



SEATTLE AREA
CHAPTER

Society for Information Management

BY-LAWS

**ARTICLE I
PURPOSE AND ACTIVITIES**

SECTION 1. PURPOSE. This chapter shall be known as the Seattle Area Chapter (the "Chapter") of the Society for Information Management (the "International Society"). The Chapter is organized for the educational purpose of fostering the development of information systems for the improvement of management performance, as consistent with the purpose of the International Society.

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 systems in both private and public organizations. These activities will include:

1. Providing a forum for those concerned with all aspects of management information systems.
2. Providing an opportunity to hear presentations by leading information technology professionals and executive managers.
3. Providing a means of critical examination of the problems and opportunities involved in the development of information systems.
4. Providing an opportunity for the exchange of ideas concerning information technology with member counterparts primarily within the Pacific Northwest area.
5. Conducting programs for the education of executive managers aimed at increasing the understanding of information technology development.
6. Providing a forum that promotes the growth of Leadership Development for members.
7. Additional activities as approved by the Board of Directors

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

1. Executive Leaders who are responsible for the Information Technology function.
2. Executive managers and other IT Leaders who utilize Information Technology.
3. Educators who are concerned with researching and teaching the theory, methodology, principles, and practices of information systems development and its application for management.

ARTICLE II

MEMBERSHIP

SECTION 1. QUALIFICATIONS. Any person who meets the applicable qualifications for membership in the International Society is eligible for membership in the Chapter. To qualify as a member of the Chapter (“Member”) the person must be a member of the International Society.

The following stipulates the qualification categories for membership:

1. Practitioner

A senior-level Information Technology (IT) professional in either a private or public 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.

IT executives who do not clearly meet the above criteria will be eligible for membership if the Vice President of Membership has determined that the candidate has “significant responsibility”.

2. Academic

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

3. Consultant

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

4. Other Leader

A non-IT executive such as a vendor, recruiter or leader from another profession who has a major role in matters impacting strategic IT direction.

5. Senior Executive

Senior non-IT business executives who play a key role in the use of information technology in their own organizations (i.e., CEOs, CFOs).

Additional Provisions:

- A. **Emeritus** status is afforded to retired active members of the International Society who are not employed more than 500 hours in an IT-related capacity.
- B. A **Member from another chapter** who relocates and submits an application to join the Seattle Area Chapter will be automatically accepted for the current fiscal year provided the applicant's job has not changed as to preclude him/her from participating in the International Society. At the end of the one-year period membership will be reviewed by the chapter.
- C. Applications for chapter membership by **RLF Graduates** will be automatically accepted for the year following RLF participation, provided the applicant's job has not changed as to preclude him/her from participating in the International Society. At the end of the one-year period membership will be reviewed by the chapter.
- D. Withstanding provisions B & C, the VP, Membership will review the membership make up monthly to ensure that more than 70% of the chapter is comprised of practitioners and take such action as directed by the Board of Directors for resolution.
- E. All membership renewals are subject to a review by the chapter.
- F. Members are required to adhere to the International Society's SIM Code of Conduct.

SECTION 2. APPLICATION FOR CHAPTER MEMBERSHIP. Application for membership shall be submitted to the Chapter office on such forms as shall be approved from time to time by the Board of Directors, and shall be approved following such procedures as have been established by the Board of Directors. All membership renewals are subject to an annual review.

Membership in the Seattle Chapter includes membership in SIM International. All the rights and privileges of Individual Membership in SIM International accrue to the membership of the Seattle Chapter.

SECTION 3. MEMBERSHIP YEAR. The membership year shall be January 1 through December 31 of the same year. If a member is accepted after July 1, the membership shall extend until December 31 of the following year.

SECTION 4. MEMBERSHIP DUES. Annual dues for each Member are established annually by the Board.

- 1. Dues are payable upon application for membership and on January 1 of each year thereafter.
- 2. If dues are not paid within one month of payable date, the Board may terminate the membership in default.

SECTION 5. RIGHTS AND LIABILITY OF MEMBERS. Each Member of the Chapter shall have the right to vote on Chapter matters. Only Members may vote. The Members of the Chapter shall not be liable for the debts or obligations of the Chapter. No Member shall receive compensation for services rendered to the Chapter except as otherwise approved by the Board. A Member may be reimbursed for expenses reasonably incurred on behalf of the Chapter if approved by the Board.

SECTION 6. GUESTS. All members may bring guests but the number and frequency may be restricted at the discretion of the Board of Directors. Vendors and consultant members may bring guests, in fact they are strongly encouraged to bring "practitioner" guests to all meetings.

SECTION 7. REVOCATION OR SUSPENSION OF MEMBERSHIP. Membership may be revoked or suspended by the Society if any member is determined by the Chapter Board to have acted in a manner detrimental to the purpose of the Society, as set forth in these Bylaws, the SIM Code of Conduct, or any other rules or codes of ethics and practices that may be adopted by the Chapter from time to time.

Members are required to adhere to a code of conduct that is communicated either implicitly or explicitly. The Board of Directors has the right to remove a member from the Seattle Chapter for conduct that is unprofessional or unfavorable to the organization.

Expulsion shall not entitle the former member to a refund of any payments made for Chapter and SIM International membership or meetings.

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS. Chapter Members are encouraged to attend and participate in the International Society's annual conference held during the fall of each year at such time and place prescribed by the International Society.

SECTION 2. CHAPTER MEETINGS. At least four (4) meetings shall be held each membership year for Members for the purpose of hearing presentations, exchanging ideas, and for transacting such business as may be properly come before the meeting. The time of each meeting shall be designated by the Board of Directors.

