

BYLAWS
MICHIGAN Chapter
The Society for Marketing Professional Services

ARTICLE I – NAME

1.1. Name. The name of this not-for-profit corporation is the Michigan Chapter of the Society for Marketing Professional Services. It is hereinafter referred to on these bylaws as the Chapter. The national society is hereinafter referred to as the Society.

ARTICLE II - PURPOSE

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 described by the Society's bylaws.

3.2.1. 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, evaluation, legal, financial and/or, management processes required for creating and/or changing the built or natural environment; or any individual who provides services to such firms.

3.2.2. 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 in the Society is automatically awarded to each President of the Society upon completion of his or her term of office. In addition, the Society Board of Directors may award Distinguished Life membership to other individuals who have made extraordinary contributions towards enabling the Society to accomplish its purpose and goals. Distinguished Life members shall be exempt from payment of membership dues.

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 membership origination fee for the first year of membership.

Applications for membership shall be approved or denied by the Executive Director or his or her designee.

3.4. Voting.

3.4.1. Each Regular or Distinguished Life member of the chapter 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 meeting shall not be entitled to vote. Unless applicable law requires 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 an act of the members. Proxy voting shall not be permitted.

3.4.3. All matters, other than the election of directors and officers, to be submitted to members for a vote at a meeting of members may be acted upon by written ballot sent by mail, sent by fax, in person at such meeting, or by written ballot sent by mail and in person, as determined by the Chapter Board of Directors. Voting for the election of directors and officers shall be only by written ballot.

3.5. Dues.

3.5.1 Each Regular and Student member shall be obligated to annually pay dues in an amount as determined by the Society Board of Directors from time to time. Any member who has failed to pay the applicable dues by the date the membership expires shall be suspended and may not vote. Any member who has failed to pay the applicable dues for a period of sixty (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 fee.

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 Chapter Board of Directors, 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 a majority of the members of the Board of Directors or by written request of at least 30 percent of the members. Meetings of members may be held at any place within or outside the State of Michigan, and the call for the meeting shall state its purpose of purposes.

3.7. Notice. Written notice of the time and place of the Annual Chapter Meeting or Special Meeting shall be mailed at least twenty (20) and not more than sixty (60) days in advance of the meeting.

3.8. Quorum. Thirty percent of members entitled to vote who 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 the Articles of Incorporation or by these Bylaws.

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 as provided in the Policies and Procedures adopted by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

4.1. Number, Qualifications, Powers

4.1.1. The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter such powers as are provided for in these Bylaws.

4.1.2. The Board of Directors (sometimes referred to as the “board” and individual members thereof referred to as “director” or “directors”) shall consist of the individuals currently serving as the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and the six (6) Directors at Large. Each Board member will serve as a Chair or Co-Chair of one or more Chapter Committees.

4.1.3. To be eligible for election as a Director at Large, an individual must be a Regular or Distinguished Life member, must have been such a member for one (1) year and have served on a Chapter Committee as of the date of the meeting at

which the results of the election are to be announced. 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 have served on the Board of Directors for at least one year.

4.1.5. To be eligible for election as Secretary or Treasurer, the individual must meet the requirements of paragraph 4.1.3.

4.2. Election and Term. All directors shall commence their terms of office on September 1.

4.2.1. The President, President-Elect, Secretary, Treasurer and Immediate Past President shall serve as directors by virtue of the office he or she holds. These directors shall serve until they no longer hold their respective offices.

4.2.2. The President-Elect shall be elected at large, shall serve in the office for one year and shall automatically assume the office of President in the subsequent year. At the end of his/her term as President, the individual shall automatically remain on the Board of Directors for a one-year term as Immediate Past President.

4.2.3. The Secretary shall be elected at large for a one-year term. Term limit shall be three consecutive one-year terms.

4.2.4. The Treasurer shall be elected at large for a two-year term and shall be elected in even numbered years. Term limit shall be two (2) consecutive two-year terms.

4.2.5. The Six (6) Directors at-Large shall be elected for a two-year term. Three (3) shall be elected in even numbered years and three (3) shall be elected in odd numbered years. Term limit shall be two (2) consecutive two (2) year terms.

4.2.6. Nominations. No later than March 1 of each year the Nominations and Elections Committee shall issue a call for nominations for available positions on the board. Nominations may be made by individuals (self-nominations are allowed) or by petition and must be received by the Nominations and Election Committee by April 15. 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.

4.2.6.1 Individual nominations shall be screened and evaluated by the committee according to parameters and procedures established by the Chapter Board of Directors and a slate of candidates selected that the committee believes represents the best balance for the board.

4.2.6.2 Petition nominations shall automatically appear on the ballot (along with the slated candidates) if the candidate meets all requirements of the board position being sought. Petitions must be signed by a minimum of 30 percent of the chapter membership as of April 15.

4.2.7. Balloting. A ballot with the slate of candidates determined by the Nominations and Elections Committee and any petition nominations shall be submitted to the membership by May 15. If the ballots are distributed by facsimile, deadline for votes shall be 10 days later; if by first class mail, deadline shall be 20 days later; if by bulk mail, deadline shall be 30 days later.

