

ARTICLES OF INCORPORATION
SIM San Diego Chapter

ARTICLE I

The name of this corporation shall be: SIM San Diego Chapter.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The purpose of the corporation shall be: To promote and foster the development of information Technology for the improvement of management performance. The corporation will serve itself as a cohesive group with a common voice in regards to its interests. This corporation shall be NOT FOR PROFIT.

ARTICLE IV

There shall be 5 members of the initial Board of Directors of the corporation. The names of the persons who serve as Directors until the first election thereof are as follows:

Chapter President - Yasmin Shah (Tech Coast Angel Investor and Independent IT Executive Consultant)
Vice President - Paul Peabody (Chief Information Officer at Palomar Pomerado Health)
Membership Chair - Barb Munro (Co-founder, Partner at The Carrera Agency)
Treasurer - Collin Black (VP Global Operations and Chief Information Officer at Cymer)
Program Chair - Steve Phillpott (Chief Information Officer at Amylin Pharmaceuticals)

The manner of election of directors shall be stated in the by-laws.

ARTICLE V

The affairs of the corporation are to be made by a President, Vice-President, Secretary, and Treasurer and such other officers as determined by the board of directors.

Such offices will be elected by the Board of Directors annually at the established annual meeting of the corporation or such other meetings as are called to determine same, said date to be determined by the Board of Directors. The names and addresses of the persons who are to serve as officers until the first annual election of officers or special meeting to elect officers, under these Articles of Incorporation are as follows:

Chapter President - Yasmin Shah (Tech Coast Angel Investor and Independent IT Executive Consultant)
Vice President - Paul Peabody (Chief Information Officer at Palomar Pomerado Health)
Membership Chair - Barb Munro (Co-founder, Partner at The Carrera Agency)
Treasurer - Collin Black (VP Global Operations and Chief Information Officer at Cymer)
Program Chair - Steve Phillpott (Chief Information Officer at Amylin Pharmaceuticals)

ARTICLE VI

The corporation shall have the following types of members who shall be admitted if they meet the following qualifications:

Persons who are interested in the development of Information Technology and improving the performance of management.

Member Criteria

SIM's wealth of information and outreach capacity is a direct result of its diverse membership. In addition to being IT leadership-focused, SIM membership spans across industries, concentrations and professions. To continue fostering a valuable membership experience, ensuring a quality exchange, and representative influence, SIM's four member categories are:

Practitioner

A senior-level IT professional in either a public or private sector organization meeting the following criteria: Corporate/divisional head of a corporate or divisional IT organization. Member of an IT management staff supporting corporate/divisional IT heads with key management roles, as certified by the head of the organization. Other members of such organizations as approved by either the CIOs or equivalent management positions as noted above.

Academic

A full-time university or college faculty member making a significant contribution to the IT field.

Consultant

Leaders at the partner/principal level who influence the direction of their own company or their clients' companies, and who directly contribute to the IT profession.

Other leader

A non-IT executive from another profession who has a major role in matters impacting strategic IT direction.

** SIM adheres to a strict policy against marketing or commercial activity; sales and marketing representatives are accepted as members through the SIM Partner Program.*

ARTICLE VII

The principal office of the corporation will be at:
65 Enterprise
Aliso Viejo, CA 92656

The designated registered agent is: Legalzoom, who, by his signature below accepts this delegation.

(Officers Signature)

(Type officers name here)

Registered Agent

ARTICLE VIII

The By-laws of the corporation are to be made, altered or rescinded by the Directors of the corporation.

ARTICLE IX

These Articles of Incorporation may be amended by the act of the Board of Directors of the corporation. Such amendments may be proposed and adopted in the manner provided in the By-laws of the corporation.

ARTICLE X

The names and residence addresses of the subscribers of these Articles of Incorporation are:

- Yasmin Shah, 5333 Ruelle De Mer, San Diego, CA 92130
- Barb Munro, 1328 Shorebird Lane, Carlsbad, CA 92011
- Colin Black, 17075 Thornmint Court, San Diego, CA 92127

ARTICLE XI

The effective date of the corporation shall be the date of filing of these Articles of Incorporation.

ARTICLE XII

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, we have subscribed our names this (Date).

STATE OF _____

COUNTY OF _____

BEFORE ME, personally appeared (List officers here), who produced (state) Driver’s licenses, as proper identification, who both took an oath, and who executed the above and foregoing Articles of Incorporation, and who acknowledged before me that they have read, understand and have executed the Articles for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State aforesaid this (Date).

BY-LAWS
SIM San Diego Chapter

ARTICLE 1

Purpose and Activities

Section 1.

PURPOSE.

