

**BYLAWS**  
**OF**  
**MEMPHIS CHAPTER OF THE**  
**SOCIETY FOR INFORMATION MANAGEMENT**

**ARTICLE I**

The name of the Corporation shall be Memphis Chapter of the Society for Information Management.

**ARTICLE II**

**PURPOSES**

**Section 1. Not For Profit.** The Corporation is organized under and shall operate as not for profit corporation, and shall have such powers as are now or as may hereafter be granted to a not for profit corporation by the laws of its state of incorporation.

**Section 2. Purposes.** The purposes of the Corporation are all lawful purposes permitted a not for profit corporation in this state, including but not limited to the fostering of the development of information systems for the improvement of management performance.

**Section 3. Rules.** The following rules shall conclusively bind the Corporation and all persons acting for or in behalf of it:

a. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) or (61 of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

b. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, or creed.

**ARTICLE III**

**REGISTERED OFFICE, AGENT AND SEAL**

**Section 1. Registered Office and Agent.** The Corporation shall have and continuously maintain in its state of incorporation a registered office and a registered agent whose office shall be identical with such registered office, and may have such other

offices within or without its state of incorporation and such other registered agents as the Board of Directors may from time to time determine.

**Section 2. Seal** The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation.

## **ARTICLE IV**

### **MEMBERS**

**Section 1. Membership Classes.** This Corporation shall have two types of members with voting rights: Corporate and Individual Members. The Corporate Members shall be such qualifying organizations (and not individuals) who have (1) applied for such membership; (2) paid the annual dues in advance; and (3) been accepted as members by the Board of Directors. Qualifying organizations are those organizations which have an information system function (located within the geographic area served by the Corporation) which has the responsibility of meeting the information needs of the organization's top management. Individual Member status shall be available to anyone who (1) has applied for such membership; (2) has paid the annual dues in advance; and (3) has been accepted as a member by the Board of Directors. The Directors will abide by the following membership categories:

#### **1. Practitioner**

A senior information management (IM) professional in a private or public sector organization who is a corporate/division head or a member of an IM management team supporting the corporate/division IM head with key management responsibilities. This category includes:

- CIOs and CTOs
- CIOs or CTOs direct reports; and
- Other IM leaders and managers, whose roles significantly impact the profitability and direction of their company.

For positions below that of CIO, the chapter requires an endorsement or sponsorship by an applicant company's CIO for membership in the chapter to be considered.

#### **2. Academic Member**

A full-time university or college faculty member who is making significant contribution to the IT field. An academician who is a recognized scholar and conducts practice-oriented research and/or is a leader in IM curriculum design initiatives. Someone who has reached a senior level in the academic community and has significant influence over the direction of IM education.

#### **3. Consultant Member**

Leading experts from consulting firms may also qualify for SIM membership by virtue of the contributions such individuals and their organizations make to the IM world. Leaders at the partner/principal level who influence the direction of their own company or the direction of their clients' companies are qualified. These individuals must be able to demonstrate that they operate at the senior level to qualify and their responsibilities are primarily in delivering IM services, not primarily selling IM services. Consultants must not engage in marketing at meetings. The

consultant category will be limited to approximately ten per cent of the total membership of the chapter. Consultants will be asked to conform to a code of conduct regarding any attempt to market services to other members. Consultant membership will be for one-year terms renewed annually upon consent of the Directors. Consultants will be required to sign the following Statement of Confidentiality and be approved by the Board of Directors:

*I,\_\_\_\_, (and my guest[s] at any SIM function) agree to abide by the policy established by the Memphis Area Chapter of the Society of Information Management prohibiting the use of its membership list for any sales, marketing or commercial purposes. As a practitioner who represents a supplier of services or products, I recognize my serious responsibility to maintain the confidentiality and professional demeanor of the Chapter's activities and to not take this trust and use it for commercial gain. I understand that my failure to adhere to this policy will result in loss of my membership.*

#### **4. Other Leaders**

A vendor, recruiter, non IT executive, or leader from another profession with a major role in matters that impact the strategic direction of technology will be considered for membership at the chapter or International level. Vendors and recruiters will be required to sign the Statement of Confidentiality and be approved by the Board of Directors. The Board will also review their membership annually.

