

**BYLAWS
OF
SOCIETY FOR INFORMATION MANAGEMENT**

ARTICLE I

Purpose

Section 1. PURPOSE. The Society for Information Management (the "Society") is organized to provide international leadership and education in the successful management and use of information technology to achieve business objectives.

ARTICLE II

Offices

Section 1. SOCIETY OFFICE. The Society office shall be at an address to be determined and published by the Board of Directors, hereafter referred to as the Board of Directors.

ARTICLE III

Membership

Section 1. MEMBERSHIP QUALIFICATIONS. Membership in the Society is in accordance with the established SIM membership policy and the membership policy of the appropriate Chapter that a member belongs to.

Section 1. APPLICATION FOR MEMBERSHIP. Applications for membership in the Society shall be either submitted to the staff of the Society on such forms as shall be approved from time to time by the Board of Directors, or to the appropriate Chapter. An invitation to join the Society will be extended to applicants based upon the qualifications of the applicants as described in Section 1 above. Upon membership acceptance by a Chapter, a member is responsible for national and Chapter dues.

Section 2. RIGHTS AND LIABILITIES OF MEMBERS. The members of all types shall have the same rights and privileges. The members shall not be liable for the debts or obligations of the Society. No member shall receive compensation for services rendered to the Society except as approved by the Chief Executive or the Treasurer, but in limited cases a member may be reimbursed for expenses, including overhead, reasonably incurred on behalf of the Society.

Section 3. REVOCATION OR SUSPENSION OF MEMBERSHIP. Membership may be revoked or suspended by the Society if any member is determined by the Board of Directors to have acted in a manner detrimental to the purpose of the Society, as set forth in these Bylaws, or any other rules or codes of ethics and practices that may be adopted by the Society from time to time. A revocation of membership by a Chapter Board of Directors for that Chapter's member will be effective to revoke the

member's responsibility for both national and Chapter dues. A Chapter may revoke a membership only for that Chapter's member.

Section 4. MEMBERSHIP YEAR. The membership year for all classes of members shall be from January 1 to December 31.

ARTICLE IV

Meeting of Members

Section 1. ANNUAL MEETINGS. The annual meeting of the members shall generally be held during the period of the annual conference of each year or at any other time and location as the Board of Directors may by resolution determine for the purpose of transacting such business as may come before the meeting. The election of officers and members of the Board of Directors shall be conducted by any means permitted by applicable law as set forth in Article VI, Section 3.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called by the Chief Executive or the Board of Directors. Such a meeting shall be called when requested in writing by a majority of the members. Any such request shall state the purpose or purposes for which the special meeting is called. The business transacted at any special meeting shall be limited to the purpose or purposes stated in the notice referred to in Article IV, Section 4.

Section 3. PLACE OF MEETING. Meetings of members shall be held at such a place as may be designated by the Board of Directors or by the officers calling such meeting.

Section 4. NOTICE OF MEETING. Notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than sixty (60) days before the date of the meeting. Notice may be delivered by any means permitted by applicable law.

Section 5. QUORUM. Members representing ten (10) percent of the current membership of the Society entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of members for the transaction of business except as otherwise provided by statute or by the articles of incorporation. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At the reconvening of such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. MEETING PROCEDURE. In transacting official business, the rules of parliamentary procedure shall govern all meetings of members of the Society.

Section 7. VOTING. At all meetings of the Society, each member, shall be entitled to one vote either in person or by proxy executed in writing by the member or the member's duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. When a quorum is present at any meeting, the vote of a majority of the members present or represented by proxy shall be necessary for the adoption of any matter.

In all elections of officers and members of the Board of Directors, each member shall be entitled to one vote conducted pursuant to Article VI, Section 3. There shall be no cumulative voting.

ARTICLE V

Board of Directors

Section 1. GENERAL POWERS AND DUTIES. The Board of Directors, as hereinafter constituted, shall fulfill the following purposes

- a. To develop the Society's direction; strategy and strategic plans; vision; mission; and operating values;
- b. To set policy and develop practices governing the Society;
- c. To create the Society's financial structures and practices, including budgets, investment policies, resource allocations, revenue sources, and fund decisions;
- d. To oversee the Society's executive management
- e. To advise and approve or reject the Board Development Committee's recommended slate of candidates for the Board of Directors;
- f. To approve and revoke chapter charters and alliance agreements by simple majority; and
- g. To exercise all powers granted to a board of directors under Illinois law.

