

Bylaws of ASCM Midwest Gateway Chapter

Article I: Identification

Section A. Name

The name of the organization shall be ASCM Midwest Gateway Chapter, hereinafter referred to as the Chapter.

Section B. Affiliations

The Chapter shall be an ASCM Chapter and Professional Training Partner of and operate in harmony and not conflict with the Bylaws of the international organization known as the Association for Supply Chain Management (ASCM).

Section C. Organization

The Chapter shall be organized as a not-for-profit organization under the incorporation statutes of the State of Missouri.

Article II: Purposes

The Chapter is organized and shall be operated exclusively for research and educational purposes as set forth in Section 501 (c) (6) of the Internal Revenue Code of 1954. In furtherance of such purposes, it shall:

1. Foster and maintain high standards in the profession of supply chain management.
2. Provide a means of mutual exchange of problems and ideas in the profession of supply chain management.
3. Promote education programs and encourage and assist education and research in the profession of supply chain management.
4. Inform Chapter members and interested non-members in techniques and systems in the field of supply chain management.
5. Establish awareness among leaders of industry in the field of supply chain management.

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Article III: Membership

Section A. Qualifications

Membership is open to those people engaged or interested in the profession of supply chain management and/or related professions and who support the purposes of the Chapter and ASCM. Membership in the Midwest Gateway Chapter requires membership in ASCM.

Section B. Classes of Membership

The Chapter shall maintain a minimum set of membership levels in congruence with the membership levels defined by ASCM. The Chapter recognizes that members first choose their membership level and then choose the Chapter with which they wish to be affiliated. The Chapter will refer new members to ASCM for registration purposes or facilitate their membership registration.

Section C. Membership Status

A membership is terminated when a member fails to comply with the Bylaws of ASCM or the Bylaws of the Chapter. Terminated members shall not have voting rights or privileges within the Chapter.

The Board of Directors may suspend or expel a member for cause for either a definite or indefinite period, by two-thirds vote of the total authorized number of Directors. This action shall not be taken until the member has been given sufficient opportunity to defend or explain the offending action. A suspended member shall have no membership privileges until he/she is reinstated.

Expired members shall be notified by the Chapter to renew membership to avoid a lapse in membership and Chapter privileges.

Section D. Transfer of Membership

There are no formal Chapter geographical boundaries for ASCM Chapters. Therefore, if a member wishes to transfer membership from or to the Chapter, the Chapter shall comply with the official membership records maintained at ASCM. There shall be no transfer of dues between Chapters when the membership transfers.

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Article IV: Dues

The Chapter due amount is established by the Board of Directors. This amount is maintained on the Chapter's profile maintained with ASCM. For those membership levels that are exempt from annual dues as defined by ASCM, the Chapter also agrees to waive Chapter dues.

Article V: Government

To control and manage the affairs, including property and funds, of the Chapter, a vested Board of Directors is voted on annually by Chapter members. The President of the Chapter serves a two-year term; all other Directors are annually elected. All questions coming before the Chapter, or its constituent units, governing bodies or committees, shall be decided by a simple majority of the qualified votes cast, unless otherwise specifically determined by these Bylaws. For the purpose of incorporation, the designated Officers of the Chapter shall be the President, Vice President, Treasurer and Secretary.

Article VI: Board of Directors Responsibilities

The Board of Directors shall be responsible for the establishment, review and maintenance of Chapter policy and for the control, management and prudence of Chapter affairs, property and funds. The Board of Directors shall be comprised of:

1. The four (4) Officers of the Corporation as submitted to the Secretary of State of Missouri: President, Vice President, Treasurer, Secretary
2. The Chapter President shall preside as the Chairperson of the Board of Directors.
3. In addition to the Officers, there may be up to eight (8) Directors. These Directors may serve in various roles based on the current needs of the Chapter as determined by the Officers.
4. All Board Members shall serve for one Chapter fiscal year (July 1 – June 30) except the President of the Board whose term shall be for two Chapter fiscal years.
5. All Board Members must have been a Chapter and ASCM member for one year prior to serving on the board and must maintain current Chapter and ASCM membership status during the duration of their Board position.
6. No Board of Directors member shall receive any compensation or remuneration fees from the Chapter, directly or indirectly, for service as a Director.

