLICIES

SECTION 1. OBJECTIVES

- (a) To provide, through one body, for members of ISM having responsibility and/or interested in the field of supply management, the opportunity to discuss and exchange information and knowledge on a cooperative basis.
- (b) To promote programs that will aid in the education and development of supply management professionals.
- (c) To assist in the preparation of reports, studies, or statistics of general interest and value to all ISM members.
- (d) To work in conjunction with the ISM continuing Education Program to encourage and assist in the professional development of its members.
- (e) To strive by all legitimate means to advance the supply management profession.
- (f) To foster and promote ethical supply management practices and encourage corporate partnerships with the ISM Principles of Social Responsibility
- (g) To engage in any other activity which may be authorized either by ISM policies or the ISM Bylaws, which is consistent with and in direct furtherance of the foregoing objectives of the Forum.
- (h) To comply at all times with all existing laws, including antitrust laws, in accordance with the ISM Policy Guide for Antitrust Compliance.

SECTION 2 POLICIES

- (a) No Forum member shall enter into or attempt to enter into any understanding, agreement, plan or arrangement, written or oral, formal or informal, express or implied, with any competitor in regard to prices, division of markets or customers, terms and conditions of sale, bids (requests for bids or refusal to bid), production or distribution of products or other competitive practices.
- (b) No substantial part of the activities of the Forum shall consist of attempting to influence legislation in any form, at any level of government, nor shall the Forum,

directly or indirectly, participate in any political campaign on behalf of or in opposition to any candidate or public office.

- (c) To encourage and support the publication of impartial and unbiased periodic market reports in such areas as price trends, availability, forecasts and general information of interest to supply management personnel.
- (d) No Forum member will, as a representative of the Forum, serve as an evaluation panel for products or services, endorse products or services, or rate performance of suppliers.
- (e) Forum Members will work with the supply management community in a manner which is consistent with the objectives and policies of the Forum.
- (f) Forum Members are discouraged from accepting or soliciting entertainment, loans, gifts or special consideration from any supplier. The ISM Standards of Conduct must be observed at all times.
- (g) In the event of the dissolution of the Forum, all assets will be controlled directly by ISM.
- (h) The management and operation of the Forum will remain consistent with current bylaws, policies and procedures of ISM.

ARTICLE III: MEMBERSHIP

SECTION 1. QUALIFICATIONS

Forum will be composed of members in good standing with the Institute for Supply Management (ISM) located within Texas, Oklahoma, Louisiana, New Mexico and Kansas. It is the intent and purpose of this provision to exclude any person regularly engaged in selling or the solicitation of orders, and to confine the membership to bona fide supply management personnel in compliance with the bylaws and policies of ISM.

SECTION 2. MEMBERSHIP CLASSES

Membership shall be divided as follows

- (a) **REGULAR.** Regular members shall qualify as set forth in Article III- 1 above. They shall have the opportunity of voting and holding office. This includes any class of voting members recognized by ISM.
- (b) **PRESS, HONORARY MEMBERS – OTHER –** Members of the press in the Supply Management profession shall qualify if their prime interest is to provide information in this area. They shall not be eligible to vote or hold elective office. This would include any non-voting member recognized by ISM.

SECTION 3. APPLICATION FOR MEMBERSHIP

Acceptance of membership is automatic upon determination by the Forum Chair or appointee of the Chair of qualification as set forth in Article III-1 and 2 above.

ARTICLE IV: FEES

Any individual member in good standing with ISM will not be required to pay any fee directly to the Forum.

ARTICLE V: ORGANIZATION

The Board of Directors consists of elected and appointed officers, and committee chairs and shall govern this Forum. The Executive Committee shall consist of elected officers (see organization chart which is attached and incorporated as a part of this document) and the appointed Advisory Chair and Southwest Supply Management Conference (hereinafter referred to as Conference) Chair. The Forum officers, elected and appointed, shall be Regular or Direct Members of ISM.

- a) The Board of Directors shall manage and control the business of this Forum and shall make all appropriations from its funds, but shall not have power to make the Forum liable for any debt or debts to an amount which shall exceed the sum of cash on deposit at ISM, and not otherwise appropriated.
- b) The Executive Committee can make special appropriations and advise the Board as required.
- c) An overview of the functions and duties of the elected officers are summarized in job descriptions below. The functions and specific duties of all elected and appointed members of the Executive Committee are defined in job descriptions which are attached and incorporated as part of this document. Job descriptions of elected and appointed officers are maintained by the Chair Elect and posted on the Forum website.

1. The Chair is responsible to the membership for the administration of all affairs of the Forum under its Objectives and Policies, and for providing leadership in the development of policy, organization and progress toward achievement of goals. He or she shall appoint major committee chairs not specified herein.

The Chair, in coordination with the Executive committee is responsible for reviewing/revising the strategic business plan annually for submission to ISM with the annual budget. This plan is presented at the Annual meeting.

The Chair shall be Chief Executive Officer, Chair of the Executive Committee, and non-voting member of all committees; and shall exercise a general supervision over the interest and welfare of the Forum and perform all other duties ordinarily incident to the office of the Chair of the Forum.