This Chapter shall be known as SIM San Diego (the “Chapter”) of the Society for Information Management (the “Society”). The Chapter is organized for the educational purpose of fostering the development of information Technology for the improvement of management performance, as consistent with the purpose of the Society. The Chapter is chartered by the Society and is responsive to the Society’s rules.

Section 2.

ACTIVITIES.

The activities of the Chapter shall strive to strengthen professional communications among management personnel responsible for directing the design and implementation of management information Technology in both private and public organizations. These activities will include:

1. Providing an interdisciplinary forum for those concerned with all aspects of management information Technology.
2. Providing an opportunity to hear presentations by leading management information system professionals and executive managers who are the beneficiaries of the product of management information Technology.
3. Providing an opportunity for critical examination of the problems and opportunities involved in the development of information Technology for the improvement of management performance.
4. Providing an opportunity for the exchange of ideas concerning management information Technology with member counterparts primarily within San Diego County. .
5. Conducting programs for the education of executive managers, aimed at developing an understanding of information potentials and management considerations of Technology development.
6. Additional activities as approved by the Chapter Board.
7. Recognizing and supporting senior Information Technology executives with significant responsibility below the CIO leader who show potential for becoming a CIO.

The contents of the activities will include:

1. Theoretical considerations of the purposes, nature, form, and structure of information Technology and of the development process.
2. Applications of information Technology, both proven and prospective, primarily in connection with their significance to executive management performance.
3. Technology development methodology, including principles, skills, practices, and techniques primarily for the management level of the Technology development process.

The activities of the Chapter will be addressed to persons from both the public and private sectors, including but not limited to:

1. Executive managers who are the beneficiaries of the product of management information Technology and who are responsible for authoring and controlling their development.
2. Supervisory managers who are responsible for the day-to-day functioning and aspects of the development of management information Technology.
3. Educators who are concerned with researching and teaching the theory, methodology, principles, and practices of information Technology development and application for management.
4. Consultants, vendors and others who are interested in promoting management aspects of management information Technology.

**ARTICLE II
Membership**

Section 1.

QUALIFICATIONS - MEMBER CRITERIA

SIM's wealth of information and outreach capacity is a direct result of its diverse membership. In addition to being IT leadership-focused, SIM membership spans across industries, concentrations and professions. To continue fostering a valuable membership experience, ensuring a quality exchange, and representative influence, SIM's four member categories are:

Practitioner

A senior-level IT professional in either a public or private sector organization meeting the following criteria: Corporate/divisional head of a corporate or divisional IT organization. Member of an IT management staff supporting corporate/divisional IT heads with key management roles, as certified by the head of the organization. Other members of such organizations as approved by either the CIOs or equivalent management positions as noted above.

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Other leader

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** SIM adheres to a strict policy against marketing or commercial activity; sales and marketing representatives are accepted as members through the SIM Partner Program.*

Section 2

APPLICATION FOR CHAPTER MEMBERSHIP.

Application for membership in the Chapter shall be submitted online. These applications will be approved by membership chair unless exception is required to normal membership criteria, in which case the applications will be approved by the Chapter Board.

Section 3.

RIGHTS AND LIABILITY OF MEMBERS.

Each member of the Chapter shall have the right to vote on those Chapter matters referred to the membership by the Chapter Board. The members of the Chapter shall not be liable for the debts or obligations of the Chapter. No member shall receive compensation rendered to the Chapter except as otherwise approved by the Board. A member may be reimbursed for expenses, including overhead, reasonably incurred on behalf of the Chapter if approved by the Board.

Section 4.

MEMBERSHIP YEAR.

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

Section 5.

MEMBERSHIP DUES.

Dues for each member of the Chapter shall be determined annually by the Board.

1. Dues are payable upon application for membership. Membership runs on a calendar year basis. Membership dues are due as of December 31st of each year for the following year's membership.

2. If dues are not paid within three months of payable date the Board may terminate the membership in default.

Section 6.

MEMBERSHIP CATEGORIES.

Categories of membership will be established by the Chapter Board to serve the needs and interests of the information Technology management community. The categories may be reviewed and changed from time-to-time, but should embrace both individual and organizational membership.

ARTICLE III

Meetings of Members

Section 1.

ANNUAL MEETINGS.

The annual meeting of the Chapter will be held in conjunction with one of the Chapter meetings – the specific month to be determined by the Chapter Board.

Section 2.

CHAPTER MEETINGS.

The frequency of Chapter Meetings shall be determined by the Chapter Board. These meetings shall be held for members and guests for the purpose of hearing presentations, exchanging ideas, and for transacting such business as may properly come before the meeting. The time of each meeting shall be as designated by the Chapter Board, and only such business as has been designated in the meeting notice shall be decided. New business may be introduced into the agenda of the monthly meetings by member's consensus.