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7. The President, or designee, shall be responsible for requesting Chapter members to serve on the Board of Directors, establishing the ballot, communicating the ballot to the membership, tallying the vote 30 days after publication, publishing the new Board of Directors prior to the end of the fiscal year (June 30) and installing the new Board of Directors at the first meeting of the new fiscal year.
8. Vacancies on the Board of Directors shall be filled by appointment by a majority vote of the total remaining authorized number of Directors. A Director so appointed shall hold office for the remainder of the vacant term.
9. A Director may be removed from the Board by two-thirds vote of the total authorized number of Directors, whenever, in the Board's judgment, the interests of the Chapter would be best served by so doing. Such action shall not be taken until the Director to be removed has been given sufficient opportunity to defend or explain his/her position.
10. Board members are required to make a good faith effort to attend all board meetings. The President, or designee, shall hold meetings no fewer than six (6) times per fiscal year and meetings may be in person, virtual via the internet or via conference calls. The President, or designee, is responsible for communicating with the Board the appropriate information to attend such meetings. Meeting notes are recorded and stored for the duration of the fiscal year.
11. One-half of the total authorized number of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by these Bylaws. Each Director of the Board shall be entitled to vote on all matters brought before the Board but shall have one vote only. Simple majority voting shall be exercised by the Board unless where otherwise noted in these Bylaws.
12. The Board of Directors may establish one or more ad hoc committees to fulfill Chapter needs as they deem necessary.

The Board of Directors shall consist of the four Officers (President, Vice President, Treasurer and Secretary) as submitted to the Secretary of State of Missouri. In addition, there may be up to eight (8) Directors. These Directors may serve in various roles based on the current needs of the Chapter as determined by the Officers.

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Section A. Duties and Responsibilities

President – The President shall be the principal Executive Officer of the Chapter and shall, in general, supervise and control all the business and affairs of the Chapter. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws. At time of signing, more than one officer of the Chapter must be present except for the Treasurer responsibilities as defined by these Bylaws.

Executive Vice President – In the absence of the President or in the event of the President's inability to act, the Executive Vice President shall perform the duties of the President. The duties of the Executive Vice President are delegated from the President.

Treasurer (a.k.a., Vice President of Finance) – Shall have charge, custody, and be responsible for all funds and securities of the Chapter received from any source whatsoever and shall deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories. The Treasurer shall be responsible for securing proper receipts and be responsible for making all disbursements of the Chapter monies. All records for the deposit or disbursement of funds are kept by this Director. An annual operating budget is sent to the Board of Directors for approval and monthly updates are published from this Director to the approved budget. This Director is responsible for ensuring all tax returns are completed and filed on a timely basis. Finally, insurance for the Chapter and its Board Members for activities of the Chapter are maintained by this Director. This Director signature must be on file with the banking institution for the Chapter.

Secretary – Shall record, publish and maintain all minutes of Board of Director meetings. This Director is responsible for the coordination and completion of any required Chapter filings with ASCM.

Other roles performed by Board Members may include but are not limited to:

Director of Education – Shall be accountable for all educational functions of the Chapter. This Director is responsible for the planning and administration of all education and training programs sponsored by the Chapter. This Director shall facilitate the support of student chapters and other academic relationships.

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Director of Programs – Shall be accountable for the planning, administration and recruitment for Chapter professional development events (meetings, seminars, tours, etc.). This Director is the primary contact for venues and support services for Chapter meetings and events.

Director of Membership – Shall be accountable for the planning, administration and maintenance of a current membership roster. This Director is also responsible for communication with new Chapter members and Members whose membership is soon to expire with the Chapter.

Director of Communications and Marketing – Shall be accountable for the planning, administration and execution of all Chapter internal and external communications and marketing activities, including but not limited to the Chapter website and social media communities.

Director of Corporate Engagement – Shall be accountable for the planning, administration and execution of the Chapter activities related to the outreach to business entities for the purpose of promoting ASCM education, programs and membership.