Section 2. REGULAR MEETINGS. The regular meeting of the Board of Directors shall be held without other notice than this bylaw, both in person and remotely, at a time and place suitable to the Board of Directors, by any reasonable means deemed suitable,

Section 3. SPECIAL MEETINGS. Special meeting of the Board of Directors may be held at any time on the call of the Chair or at the request in writing of any two (2) members of the Board of Directors.

Section 4. NOTICE OF SPECIAL MEETING. Notice of each special meeting shall be by any means permitted by applicable law by the Chief Executive at the direction of the Chair to each member of the Board of Directors addressed to the member at the member's residence or usual place of business at least ten (10) days before the day on which the meeting is to be held. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. QUORUM. The presence of one-half of the total number of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the members of the Board of Directors present may adjourn the meeting to a day certain. The Chief Executive shall give all absent members of the Board of Directors five (10) days' notice of such adjourned date. The Board of Directors members present, on such adjourned date, shall constitute a quorum for the purposes of conducting business, provided that in no event shall a quorum consist of less than one third of the whole Board of Directors.

Section 6. VOTING. The act of the majority of the members of the Board of Directors present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the articles of incorporation or these bylaws.

Section 7. INFORMAL AND OTHER ACTION BY BOARD OF DIRECTORS. Any action which is required to be taken, or which may be taken, at any meeting of the Board of Directors, may be taken without a meeting if a consent in writing, either via mail or electronically, setting forth the action so taken, shall be signed by all members of the Board of Directors then in office. Such consent shall have the same force and effect as a unanimous vote of all the members of the Board of Directors. Telephonic, electronic, and other means of communication may be utilized for meetings and votes of the Board of Directors to the extent permitted by law.

ARTICLE VI

Officers and Members of Board of Directors

Section 1. DIRECTORS AND OFFICERS. The Officers of the Society shall be a Chair; Vice Chair; Chair Emeritus; Secretary; and Treasurer. The directors of the Board are the Officers and a minimum of four and a maximum of eight other directors, as is determined from time to time by the Board, with at least four of the directors as designated chapter representatives. The Chief Executive shall serve as a non-voting member of the Board. New directors and officers shall be elected by the members annually to fill positions vacated due to term limits and each director or Officer so elected shall hold office until his successor has been elected and qualified. The Chair, Vice Chair, and Chair Emeritus shall serve a two-year term in a particular role. The Secretary, Treasurer and other directors shall serve in a three-year term in a particular role. At the end of the Vice Chair's term, and with the approval of the Board of Directors, the Vice Chair will become the Chair. At the end of the term of the Chair, the Chair will become the Chair Emeritus.

In order to be qualified for election, the Vice Chair must be a current Director of the Board of Directors. An Officer or director must be a member of the Society in good standing, and must remain so during the term of office.

Section 2. ELECTION. Elections shall be held annually to fill any positions which would be vacated at the start of the next year. Members of the Society shall vote annually on candidates for each officer position left vacant due to term expirations or resignations with the exception noted in Article VI Section 1 for the Chair and Chair Emeritus roles. The Chief Executive shall cause ballots to be sent by any means permitted by applicable law to each member of the Society not later than the 15th of November of each year. All such ballots shall be returned no later than the 15th of December to be counted in the election. Each office on the Board of Directors shall be filled by the candidate receiving a plurality of affirmative votes cast for the position. Any vacancy caused by the failure of a candidate to receive sufficient affirmative votes shall be filled by the other elected officers, acting as the Board of Directors.

Section 3. NOMINATION. The Board Development Committee shall annually nominate a candidate for each vacant office and present the slate of candidates to the Board of Directors for approval. After a slate has the approval of the Board of Directors, it shall be presented to the membership in accordance with Section 3.

Nominations may also be made by petition of at least fifty (50) members of the Society submitted to the Board of Directors not later than the first day of August preceding each annual election. The Board of Directors shall present all such nominations to the membership.

Section 4. REMOVAL. Any Officers of the Society may be removed by the Board of Directors, whenever in its judgment the best interests of the Society will be served thereby, by the vote of a majority of the members of the Board of Directors.

