

**Chicago Chapter
Society for Marketing Professional Services
Chapter Bylaws**

ARTICLE I – NAME

1.1 Name

The name of this not-for-profit corporation is the Chicago Chapter, Society for Marketing Professional Services. It is hereinafter referred to in these bylaws as the Chapter. The Chicago Chapter, Society of Marketing Professional Services is an authorized chapter of the Society for Marketing Professional Services, the national society. The national society is hereinafter referred to as the Society.

ARTICLE II – PURPOSES

2.1 Purpose

The purpose of the chapter is to promote the professional and educational advancement of persons engaged in marketing professional services to the built and natural environment.

ARTICLE III – MEMBERSHIP

3.1 Eligibility

Membership in the Society shall be available to all persons having an interest in marketing professional services in the built and natural environment and who recognize and comply with the Society's Articles of Incorporation, Bylaws, and Standards and Ethics. Membership in the Society is required for Chapter membership and Chapter membership is automatic upon obtaining membership in the Society.

3.2 Categories

Membership categories are regular, student and distinguished life, as defined in the Society's Bylaws.

3.2.1 **Regular membership** Regular membership in the Society is available to any individual who is engaged in marketing and business development for a firm that provides professional services involving the design, building, evaluation, legal, financial, and/or management processes required for creating and/or changing the built or natural environment; or any individual who provides such services to such firms.

3.2.2 **Student membership** Student membership in the Society is available to individuals enrolled in a full-time study program (12 credit hours or more) at an accredited post-secondary institution.

3.2.3 **Distinguished Life membership** Distinguished Life membership in the Society is automatically awarded to each President of the National Society upon completion of his or her term of office. In addition, the Society's National Board of Directors may award Distinguished Life membership to other individuals who have made extraordinary contributions towards enabling the Society to accomplish its purposes and goals.

3.3 Applications

Any individual desiring to become a member of the Society (and the Chapter) must apply on forms approved and supplied by the Society. Applications must be accompanied by dues and the member origination fees required for the first year of membership. Applications for membership shall be approved or denied by the Society's Executive Director.

3.4 Voting

- 3.4.1 Each Regular and Distinguished Life member shall have one vote in all matters to be voted on by the members. Student members shall have no voting rights.
- 3.4.2 Any Regular member who has failed to pay the applicable dues at the time of any Chapter election shall not be entitled to vote. Unless applicable Bylaws require otherwise, any action approved by the affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum of 30 percent are present shall be the act of the members. Proxy voting shall not be permitted.
- 3.4.3 All matters that require a vote of the membership at a meeting may be acted upon by written ballot sent by mail, by fax, or by e-mail or handed out in person at such meeting, as determined by the Board. Voting for the election of Directors and officers shall be by written ballot sent to each member.
- 3.4.4 Record Date for Voting. The date on which notice of the meeting is delivered shall be the record date for the determination of members entitled to vote at the meeting of members.

3.5 Dues

- 3.5.1 Each Regular and Student member shall be obligated to pay annual dues in an amount to be determined by the Society's Board of Directors. Any member who has failed to pay the dues by the membership expiration date shall be suspended and may not vote. Any member who has failed to pay the applicable dues for a period of sixty days (60) days after the date of expiration of their membership term shall be terminated from membership and may not participate in Chapter meetings or activities at the member rate.
- 3.5.2 Distinguished Life members shall be exempt from annual membership dues.

3.6 Meetings

- 3.6.1 **Annual Meeting** There shall be an annual meeting of the Chapter, to be held at a time and place to be determined by the Board, to hear reports concerning the conduct of the Chapter's activities and to conduct such other business as may properly come before the meeting.
- 3.6.2 **Special Meetings** A special meeting of the Chapter may be called by the Chapter President, a majority of the members of the Board or by written request of at least 30 percent of the Chapter membership.

3.7 Notice

Written notice of the time and place of the Annual Meeting or Special Meeting shall be sent to members at least thirty (30) days and not more than sixty (60) days in advance of the meeting. The Annual meeting and any Special Meeting must be held in the State of Illinois.