Section 3.

PLACE OF CHAPTER MEETINGS.

Meetings of the Chapter may be held at such place as may be designated by the Chapter Board.

Section 4.

NOTICE OF CHAPTER MEETINGS.

An electronic notice stating the place, date, and hour of the meetings will be provided. The chapter Board will be responsible for the definition of notification process and timelines. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his or her address as it appears on the records of the Chapter, with postage thereon paid.

Section 5

QUORUM.

Prior notice of a meeting having been given, those members present in person shall constitute a quorum. Notwithstanding anything to the contrary, the minimum attendance required for conducting chapter business shall be five voting members in good standing of the Society and the local Chapter.

Section 6.

VOTING.

Each member of the Chapter present in person shall be entitled to one vote on business pertaining to the Chapter. Unless otherwise decided by a majority of those present and voting, decisions shall be by a majority of those present and voting.

Section 7.

SOCIETY

Chapter members are encouraged to attend and participate in Society meetings and activities

ARTICLE IV

Chapter Board of Directors (aka. Chapter Board or Board)

Section 1.

GENERAL POWERS AND DUTIES.

The Chapter Board, as hereinafter constituted, shall serve as the Board of Directors of the Chapter and shall be the governing authority of the Chapter. The business and affairs of the Chapter shall be managed by the Chapter Board, and the Chapter Board may exercise all such powers of the Chapter as are by law, or by these by-laws directed or required to be exercised by the Chapter Board.

The Chapter Board, in furtherance but not in limitation of its powers, shall have the power to:

1. Represent the members of the Chapter for all matters internal and external.
2. Establish the policies and practices of the Chapter.
3. Approve broad arrangements for all activities.

Section 2.

REGULAR MEETINGS.

There shall be Chapter Board meetings every other month, frequency of these meetings will be evaluated and maybe changed by the Chapter Board. Additional meetings may be held at the call of the President or at the request of any three (3) members of the Committee. The meetings will be held at the time and place as prescribed by the Committee members. Notice of the meetings shall be given in writing or verbally by the Secretary of the Chapter at least seven (7) days prior to the date of the meeting.

Section 3.

QUORUM.

Half of the total number of Chapter Board members shall constitute a quorum for the transaction of business at any meeting of the Chapter Board.

Section 4.

VOTING.

Decisions shall be by a majority of those present and voting.

ARTICLE V

Officers and Members of Chapter Board

Section 1.

OFFICERS.

The officers of the Chapter (who must first be members in good standing of the Society and the local Chapter) shall be a President, a Vice President, a Treasurer, a Secretary, a Membership Chair, a Program Chair, and board advisors, one of which may be the past President. The officers, other than the past President who serves as an advisor, shall be elected annually for a two-year term. Two advisors shall be elected at-large from the Chapter membership.

Section 2.

MEMBERS OF CHAPTER BOARD.

The Chapter Board shall consist of the officers of the Chapter.

Section 3.

NOMINATION.

A Nominating Committee, appointed by the President, shall nominate at least one candidate for each of the officer positions and shall present the slate of candidates to the Board no later than one (1) day prior to the annual election. Nominations may also be made from the floor during the annual election providing the nominee has given prior consent or at such other time and manner as may be determined by the Chapter Board.

Section 4.

ELECTION.

Each member of the Chapter present in person, or otherwise able to respond in the designated manner, shall be entitled to one vote. Voting shall be conducted by written ballot to be distributed at the meeting. Each officer position shall be filled by the nominees receiving the majority of the votes cast. Unless otherwise defined by the Chapter Board for any given year.

Section 5.

REMOVAL.

Any member of the Chapter may be removed by the Chapter Board, whenever in their Judgment, the best interests of the Chapter will be served thereby, by the vote of a majority of the members of the Chapter Board. Any member of the Chapter Board who is absent from three (3) consecutive meetings of the Chapter Board may be removed by the vote of a majority of the members of the Chapter Board, and any member of the Chapter Board may be removed either for or without cause by the vote of a majority of the members of the Chapter at any regular monthly meeting.

Section 6.

RESIGNATIONS.

Any officer may resign at any time by giving written notice to the President or Secretary of the Chapter. 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 7.

VACANCIES.

Any vacancies occurring in the elected officers or appointed officers for any reason shall be filled by appointment by the President with the approval of the Chapter Board. Such appointment shall continue until the next annual election.

Section 8.

DUTIES OF THE PRESIDENT.