4.3. Vacancies. Subject to the qualifications in 4.1., all vacancies on the Board of Directors shall be filled by appointment by the President subject to approval by the Board of Directors. If someone has run for a board position in the most recent election, they shall be given first consideration.

4.4. Removal. A director may be removed from office for cause shown by a vote of the Chapter membership at a special meeting. A majority of directors currently in office may remove any director who fails to attend two meetings in a row, or for just cause.

4.5. Ineligibility. A director who is no longer a Regular member shall be deemed to have resigned, effective upon the termination or expiration of the membership.

4.6. Resignation. A director may resign from the Board of Directors by written notice to the board. Unless another time is specified in the notice, a director's resignation shall be effective upon receipt by the board, and a resignation as a director shall be deemed to also constitute resignation from the office.

4.7. Meetings. The President shall set the time and place of the regular meetings of the board, which shall occur at least eight times a year. Special meetings of the Board of Directors may be called by either the President or upon the written request of one-half of the members of the Board of Directors. The President, or directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of Michigan. Any director may participate in any meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

4.8. Notice. Notice of time and place of each meeting of the Board of Directors shall be given at least fourteen (14) days prior to the date of a regular meeting and at least four (4) days prior to the date of a special meeting. Notice shall be in writing and delivered personally, by mail, by facsimile transmission or by telephone. If mailed or faxed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, 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 notice

is given by telephone, it shall be deemed delivered when the director who is contacted has been spoken with directly. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

4.9. Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, unless a greater proportion is required by applicable law or by 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 or Directors, unless the act of a greater number is required by law or by 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 conflict of interest on the part of a director shall be disclosed to the Board of Directors 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 a 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 or any nature including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take any action; unless:

4.12.1. the director has breached or failed to perform the duties of his or her office under the Articles of Incorporation; or Bylaws or the Chapter or the Society, or under relevant Michigan statutes or applicable state statutes;

4.12.2. the 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

5.1. Officers Generally: Election. The officers of the Chapter shall be a President, a President-Elect, a Secretary, and a Treasurer. Only Regular members or Distinguished Life members may serve as officers of the Chapter. The President and President-Elect shall each hold office for a term of one year or until their successors are elected and have taken office, provided that the President-Elect shall automatically become President on September 1. The Secretary shall hold office for a term of one year or until his/her successor is elected and has taken office. The Treasurer shall hold office for two years or until his/her successor is elected and has taken office. The Treasurer shall be elected in even numbered years. No more than one office may be held at one time by the same individual.

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

5.4 Secretary. The Secretary shall ensure that the minutes of meetings of the membership, the board, and Executive Committee are recorded and maintained in the permanent record of the Chapter and in general, perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned by the President or the Board of Directors.

5.5 Treasurer. The Treasurer shall coordinate the development of the annual budget, oversee the financial integrity of the Chapter, assure the production of regular financial reports and an annual audit, handle banking tasks, serve as Chairperson of the Finance Committee, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors.

ARTICLE VI – COMMITTEES

6.1. Committees in General

6.1.1. Standing Committees. The board may, by resolution, establish such standing committees as the board deems necessary or desirable (“standing committee”), including, without limitation, the Executive Committee, Finance Committee and the Nominations and Elections Committee, each as described below. 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 (“special committees”) to advise the board or the President in the performance of their duties. No special committee may have or exercise any authority of the board to manage the business and affairs of the Chapter. The chairperson of a special committee shall be appointed by the President subject to board approval and members of the committees 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 shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee may be removed for any or no cause by a majority vote of the Board of Directors.

6.1.4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a 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 not inconsistent with these Bylaws or with rules adopted by the Board or Directors.

6.1.5. Vacancies. Vacancies in the membership of any committee any 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 of Directors 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 of Directors 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 of Directors

6.2.2. Meetings of the Executive Committee may be called at any time by the chair of the committee or by any two members of the committee. Written notice of meetings of the Executive Committee shall be given at least four (4) days before such meetings. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors 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 individuals, each of whom has been a member of the Chapter for at least two (2) years, and who represents the diverse membership of the Chapter. The co-chairs of the committee shall be the President-Elect and immediate Past-President of the Chapter who shall appoint the other members, subject to approval of the Board of Directors.

6.3.2. The committee shall actively seek candidates for the Board of Directors, evaluate the eligibility of any nominee or 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, the President-Elect 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. Administrator. The Board of Directors 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 of Directors may authorize any officer or agent of the Chapter, in addition to the officers authorized by these Bylaws, 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, 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. Indemnification. 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 after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

ARTICLE X – MISCELLANEOUS

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

10.2. Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of these Bylaws, the Articles of Incorporation, or the General Not-For-Profit Corporation Law of the State of Michigan, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

10.3. 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 or, be distributed to, any members or employees of the Chapter, or any other person having a personal or private interest in its activities.

10.4. 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. If the National Society no longer exists, then distributions will be made to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization(s) to be selected by the Board of Directors.

10.5. 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.

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

ARTICLE XI – AMENDMENTS

11.1. Amendments. Upon the recommendation of a majority vote of the entire Chapter 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 amend, alter, repeal or adopt new Bylaws, provided that notice of any proposed amendment or a summary thereof shall have been given to each member not 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 Board of Directors.