3.8 Quorum For Special and Annual Meetings

Thirty percent of members entitled to vote that are present, in person or by written ballot, at any Chapter meeting shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by these bylaws or by the Articles of Incorporation.

3.9 Membership List

The officer or agent having charge of membership records of the Chapter shall have available such records at the time and place of a membership meeting for the purpose of inspection by any member during the whole time of the meeting. Failure to comply with the requirements of this paragraph shall not affect the validity of any action taken at such meeting.

3.10 Termination of Membership

Any member who fails to comply with the Society's Bylaws or with its Standards and Ethics, in effect at the time, may be removed from membership provided in the Policies and Procedures adopted by Board.

ARTICLE IV – BOARD OF DIRECTORS**4.1 Number, Qualification, Powers**

- 4.1.1 The property, affairs and business of the Chapter shall be managed and controlled by its Board of Directors. The Board may by general resolution, delegate to officers of the Chapter such powers as are provided for in these Bylaws. The Directors and Officers are subject to the duties and responsibilities defined herein, in the Illinois Not-For-Profit Corporation Act of 1986 ("The Act") and common law.
- 4.1.2 The Board of Directors (sometimes referred to as the 'Board' and individual members thereof referred to as 'Director') shall consist of the individuals currently serving as the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President and at least six (6) members in good standing serving as Directors.
- 4.1.3 To be eligible for election as a Director, an individual must be a Regular or Distinguished Life member, must have been a member for a period of one year and must have served on a Chapter committee for one year. No individual may hold more than one Directorship at any time.
- 4.1.4 To be eligible for election as President-Elect, the individual must be a Regular or Distinguished Life member for one year, served as a Chapter committee chair, and served on the Chapter's Board for a minimum of one year.

- 4.1.5 To be eligible for election as Secretary or Treasurer, the individual must be a Regular or Distinguished Life member, must have been such a member for a period of one year and must have served on a Chapter committee for one year.

4.2 Election and Term The Board of Directors shall commence their terms of office on September 1.

- 4.2.1 The President, President-Elect, Secretary, Treasurer and the Immediate Past President shall serve as Directors.

- 4.2.2 The President-Elect shall be elected at large, shall serve in that office for one year, and shall automatically assume the office of President the subsequent year.

- 4.2.3 At the end of his/her one-year term, the President shall automatically remain on the Board for a one-year term as Immediate Past President.

- 4.2.4 The Secretary shall be elected at large for a two-year term and shall be elected in odd numbered years. The Secretary shall not serve more than two consecutive two-year terms.

- 4.2.5 The Treasurer shall be elected at large for a two-year term and shall be elected in even numbered years. The Treasurer shall not serve more than two consecutive two-year terms.

- 4.2.6 A Director shall be elected at large and shall serve a term of two years, with one-half standing for election each year. Term limit shall be two consecutive two-year terms. Should no eligible candidate(s) run for a vacating Director position, the current Director is eligible to continue in office for the following year.

- 4.2.7 **Nominations** The Nominations and Elections Committee shall issue a public call for nominations for available positions on the Board no later than March 1. Nominations may be made by Regular and Distinguished Life members (self-nominations are allowed) and must be received by the Nominations & Elections Committee by April 15th. All nominations must include the nominee's personal data, verification of eligibility, and a statement outlining the candidate's views on current Chapter issues and special areas of interest.

- 4.2.7.1 Individual nominations shall be screened and evaluated by the Nominations & Elections Committee according to parameters and procedures established by the Board. The committee will submit a nominations' report and a proposed slate of candidates to the Board.

- 4.2.7.2 Petition nominations shall automatically appear on the ballot if the candidate meets all requirements of the Board position being sought. Petition must be signed by a minimum of 30 percent of the chapter membership as of April 15th.

- 4.2.7.3 The Board shall approve a slate of candidates by a vote of two-thirds majority by May 1st. The Board may make changes to the slate recommended by the Nominations and Elections Committee.

- 4.2.8 **Balloting** A ballot with the slate of candidates approved by the Board and any petitioned nominations shall be submitted to membership by May 15th. If the ballots are distributed by facsimile or by email, the deadline for votes shall be 10 days later; if by first class mail, the deadline shall be twenty (20) days later; if by bulk mail, the deadline shall be 30 days later. Ballots must be kept for ninety (90) days after the deadline for votes.