Director of Student Engagement – Shall be accountable for the planning, administration and execution of the Chapter activities related to the outreach to academic institutions and student for the purpose of promoting ASCM education, programs and membership.

Liaison to the Greater Kansas City Area – Shall represent the interests of the Chapter to the members and wider community in the Greater Kansas City area in the marketing and promotion of ASCM education, programs and membership.

Liaison to the Springfield/Ozarks Area – Shall represent the interests of the Chapter to the members and wider community in the Springfield, Missouri and surrounding Ozarks area in the marketing and promotion of ASCM education, programs and membership.

Article VIII: Spending Policy

With the introduction of debit cards to be used in support of chapter events and needs, the following spending policy was implemented.

For chapter officers holding a chapter debit card, receipts must be turned in for all expenses within 7 days of the recorded expense (scanned copy via email or mailed paper copy). For meal debit card expenses, an itemized receipt is required. If expenses are for multiple people (such as a board of director meeting meal), names of attendees and meeting purpose are required

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and can be noted on the back of the receipt. If purchases include alcohol, one drink per attendee is the maximum to be covered by the chapter. For debit card purchases that exceed \$200, an expense report is required. Advance notification to the Director of Finance is required for purchases over \$250. Debit cards may not be used for personal expenses or non-chapter related expenses. Any personal expenses that are made must be repaid to the chapter immediately. The offending cardholder must also relinquish his or her card. Any misuse of a debit card will result in the closing of the debit card facilitated by one of the chapter board members on the signature card of the account (President, Past President or Director of Finance).

Article IX: Chapter Meetings

The Chapter will hold meetings and communicate these meeting notifications to Chapter members and potential members in compliance with ASCM requirements. Meeting frequency and locations are reviewed by the Board annually.

The Chapter shall conduct meetings governed by the conduct outlined in the ASCM Code of Ethics.

Article X: Bylaws

These Bylaws shall not conflict with the Bylaws of ASCM. The Board of Directors, by two-thirds vote, shall be the authority for the interpretation of the Bylaws. The standing rules established by these Bylaws may be suspended temporarily by the Board of Directors based on two-thirds vote of the total authorized number of Board members.

Article XI: Chapter Books and Records

The Chapter shall keep correct and complete books and records of accounts, minutes of proceedings of all members, committee or Board of Directors meeting and membership roster giving the names and addresses of all Chapter members entitled to vote. All books and records of the Chapter may be inspected by any Chapter member in good standing or his/her authorized attorney, for any proper purpose at any reasonable time.

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The fiscal year for the Chapter is July 1 to June 30 for each calendar year.

Article XII: Dissolution

No member or private person shall share in the distribution of any of the Chapter's assets upon dissolution of the Chapter. Rather, on dissolution of the Chapter, any remaining funds and/or assets shall be distributed, on an unrestricted basis, to the ASCM Foundation or another charitable purpose as determined by the Board of Directors.

Article XIII: Indemnification

The Chapter shall, to the extent authorized by law, indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that her or she is or was director, officer, or employee of the Chapter, or is or was serving at the request of the Chapter as a director, officer, trustee, employee, partner, fiduciary agent, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against liability, including reasonable expenses, attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. The Chapter will not indemnify any person with respect to any matter unless that person acted in good faith in the reasonable belief that the action was in, and not opposed to, the best interest of the Chapter. The Chapter insurance will be of an amount agreed upon by the Board to serve as protection against any liability asserted to Chapter Director or Officer.

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Article XIV: Amendments to Bylaws

Section A: Proposals

Amendments to these Bylaws shall be proposed to the Board of Directors in writing. The Board of Directors shall review each such proposed amendment. Approval of these Bylaws requires two-thirds vote of the Board of Directors. The effective date for the revised, amended, or new Bylaws is the date of affirmative resolution by the Board of Directors. The President shall, in the Chapter's official publication, announce the Board of Director's action on proposed Bylaws amendments. Bylaws shall be reviewed annually by the Board of Directors.