#### **5. Additional Provisions Pertaining to all SIM Chapters**

- Emeritus status may be afforded to retired members.
- A chapter member who relocates and then submits an application to join another chapter will be automatically accepted by the receiving chapter for a one-year period provided the applicant's job has not changed as to preclude him/her from participating in the Society. At the end of the one-year period membership in the chapter will be reviewed by the Board.
- Applications for chapter membership by RLF graduates will be automatically accepted for the year following RLF graduation provided the applicant's job has not changed as to preclude him/her from participating in the Society. At the end of the one-year period the chapter will review membership in the chapter.
- Notwithstanding the above two provisions, all chapters will ensure that more than 50% of the chapter is comprised of practitioners.
- All membership renewals are subject to a review by the issuing chapter and in the case of At-Large memberships by International.
- All chapters and International will require members to adhere to a code of conduct that is communicated either implicitly or explicitly.

**Section 2. Dues.** The Board of Directors shall have the right to determine the dues or other payments to be made by the members of the Corporation from time to time. The membership year for the members of the Corporation shall be the same as the fiscal year of the Corporation. The annual dues of each member shall be paid prior to the beginning of the membership year.

**Section 3. Corporate Member Voting Representatives.** Each Corporate Member of the Corporation shall designate in writing a senior management information system individual in its

employ to serve as the member's Designated Voting Representative. Designated Voting Representatives shall be vested with the rights, obligations, voting power and duties of the member corporation of this Corporation.

**Section 4. Corporate Member Representative Succession.** Any Designated Voting Representative of a Corporate Member of this Corporation who ceases to be an employee of the member corporation automatically ceases to be said member's Designated Voting Representative. The Corporate Member shall have the right to designate in writing a successor to a Designated Voting Representative.

**Section 5. Individual Member Rights.** Each Individual member shall have the right to vote, participate in all activities, and hold office.

**Section 6. Liability of members.** The members of the Corporation shall not be liable for the debts and obligations of the Corporation.

## **ARTICLE V**

### **MEETINGS OF MEMBERS**

**Section 1. Annual meeting.** An annual meeting of the members shall be held at such time as the Board of Directors may determine, at a time and place selected by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as convenient.

**Section 2. Special Meeting.** Special meetings of the members may be called either by the president, the Board of Directors, or by not less than one-half of the members having voting rights.

**Section 3. Regular Corporation meetings.** Meetings of the Corporation 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 and place of each meeting shall be designated by the Board of Directors.

**Section 4. Place of Meeting.** The Board of Directors may designate any place, either within or without the state of incorporation, as the place of meeting, for any annual meeting or for any special or chapter meeting for any annual meeting or for any special or chapter meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the state of incorporation; provided, however, that if all the members shall meet at any time and place, either within or without the state of incorporation, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 5. Notice of Meetings.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by U.S. mail, Email, or by FAX to each member entitled to vote at such meeting, not less than five nor more than forty days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting.

In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

**Section 6. Voting.** Each Designated Voting Representative and Individual Member of the Corporation shall be entitled to one vote on business pertaining to the Corporation. Unless otherwise decided by a majority of those present and eligible to vote, or by the President or his representative, the decision shall be by a majority of those present and eligible for voting. All members eligible to vote have absentee ballot voting rights for the election of officers.

**Section 7. Informal Action by Members.** Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 8. Quorum.** The members holding at least a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting, if a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting.

**Section 9. Proxies.** At any meeting of members, a member entitled to vote may vote either in person or by authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

## **ARTICLE VI**

### **OFFICERS**

**Section 1. Officers.** The officers of the corporation shall consist of the President, the Vice President, the Secretary/Treasurer, the Roundtable Program Manager, Community Liaison and the Strategy Series Program Manager. The Vice President, Secretary/Treasurer, Roundtable Program Manager, Strategy Series Program Manager and Community Liaison shall be elected by the members of the Corporation at the annual meeting of members. The Vice President shall automatically serve as President for the year following his term of office as Vice President. Each officer shall serve for a term of two years and until their respective successors assume office. No person may hold any two offices at the same time. The President, Vice President, and Secretary/Treasurer of the Corporation should be members in good standing of both the national Society for Information Management and of the local chapter.