The Chair shall be responsible for oversight of and ensuring the performance of the following functional requirements:

- Finance
- Technology
- Employment Services
- ISM/Affiliate Interface
- Rules of Management
- Awards and Recognition
- EISM

2. The Chair-Elect shall act for the Chair in his or her absence and shall have all of the responsibilities and duties of the Chair when so acting. Further, he or she shall be Procedures Chair and shall have such other duties as may be assigned by the Chair. Chair-Elect is responsible for maintaining the job descriptions which are approved by the Executive Committee.
3. The Education Chair shall be responsible for the educational content of the Conference. Further, they shall have such other duties as may be assigned by the Chair.
4. The Advisory Chair will serve as an advisor to the Executive Committee and provide guidance for Forum & Conference long-term Strategy

- d) The Chair may from time to time create various ad hoc committees to serve the needs of the organization. The responsibilities, duties, terms of office, titles, and method of appointment of representatives to these ad hoc committees shall be as determined by the Executive Committee and the Chair.
- e) Any board member may be removed from office for good reason by a three-fourths (3/4) vote of the Board of Directors.

ARTICLE VI: ELECTIONS

- (a) The election of Forum officers shall occur during the Annual Meeting in odd numbered years and shall be cast by the majority of members present. The Chair shall, 90 days prior to the Annual Meeting in odd numbered years, appoint a Nominating Committee composed of two current members of the Executive Committee and the Advisory Chair. The Chair will name the Chairman of the Nominating Committee from this group.

Prospective nominees shall have the qualifications and follow process as set out in the Job Descriptions which are attached and are incorporated as a part of this document.

The Nominating Committee Chair shall submit the names of the nominees for the elected positions at the annual meeting.

- (b) The election or confirmation of Officers will immediately follow the report of the Nominating Committee and the new Officers shall officially take office at the closing session of the conference in the election year.

- (c) Upon confirmation, the new Chair will announce appointed positions to the Board of Directors.
- (d) In the event of a vacancy occurring during a term of an Officer, such vacancy shall be filled by appointment of the Chair with the concurrence of the Executive Committee.

ARTICLE VII: MEETINGS

SECTION 1. FREQUENCY

- (a) The Forum year is from September 1 to August 31. The Forum Annual Meeting for the transaction of business shall be held prior to the conference. The Annual meeting may be held electronically or via conference call at the discretion of the Executive Committee.
- (b) Special meetings may be called by Chair, with the approval of the Executive Committee.
- (c) Executive Committee and Board of Director meetings may be held electronically.

SECTION 2. PROCEDURES

Quorum: At any meeting of the members a quorum shall be presence at such meeting, in person or by proxy, of 10 members.

- (a) Voting: Votes taken at the Annual Meeting or any Special meetings will be counted one vote per Affiliate either in person or by proxy. Meetings may be held electronically.
- (b) The order of business shall include at a minimum:

- Roll Call
- State of the Forum
- New Business
- Election of Executive Committee Officers in Odd Years
- Adjournment

- (c) Promptly following the conclusion of the Annual Meeting, the Minutes of the Meeting will be submitted to the Executive Committee for approval. Upon approval minutes will be posted on the Forum website and a copy provided to ISM Affiliate Support.
- (d) Questions of procedure shall be determined under Robert's Rules of Order when not in conflict with these Rules of Management.

ARTICLE VIII: FINANCES

- (a) The Forum is required to prepare an annual budget covering expected operating costs for the coming year (September 1 to August 31). This budget must be submitted to ISM by the designated deadline of each year for review by the ISM

Finance Committee and subsequent review by the ISM Board of Directors at their August meeting.

- (b) The Forum is required to prepare a balance sheet and statement of income and expenses as indicated in Appendix A and B of the Policy Guide for National Groups/Forums.
- (c) The ISM required Strategic Business Plan must accompany the budget.
- (d) Groups & Forums are part of ISM and are therefore exempt from the Federal income tax under Section 501 (C)(3) of the Internal Revenue Code as a not for profit educational association. Accordingly, it is not necessary for the Forum to obtain a separate tax exemption. Further, the Forum is not required to file a separate form 990 as this information will be consolidated with the information for all National Groups/Forums and will be filed directly by ISM.
- (e) Support of the Forum activities will be contingent upon available funds.
- (f) Sufficient Reserve funds shall be available to cover one year's operating expenses

ARTICLE IX: AMENDMENTS

- (a) These Operating Rules may be amended at any annual or special meeting of this Forum. Proposed amendment shall have been submitted in writing, by mail or electronically, to the membership at least thirty (30) days prior to such meeting
- (b) Before any amendment may be submitted for voting at any meeting, by mail or by electronically, it must have received the approval of the Board of Directors or a majority thereof.
- (c) Proposed suggestions for amendments shall be submitted to the Chair in writing signed and dated 90 days prior to annual or special meeting

As approved by District II Council, September 27, 2000
Accepted by ISM Board of Directors November 4, 2000
Revised and Approved Forum Council October 15, 2003
Revised and Approved Forum Council October 10, 2005
Corrected October 19, 2005 – ISM Comments
Revised for Approval April 27, 2007
Approved by Board of Directors 5/25/2007
Approved by the Southwest Forum Membership 10/19/2007