4.3 Vacancies

- 4.3.1 **President** Should a vacancy occur in the office of the President, the President-Elect shall immediately assume the duties of the President for the remainder of the term and shall continue to serve as President in the subsequent term.
- 4.3.2 **President-Elect** Should a vacancy occur in the office of the President-Elect, the Board, by a two-thirds vote of the full Board by secret ballot, shall elect a person qualified to serve as President-Elect. If the vacancy was created by the early advancement of the former President-Elect to the office of President, then the person elected by the Board to the office of President-Elect shall serve in that capacity for the remainder of the current term and for the following one-year term. Otherwise, the newly elected President-Elect will automatically advance to the office of President at the completion of the current term.
- 4.3.3 **Secretary and Treasurer** Should a vacancy occur in the office of the Secretary or Treasurer, the Board, by a two-thirds vote of the full Board, shall elect a person qualified to serve as Secretary or Treasurer for the interim period until the next annual election.
- 4.3.4 **Directors** All vacancies in Directorships shall be filled by recommendations of the President and are subject to approval by the Board. Appointed Directors shall serve for the interim period until the next annual election.

4.4 Removal

A Director may be removed by the affirmative vote of two-thirds of the members present and voted, either in person or by proxy, at a meeting of the members. No Director shall be removed at a meeting of members entitled to vote unless the written notice of such meeting is delivered to all members entitled to vote on removal of Directors. Such notice shall state that the purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director(s) may be removed at such meeting.

4.5 Ineligibility

An Officer or Director who is no longer a Regular member shall be deemed to have resigned, effective upon the termination or expiration of the his/her membership.

4.6 Resignation

A Director may resign from the Board of Directors by written notice to the Board. Unless specified otherwise, the resignation shall be effective immediately upon receipt by the Board, and a resignation as a Director shall be deemed to also constitute resignation from office.

4.7 Meetings

The President shall set a time and place for Board meetings, which shall occur at least eight (8) times a year. Special meetings of the Board may be called by either the President or upon written request of one-half of the members of the Board. The President, or Directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board may be held at any location within or outside the State of Illinois.

4.8 Notice

Notice of time and place of each meeting of the Board shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing and delivered personally, by mail, by fax, by telephone or by e-mail addressed to the designated Director at such Director's most recent address, or faxed to the number as shown on the records of the Chapter. If mailed, faxed or emailed, such notice shall be deemed to be delivered upon receipt of such item. If notice is given by telephone or e-mail, it shall be deemed delivered, when the Director who is contacted has been spoken with directly or has returned receipt of the e-mail message. The business to be transacted at any special meeting of the Board must be specified in the notice of such meeting.

4.9 Quorum

The presence of a majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, unless at greater proportion is required by applicable law or these Bylaws.

4.10 Voting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or these Bylaws. Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents to such action shall be signed by all the Directors then in office and filed with the Secretary of the Chapter.

4.11 Conflict of Interest

Any possible conflict of interest on the part of a Director shall be disclosed to the Board and made a matter of record. Any Director having any possible conflict of interest on a matter shall not vote on such matter. Such Director may, however, be counted in determining quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations.

4.12 Limitation of Liability

A Director of the Chapter shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take action, unless:

- 4.12.1 the Director has breached or failed to perform duties of his/her office under the Articles of Incorporation; or Bylaws of the Chapter or the Society, or under relevant Illinois statutes (the Society's State of incorporation).
- 4.12.2 breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 4.12.3 These provisions shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

ARTICLE V – OFFICERS AND DIRECTORS

5.1 Officers and Directors Generally

The officers of the Chapter shall be a President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer, all of whom are Directors. Only Regular members or Distinguished Life members may serve as Officers and Directors of the Chapter. The officers shall each hold office until their successors are elected and have taken office. No individual may hold more than one office at one time.