SECTION 3. PLACE OF MEETING. Meetings of the Chapter may be held at such place as may be designated by the Board of Directors.

SECTION 4. NOTICE OF MEETINGS. A meeting notice, stating the location, time, and date of the meeting, shall be delivered to Members before each meeting. Each meeting will have a minimum of two meeting notices sent to Members via email. At least one of these notices will be sent not less than two (2) weeks. Occasionally, additional written or printed meeting notices will be delivered in person or by United States Mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at the address appearing 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.

SECTION 6. VOTING. Each Member shall be entitled to one vote on business pertaining to the Chapter. Decisions shall be made by a majority of those voting. Matters deemed to be of substance by the Board of Directors will be voted on by e-mail ballots.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS AND DUTIES. The Board of Directors (the "Board") shall be the governing authority of the Chapter. The property, business, and affairs of the Chapter shall be managed by the Board and the 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 Board.

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

1. Represent the Members of the Chapter in all matters internal and external.
2. Establish the policies and practices of the Chapter.
3. Set membership requirements within the guidelines of the International Society.
4. Approve arrangements for all activities.

SECTION 2. REGULAR MEETINGS. There shall be at least four (4) meetings of the Board during the membership year. Additional meetings may be held at the call of the President or at the request of any three (3) members of the Board. The meetings will be held at the time and place prescribed by the Board members. Notice of the meetings shall be given in writing, verbally or by electronic means at least seven (7) days prior to the date of the meeting.

SECTION 3. QUORUM. A majority of the total number of Board members shall constitute a quorum for the transaction of business at any meeting of the Board. E-mail votes require a quorum of one half of the total number of Board members for the transaction of business by the Board.

SECTION 4. VOTING. Provided a quorum is present, voting shall be by a simple majority of the Board present and voting.

ARTICLE V

MEMBERS OF THE BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The Board of Directors of the Chapter shall be the President, the President-Elect, the Past-President, and the Treasurer, who are confirmed by the membership. The remainder of the Board is appointed by the President and approved by a majority of the elected Board members. These include:

- Vice President – Membership
- Vice President – Programs
- Vice President – Administration
- Secretary

Up to four (4) additional positions may be designated annually by the Board to serve the needs of the Chapter.

SECTION 2. NOMINATION. The President shall appoint, annually, a Nominating Committee. The Nominating Committee shall, preceding each annual election, nominate a single candidate for each open position and present the slate of candidates to the Board of Directors for approval. Nominations may also be written in during the annual election providing prior consent has been received in writing from the nominee by the nominator.

SECTION 3. ELECTION OF BOARD OF DIRECTORS. The annual election shall be at such time as the Chapter Board of Directors may determine. Voting shall be conducted by ballot to be distributed by mail or electronic method to each Member of the Chapter. Each Member shall be entitled to one vote. Each Board position (President and Treasurer) shall be filled by the nominee for that position receiving the majority of votes cast.

SECTION 4. APPOINTMENT OF ADVISORS. The Board of Directors shall have the privilege to appoint Advisors to serve specific functions as determined by the Board. Each Advisor position shall be filled by a simple majority of votes cast by the Board of Directors.

SECTION 5. REMOVAL. Any of the elected or appointed Board Members of the Chapter may be removed by the Board, whenever in their judgment the best interests of the Chapter will be served thereby, by a vote of the majority of the members of the Board. Any member of the Board, who is absent from three (3) consecutive meetings of the Board, may be removed by the vote of a majority of the members of the Board. Any member of the Board may be removed for or without cause by a vote of a majority of the Members present at any Chapter meeting.

SECTION 6 RESIGNATIONS. Any elected or appointed Board Member 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 vacancy occurring among the Board Members for any reason shall be filled by appointment by the President with the approval of the Board. Such appointment shall continue until the next annual election.

SECTION 8. SPECIFIC DUTIES OF THE BOARD OF DIRECTORS. The Board shall perform the duties prescribed in the Chapter's Operational Procedures document, which is maintained by the Chapter President.

ARTICLE VI COMMITTEES

SECTION 1. SPECIAL COMMITTEES. The President may establish and appoint other special committees, not having and exercising the authority of the Board, to aid and assist the President and the Board in the management of the affairs of the Chapter.

ARTICLE VII

FINANCES

SECTION 1. FISCAL YEAR. The Chapter's fiscal year shall be January 1 through December 31, concurrent with the membership year.

SECTION 2. FUND DEPOSITS. All funds of the Chapter shall be promptly deposited in qualified depositories. Any funds acquired by the Chapter shall be clearly marked for and deposited to the account of Society for Information Management Seattle Area Chapter.

SECTION 3. FUND DISBURSEMENTS. All disbursements of funds of the Chapter shall be made by checks, signed by the Treasurer or, in the event the Treasurer is unavailable, by the Secretary or President.

SECTION 4. TREASURER'S REPORT. The Treasurer shall provide to the Board meeting a written report of the Chapter's financial status, which any Member may inspect upon request. The Treasurer's accounts shall be audited at the request of the Board of Directors at the end of the fiscal year by an independent representative appointed by the Board.

SECTION 5. DISSOLUTION. Upon dissolution of the Chapter, all assets remaining after disposition of all liabilities and satisfaction of all expenses will be distributed in accordance with applicable laws for non-profit organizations as decided by a two-thirds vote of the Board of Directors. Such vote shall take place on a date established by the President and shall occur not less than thirty (30) days prior to dissolution.

ARTICLE VIII

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 Board members present in person, and submitted to and duly adopted by a two-thirds vote of Members responding to an e-mail ballot.