Any member of the Board of Directors who is absent from three (3) consecutive meetings of the Board of Directors may be removed by the vote of a majority of the members of the Board of Directors. Any member of the Board of Directors may be removed either for or without cause by the vote of a majority of the voting members of the Society.

Section 5. RESIGNATIONS. Any member of the Board of Directors may resign at any time by giving written notice to the Chair or Secretary of the Society. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES. Any vacancy occurring in the Board of Directors, for any reason, may be left vacant or may be filled by appointment by the Chair with the approval of the Board of Directors. If at any time the Chair cannot serve, the Vice Chair will assume the role of Chair for the remainder of the original term of the Chair. The Board of Directors may select a replacement Officer or director by simple majority of the Board of Directors.

Section 7. DUTIES OF THE Chair. The Chair shall be the lead director of the Board of Directors and the Chief Volunteer Officer of the Society. The Chair shall perform all duties that pertain to the office of Chair and that may be assigned by the Board of Directors. In furtherance, but not in limitation of his or her office, the Chair's primary duties shall be to:

1. Call and preside over all Board of Directors meetings and all meetings of the members of the Society.
2. Provide leadership for the strategic planning process.
3. See that all orders and resolutions of the Board of Directors are carried into effect.
4. Execute the bonds, mortgages, and other contracts requiring the seal of the Society.
5. Superintend all other officers of the Society and see that their duties are properly performed.
6. Submit a report of the operations of the Society for the preceding year to the members annually, and from time to time report to the Board of Directors on all matters within the Chair's knowledge which the interests of the Society may require brought to their notice.
7. Formally evaluate the performance of employees charged with the responsibility of managing the Society's operations and informally evaluate the effectiveness of the Board members.

Section 8. DUTIES OF THE Treasurer. The Treasurer shall be the Financial Officer of the Society, shall fulfill the duties of Treasurer under Illinois law, and shall perform all duties that pertain to the office of Treasurer that may be assigned by the Chair and Board of Directors. In furtherance, but not in limitation of his or her office, the Treasurer's primary duties shall be to:

1. Serve as Chairperson for the Finance Committee of the Board.
2. Oversee the development and observation of SIM's financial policies.
3. Ensure the appropriate procedures are in place and followed to supervise and keep full and correct account of all receipts and disbursements of SIM.
4. Deposit the funds of SIM in such financial institutions as may be designated by the Policy Governance Board.
5. Oversee the investments of SIM's funds in accordance with such policies and procedures as may be established by the Policy Governance Board.
6. Keep the Policy Governance Board regularly informed, or upon request, of key financial events, trends, concerns and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion.
7. Prepare and present to the Policy Governance Board, prior to its annual meeting, an annual budget for SIM.
8. Furnish at the expense of SIM, a fidelity bond approved by the Policy Governance Board in such sum as the Policy Governance Board shall prescribe.
9. Cause the conduct of an annual audit of all SIM accounts, at the expense of SIM, by an independent Certified Public Accountant approved by the Policy Governance Board.
10. Supervise new ventures and alliance agreements and terms.

Section 9. DUTIES OF THE Secretary. The Secretary shall foster communication and diligence through proper management and utilization of important records of SIM. The Secretary must be knowledgeable of SIM's records and related materials, providing advice and resources to the Board of Directors on topics such as governance issues, amendments to applicable state and federal laws, and the like, that will assist them in fulfilling their fiduciary duties. In furtherance, but not in limitation to his or her office, the Secretary's primary duties shall be to:

1. Ensure that full minutes of all meetings of the members and Board of Directors are recorded and kept in a book designated for that purpose.
2. Give, or cause to be given, notice of all meetings of the Board of Directors.
3. Send the ballots by any means permitted by applicable law, for the annual election and all other ballots required from time to time for votes of the membership or board of directors.
4. Maintain in current form the Bylaws of the Society.