5.2 President

The President shall be the principal officer of the Chapter and shall, consistent with policies established by the Board, exercise general oversight of its affairs, and of the Officers and Directors. The President shall preside at all meetings of the Chapter, of the Board of Directors, and of the Executive Committee; shall be principal spokes person for the Chapter; and with the approval of the Board shall appoint chairpersons required for Chapter committees (except the Finance and Nominations & Elections Committee); and in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board. The President may sign with the Secretary or any other officer of the Chapter authorized by the Board, any deed, mortgage, bond, contract or other instrument that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to another.

5.3 President-Elect

In the absence of the President, the President-Elect shall preside at meetings of the Chapter, the Board or the Executive Committee. When acting as President, the President-Elect shall have powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as may be assigned by the President or the Board.

5.4 Immediate Past President

The Immediate Past President shall serve as an advisor to the Board and shall be entitled to vote during meetings of the Board.

5.5 Secretary

The Secretary shall ensure that the minutes of Board meetings and the Executive Committee meetings as well as these Bylaws, and any policies and procedures approved by the Chapter and the Society are recorded and maintained in the permanent record of the Chapter. The Secretary shall be responsible for the annual renewal of the Chapter's Articles of Incorporation

as a not-for-profit corporation in the State of Illinois. The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

5.6 Treasurer

The Treasurer shall be responsible for management and distribution of all funds approved by the Board. S/he shall receive the Chapter's income; maintain its bank accounts; pay approved bills in a timely manner; manage the annual audit; and report on the financial status of the Chapter on a monthly basis to the Board and on an annual basis to the membership. S/he will also be involved in the development of an annual budget. The Treasurer shall serve as chair of the Finance Committee and be responsible for complying with all federal and state statutes required of a not-of-profit corporation and in general, the financial integrity and practices of the Chapter. The Treasurer shall perform any other such duties as from time to time may be assigned by the President or the Board.

5.7 Director

A Director shall serve as chair of a committee(s) responsible for the day-to-day execution of the chapter's operations, including facilitation of program development and educational training, recruitment, promotion, committee management and financial accountability.

ARTICLE VI – COMMITTEES

6.1 Committees in General

6.1.1 Standing Committees A majority of the Directors may establish such standing committees as the Board deems necessary or desirable, including, without limitation, the Executive Committee, the Nominations and Elections Committee, and the Finance Committee, each as described below and appoint Directors or such other persons as the Board designates to serve on the Committees. All standing committees shall include at least one Director. The Board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law.

6.1.2 Special Committees The Board may, by resolution, establish one or more special committees to advise the Board or the President in the performance of their duties. Special Committees are advisory only and have no authority to act on behalf of the Board. The chairperson of a special committee shall be appointed by the President subject to Board approval and members of the committee shall be appointed by the committee chairperson. All special committees and their members shall serve at the discretion of the Board.

6.1.3 Term Each member of a committee shall continue as such until the next annual Chapter meeting or until a successor is appointed, unless the committee (s) shall be sooner terminated, or unless such member resigns, or is removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.1.4 Quorum Unless otherwise provided in the resolution of the Board establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be

the act of the committee. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance that are consistent with these Bylaws or with rules adopted by the Board.

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

6.2 Executive Committee

The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer, with the President serving as chairperson. The Executive Committee may, subject to the provisions of Section 6.2.1, exercise the powers of the Board, when the Board is not in session, reporting any action taken to the Board at the Board's succeeding meeting.

- 6.2.1 The Executive Committee shall not have the authority of the Board with respect to the following matters:

- 6.2.1.1 amending, altering or repealing these Bylaws
- 6.2.1.2 electing, appointing, or removing any member of the Executive Committee or any Director or officer of the Chapter
- 6.2.1.3 amending the Articles of Incorporation of the Chapter
- 6.2.1.4 adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation
- 6.2.1.5 authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter
- 6.2.1.6 authorizing the voluntary dissolution of the Chapter or revoking proceedings therefore
- 6.2.1.7 adopting a plan for the distribution of the assets of the Chapter; and
- 6.2.1.8 authorizing expenditures in excess of amounts set forth in the annual budget of the Chapter as approved by the Board.