**Section 2. Nominations.** A Nominating Committee, appointed by the President, shall nominate at least one candidate for each of the five officer positions and for any at-large members of the Board of Directors no later than 30 days prior to the annual election. Nominations may also be made from the floor during annual election providing the nominee has given prior consent.

**Section 3. Election.** The annual election of the Corporation officers and for any at-large members of the Board of Directors will be held at the annual meeting of the Corporation. Each voting member present shall be entitled to one vote. Voting shall be conducted by written ballots distributed at the meeting. Absentee ballots will be available to any voting member seven (7) days prior to the election meeting. In order to be counted, absentee ballots must be returned to the Corporation Secretary prior to the election. Each position shall be filled by the nominee receiving the majority of the votes cast.

**Section 4. Removal.** Any officer or member of the Board of Directors may be removed by the vote of the majority of the voting members of the Corporation at any Corporation meeting. Such a vote must be recommended and scheduled by the Board of Directors. Notification to the voting members that an election will be conducted for removal of an officer or member of the Board of Directors must be included with the notice of the Corporation meeting.

**Section 5. Resignations.** Any officer or member of the Board of Directors may resign at any time by giving written notice to the President or Secretary of the Corporation. 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 elected offices for any reason shall be filled by appointment by the President with the approval of the majority of the Board of Directors. Such appointment shall continue until the next annual meeting.

**Section 7. President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the affairs of the Corporation. He shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors have 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 or by statute to some other officer or agent of the Corporation; 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 from time to time.

**Section 8. Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 9. Secretary/Treasurer.** The Secretary/Treasurer shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties as from time to time may be assigned to her/him by the President or by the Board of Directors . If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

**Section 10. Program Managers and Other Officers.** If required by the Board of Directors, the Program Managers and other officers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Program Managers and Other Officers, in general, shall perform such duties as shall be assigned to them by the Secretary/Treasurer or by the President or the Board of Directors.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

**Section 1. Members of the Board of Directors.** The Board of Directors shall consist of the officers of the Corporation and the immediate past President of the Corporation. The President of the Corporation shall also serve as Chairman of the Board of Directors. No organization shall be represented by more than two members on the Board of Directors.

**Section 2. Authority.** The Board of Directors shall serve as the governing authority of the Corporation. The property, business and affairs of the Corporation shall be managed by the Board of Directors, and the Board of Directors may exercise all such powers of the Corporation as defined by law or by these bylaws.

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

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

**Section 3. Regular Meetings of the Board of Directors.** There shall be at least two meetings of the Board of Directors in each membership year. Additional meetings may be held at the call of the Chairman or at least three (3) members of the Board of Directors. The meeting will be held at the time and place as prescribed by the Chairman. Notice of the meetings shall be given in writing (hand delivered, U.S. mail, Email or FAX) or verbally by the Secretary at least seven (7) days prior to the date of the meeting.

**Section 4. Quorum.** Presence of more than one-half 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.

**Section 5. Voting.** Decisions shall be by a simple majority of those present and voting.

**Section 6. Informal Action by Directors.** Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

**Section 7. Vacancies.** Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director selected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 8. Compensation.** Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 9. Expenses.** The Directors may approve reasonable and customary expenses for the President to attend the President's/Executive Board Meeting of SIM International as a representative of the Chapter.

**ARTICLE VIII**

**COMMITTEES**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Corporation; but the designation of such committees and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by



a resolution adapted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Corporation shall be served by such removal.

**Section 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**Section 4. Chairman.** One member of each committee shall be appointed chairman.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. 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.

**Section 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer and countersigned by the President or Vice President of the Corporation.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors .

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board of Directors.

## **ARTICLE XII**

### **AMENDMENTS TO BYLAWS**

These bylaws may be altered amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice (U.S. mail, Email or FAX) is given of intention to alter amend, or repeal and to adapt new bylaws at such meeting.

## **ARTICLE XIII**

### **INDEMNIFICATION**

The Corporation shall indemnify all officers and directors of the Corporation to the full extent permitted by state law and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors of the Corporation.

*Revised August 2002*