5. Serve as SIM's "Custodian of Records" ensuring that the records are maintained as required by law and made available when required to authorized persons. These records may include founding documents (e.g., articles of incorporation), lists of directors, board and committee meeting minutes, financial reports, and other official records.
6. Maintain a current library of SIM's national policy and procedures
7. Maintain custody of SIM's corporate seal and affix the same to all papers and documents whenever the seal shall be required to be so affixed.
8. Assume responsibilities of the chair in the absence of the Board Chair and Vice Chair.
9. Serve as the registered agent for SIM. This entails being the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

Section 10. DUTIES OF THE Vice Chair. The Vice Chair shall be prepared to support the occupant of the office of Chair in any and all duties of that office. The Vice Chair will become lead director and chief volunteer officer of the Society, provided he or she is elected through standard member election procedures. The Vice Chair shall spend his or her term becoming familiar with the duties that pertain to the office of Chair and other duties that may be assigned by the Board of Directors and/or Chair. In furtherance, but not in limitation of his or her office, the Vice Chair's primary duties shall be to:

1. Assist the Chair with the general duties of that office;
2. Perform any and all duties assigned to him or her by the Board of Directors and/or Chair;
3. Prepare to fill the office of Chair during the term following his or her term as Vice Chair;
4. Be a voting member of the Board Development Committee;
5. Carry out the duties of the Chair if the Chair is unable to fulfill his/her obligation

Section 11. DUTIES OF THE Chair Emeritus. The Chair Emeritus will lead the Board Development Committee and perform any and all duties assigned to him or her by the Board of Directors and/or Chair.

Section 12. DUTIES OF OTHER DIRECTORS. The number, titles and duties of other Directors not detailed in this Article VI shall be determined from time to time by the Board of Directors.

ARTICLE VII

HEADQUARTERS

Section 1. EXECUTIVE HEADQUARTERS. The Society Executive Headquarters will be the office of record designated by the Chief Executive and the Chair.

Section 2. CHIEF EXECUTIVE. The Chief Executive, and any other agent under contract with the Society for the purpose of managing operations, will be appointed by the Chair, with the consent and approval of the Board of Directors. The Chief Executive will perform all administrative management and coordinate supporting services for the Society as prescribed by the Board. The Chief Executive shall serve as an ex-officio, non-voting member of the Finance Committee, the Board of Directors, the Management Council, and other Board committees. The Chief Executive will be directly responsive to the Board of Directors except in respect to any duties which have been delegated to another officer or agent of the Society, at which time the Chief Executive will be directly responsible to that officer or agent.

ARTICLE VIII

Chapters

Section 1. ELIGIBILITY FOR CHARTER. Any group of individuals, including one or more Society members, interested in the objectives of the Society, and who work or reside in any location of the world not now served by an existing Chapter, may petition the Board of Directors for a charter to form a

Chapter. Upon review and recommendation by the Board of Directors, a charter may be granted to the Chapter.

Section 2. CHARTERED CHAPTER CONCEPT. Each Chapter shall be established by its members as a legal entity, separate and apart from the Society for all purposes, which shall govern itself and its activities to satisfy the special needs of its members. A Chapter shall not be deemed to be a subsidiary or division of the Society for any purpose. Chapters shall be organized and operated in a manner consistent with these bylaws and any other Society policies and procedures.

Section 3. CHAPTER GOVERNMENT. Each Chapter shall adopt its own governing instruments and bylaws, and shall establish its own governing body. Each Chapter shall be solely responsible for its debts and liabilities, and for fulfilling all requirements imposed by governmental authorities, including report and tax return requirements. Chapters shall not be responsible for the debts or liabilities of the Society, or for fulfilling requirements of the Society imposed by governmental authorities.

Section 4. CHAPTER REVOCATION. The Board of Directors shall have the right to revoke the charter of any Chapter if Chapter activities do not conform to the purpose and activities of the Society as set forth in these bylaws, or the Chapter becomes inactive as determined by the Board.

Section 5. REPORTS. The Board of Directors may establish a requirement from time to time upon Chapters to report such matters as, but not limited to, financial condition, membership, programs, policies and procedures. Such recurring or one time reports would be received by the Society's Secretary or its designee on behalf of the Board of Directors.

Section 6. MEMBERSHIP. Each Chapter member must be a member of the Society.