The President shall be the chief executive officer of the Chapter. The President shall perform all duties that pertain to the office of President and that may be assigned by the Chapter Board. In furtherance but not in limitation of the office, the President's primary duties shall be to:

1. Preside over all meetings of the members of the Chapter.
2. Call and preside over all Chapter Board meetings.
3. Designate all committee members and the chair of the Membership Committee, the Nominating Committee, and of all Special Committees.
4. Accept and receive donations, gifts, devises, and bequests made to the Chapter and agree to any conditions or enumeration's thereto and to give receipts and acquaintances therefore.
5. Coordinate the Chapter's activities and programs and conduct any necessary business with the Society.
6. Ensure that all other offices of the Chapter are filled, supervise the officers and see that their duties are properly performed.
7. Submit a report of the operations of the Chapter for the preceding year to the members at the June monthly meeting.

Section 9.

DUTIES OF THE VICE-PRESIDENT.

The Vice-President shall have all the powers and perform all duties of the President in the absence or incapacity of the President. In furtherance, but not in limitation of this office, the Vice-President's primary duties shall be to:

1. Provide the advance planning for the Chapter meetings to include arrangement of facilities and coordination of meeting arrangements with the Program Chair and others assisting in program planning.
2. Perform such other duties as may be assigned from time to time by the President and Chapter Board.

Section 10.

DUTIES OF THE TREASURER.

The Treasurer shall be the financial officer of the Chapter and shall perform all duties that pertain to the office of Treasurer and that may be assigned by the President and Chapter Board. In furtherance, but not in limitation of this office, the Treasurer's primary duties shall be to:

1. Keep full and correct account of receipts and disbursements in the books belonging to the Chapter.
2. Deposit the funds of the Chapter in a designated bank with the concurrence of the Chapter Board.
3. Dispose of funds of the Chapter as may be ordered by the Chapter Board, taking proper vouchers for such disbursements.
4. Render to the President and members of the Chapter Board, wherever they may request it of him, an account of the financial condition of the Chapter.

Section 11.

DUTIES OF THE SECRETARY.

The Secretary shall be the administrative officer of the Chapter and shall perform all duties that pertain to the office of Secretary and that may be assigned by the President and Chapter Board. In furtherance, but not in limitation of this office, the Secretary's primary duties shall be to:

1. Keep minutes of business meetings.
2. Attend the sessions of the Chapter Board and act as clerk thereof and record all the acts and notes and the minutes of all proceedings in a book to be kept for that purpose.
3. Notify members and the Chapter Board of all meetings.
4. Act as meeting registrar, collect all fees and deposit them in an account designated by the Chapter Treasurer.
5. Prepare, distribute, and collect the ballots at the annual election.
6. Perform other duties as may be from time to time assigned by the President.

Section 12.

DUTIES OF THE MEMBERSHIP CHAIR.

The Membership Chair shall be responsible for all activities necessary in support of maintaining an active Chapter membership. This shall include supervising the activities of the Membership Committee, including review and approval of membership applications, the preparation and distribution of the Chapter's publications plus any additional duties that may be assigned by the President and Chapter Board. In furtherance, but not in limitation of this office, the Membership Chair's primary duties shall be to:

1. Maintain the mailing list of Chapter members.
2. Develop and implement promotional activities for the purpose of soliciting new members.
3. Assist the Secretary at meeting registrations.
4. Present all applications for membership to the Membership Committee for its review and approval of those which it deems qualified for membership in the Chapter.

Section 13.

DUTIES OF THE PROGRAM CHAIR.

The Program Chair shall be responsible for planning the content of the Chapter meetings. This shall include supervising the activities of the Program Committee, working with the Society to insure participation in and with appropriate programs plus any additional duties that may be assigned by the President and Chapter Board. In furtherance, but not in limitation of this office, the Program Chair's primary duties shall be to:

1. Recommend programs and speakers who are selected to participate in a program.
2. Extend invitations to speakers who are selected to participate in a program.
3. Represent the Chapter as host to visiting speakers from out of town.
4. Work with Vice-President and other officers in preparation and execution of program arrangements.
5. Coordinate Chapter participation in programs sponsored by the Society.

Section 14.

DUTIES OF BOARD ADVISORS.

Board Advisors perform duties as shall be established by the Chapter Board.

ARTICLE VI

Committees

Section 1.

SPECIAL COMMITTEES.

The President may establish and appoint special committees, not having and exercising the authority of the Chapter Board, to aid and assist the President and Chapter Board in the management of the affairs of the Chapter.

ARTICLE VII

Amendments

These by-laws may be altered, amended or repealed and new and other by-laws may be adopted by resolution or resolutions duly adopted by a majority of the Chapter Board members present in person and submitted to and adopted by a two-thirds vote of the membership present and voting at any monthly meeting of the Chapter.