- 6.2.2 Meetings of the Executive Committee may be called at any time by the President or by any two members of the committee. Written notice of meetings of the Executive Committee shall be given at least seven (7) days before such meeting. Minutes of all Executive Committee meetings shall be prepared and presented to the Board within one month of the meeting, and reported at the next meeting of the Board.

6.3 Nominations and Elections Committee

- 6.3.1 The Nominations and Elections Committee shall consist of at least three (3) individuals including the President-Elect and two Regular or Distinguished Life members, each of whom has been a member of the chapter for three (3) years and who represents the diverse membership of the chapter. The President-Elect of the Chapter shall serve as committee chairperson and the other two members shall be appointed by the Board.
- 6.3.2 The committee shall actively seek candidates for the Board, evaluate the eligibility of any candidate, and conduct all elections for office according to procedures established by the Board of Directors.

6.4 Finance Committee

The Finance Committee shall consist of the President, President-Elect, Secretary and the Treasurer, with the Treasurer as chairperson. The Finance Committee shall be responsible for the general supervision of the Chapter's finances. It shall prepare and recommend the annual budget, provide for regular financial reports and the annual Chapter audit, and alert the Board to financial ramifications of the Board's decisions.

ARTICLE VII – ADMINISTRATOR OR STAFF

7.1 The Board may employ an individual to serve as an administrator for the Chapter, and shall fix the terms and conditions of such employment or contract.

ARTICLE VIII – DELEGATION OF AUTHORITY

8.1 The Board may authorize any Officer, Director or agent of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. No member or chapter Board may obligate the Society or act as its agent in any matter unless so authorized by the Board, and the Society is not responsible for any obligations incurred by any member or chapter, except as and to the extent so authorized.

ARTICLE IX – INDEMNIFICATION

9.1 The Chapter shall indemnify any person, and may purchase insurance, for any purpose and to the greatest extent authorized by law. However, no indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

ARTICLE X – DISSOLUTION

10.1 The Chapter may be dissolved by two-thirds vote of the members entitled to vote, in accordance with Section 105/112.15 of the Illinois Not-For-Profit Corporation Act. The Chapter shall be dissolved in compliance with the Act.

ARTICLE XI – MISCELLANEOUS

11.1 Fiscal Year

The fiscal year of the Chapter and the Society shall begin on the first day of September and end on the last day of August.

11.2 Waiver of Notice

Whenever any notice is required to be given to any Member, Officer or Director under the provisions of these Bylaws, the Articles of Incorporation, or the General Not-For-Profit Corporation Law of the State of Illinois, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any

meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

11.3 Use of Assets

The Chapter's funds and other assets shall be used only to accomplish its purposes and no part of those funds or assets shall inure to the benefit of, or be distributed to any member or employees of the Chapter, or to any other person having a personal or private interest in its activities.

11.4 Dissolution

Upon dissolution of the Chapter, any funds or other assets remaining after payment of all obligations of the Chapter shall be distributed to the national Society for Marketing Professional Services.

11.5 Robert's Rules of Order

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

11.6 Use of Logo

Use of the Society's and Chapter's logos is authorized only for those members and employees of the Society and Chapter conducting official business of the Society or Chapter and must conform to appropriate use of the logo as outlined in the Society's Policies and Procedures.

11.7 Books and Records

The Chapter shall keep complete and correct books and records of accounts, minutes of proceedings of members. Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered office or principal office a record giving the names and addresses of its members entitled to vote. All books and records may be inspected by an member entitle to vote, or that member's agent or attorney of any proper purpose at any reasonable time.

11.8 Nonliability of Members

The members shall not be personally liable for any debts or obligations of the corporation.

ARTICLE XII –AMENDMENTS

12.1 Amendments

Upon the recommendation by majority vote of the full Board of Directors currently in office, a majority of the members of the chapter present and entitled to vote at any meeting of members may vote to amend, alter, repeal or adopt new Bylaws, provided the notice of any proposed amendment or a summary thereof shall have been given to each member no less than thirty (30) days prior to the date of the meeting, and such proposed amendment has received the prior approval of the National Society.