ARTICLE IX

Committees

Section 1. STANDING COMMITTEES. There shall be four standing committees:

1. **Board Development Committee.** The Board Development Committee shall consist of the Chair Emeritus, who shall lead the Committee, Vice Chair, Chief Executive, an additional member of the Board, two other members of the Society appointed by the chair, and three chapter leaders selected by the Chair and the Chief Executive. The Board Development Committee shall carry out its responsibilities as described in Article VI of these bylaws.
2. **Finance Committee.** The Finance Committee shall consist of the Treasurer, who shall lead the Committee, the Chief Executive, and three other members appointed by the Treasurer and the Chair. This Committee shall assist the Treasurer in fulfilling his or her duties as described in Article VI of these bylaws.
3. **Personnel Committee.** The Personnel Committee shall consist of the Chair, who shall lead the Committee, the Vice Chair, Chair Emeritus, and the Treasurer. This committee shall provide the Board of Directors with recommendations regarding the hiring, firing and compensation structures for executive management positions.
4. **Executive Committee.** This Committee is composed of the Chair, Vice Chair, and Chair Emeritus. The Committee is responsible for ensuring that the Board operates smoothly and effectively. There is no explicit decision-making authority of the Executive Committee.

Section 2. SELECT COMMITTEES. Each Director may appoint select volunteer and staff teams, not having or exercising the authority of the Board of Directors, to aid and assist the Director and the Board of Directors in the management of the affairs of the Society. Other teams may be established by majority vote of the Board of Directors. Select committees must include at minimum two Board members and serve for periods as determined by the Board of Directors or Officer who appointed them.

Section 3. POWERS OF COMMITTEES. Except as otherwise provided in these bylaws, all Committees shall submit their reports to the Board of Directors and no Committee shall take any action to commit the Society as to policy, except as such power may be delegated to it by the Board of Directors. The Committee members attending a duly called meeting of any Committee shall constitute a quorum.

ARTICLE X

Dues

Section 1. ANNUAL DUES. Annual dues for each class of membership will be approved by the Board of Directors.

Section 2. PAYMENT OF DUES. Dues for members of all classes shall be payable at the time of acceptance of application for membership and annually thereafter on the first of January of each year. New memberships shall be effective immediately following acceptance of application.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of more than 90 days from the date on which such dues become payable, the membership may thereupon be terminated.

ARTICLE XI

Property and Investments

Section 1. PROPERTY. All property, whether real, personal or mixed, received by the Society by bequest, devise, gift, grant or otherwise, shall be held by the Society or disposed of by it on such terms and conditions not inconsistent with the articles of incorporation, as the Board of Directors shall determine.

Section 2. INVESTMENTS. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Society may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds.

ARTICLE XII

Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and any Committee having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. A financial audit should be conducted at least annually.

ARTICLE XIII

Financial Administration

Section 1. FINANCIAL RESPONSIBILITIES. The Board of Directors shall have authority to prescribe such policies as it deems appropriate to assure adequate budgetary and financial controls for the Society. Approval of the budget by the Board of Directors shall constitute authority for responsible officials of the Society to obligate funds as provided in the budget.

Section 2. DEPOSITORIES. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 3. CHECKS, DRAFTS, NOTES, ETC. All checks, or other orders for the payment of money and all notes or other evidences of indebtedness issued on the name of the society shall be signed by such officer or officers, agent or agents, of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. DISSOLUTION. In case of dissolution of the Society and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall be distributed in such a manner as the Board of Directors may determine and direct, and in every case the decision and determination of the Board of Directors shall be final and conclusive upon all persons in any way interested.

Section 5. FISCAL YEAR. The fiscal year of the Society shall end on the thirty-first day of December of each year. The terms of Officers and Board members shall conform to the fiscal year.

ARTICLE XIV

Miscellaneous Provisions

Section 1. CORPORATE SEAL. The Corporate Seal of the Society shall be circular in form, bearing the name of the Society and the word "Illinois" in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 2. WAIVER OF NOTICE. Whenever any notice is required to be given by law, the articles of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

ARTICLE XV

Amendments

These bylaws may be altered, amended or repealed, and new and other bylaws may be adopted by resolutions duly adopted by a majority of the Board of Directors presented in person or in writing at a duly constituted meeting of the Board of Directors.

ARTICLE XVI

Indemnification of Officers and Directors

Section 1. POWER TO INDEMNIFY. The Society shall have the power to indemnify any person who is or was a director, officer, incorporator, employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted by law.

Section 2. LIABILITY INSURANCE. The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, incorporator, employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, incorporator, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against such liability asserted against him or her and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person against such liability.