

# National Association of Purchasing Management - St. Louis, Inc. &

*Affiliated with the*

*Institute of Supply Management, Inc.*

**Adopted:** May, 1956 - **Amended:** March, 1976;

May, 1985; May, 1988; May, 1990; October, 1991;

January, 1995; March 1999; June 1999; September 2002; January 2003 and April 2006.

## ARTICLES OF INCORPORATION

**TO: The Secretary of the State of Missouri  
Jefferson City, Missouri**

We the undersigned, George S. Forbes, James J. Ritterskamp, Jr., and Robert H. Sperreng, being natural persons of the age of twenty-one years (21) or more and citizens of the United States and residents of the State of Missouri, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1. The name of the Corporation is: Purchasing Management Association of St. Louis, Inc.
2. The duration of the corporation is perpetual.
3. The address of its initial registered office in the State of Missouri is 315 North Twelfth Boulevard, within the City of St. Louis, Missouri and the name of its initial registered agent at said address is Robert H. Sperreng.
4. The first Board of Directors shall be known as the "Executive Committee" and the first Executive Committee shall be nine (9) in number and the number constituting the Executive Committee may be changed by amendment of the By-Laws from time to time as the membership shall decide. The names and addresses of the first Board of Directors are as follows:

Mr. Earl B. Boub, c/o Star Manufacturing Co.,  
6300 St. Louis, Ave., St. Louis, MO

Mr. Frank J. Jost, c/o McQuay-Norris Mfg., Co.,  
3838 Market St., St., Louis, MO

Mr. Wm. M. Bridwell, c/o General Steel Castings  
Corp., 1417 State St., Granite City, IL

Mr. J.M. Taylor, c/o Gruendler Crusher & Pulverizer Co.  
2915 N. Market, St. Louis, MO

Mr. J.J. Staed, c/o McCabe-Powers Auto Body Co.,

5900 N. Broadway, St. Louis, MO  
Mr. J.J. Ritterskamp, Jr., c/o Washington University,  
Skinker & Lindell, St. Louis, MO  
Mr. M. W. Cox, c/o Wagner Electric Corp.,  
6400 Plymouth Ave., St. Louis, MO  
Mr. H.O. Donnohue, c/o A.B. Chance Co.,  
210 N. Allen St., Centralia, MO  
Mr. N.F. Slay, c/o Key Company,  
P.O. Box 494, East St. Louis, IL

5. The purpose or purposes for which the corporation is organized are: to foster and promote interaction and cooperation among its members; to develop and apply more efficient purchasing methods and practices; to collect and disseminate information of benefit to its members regarding fundamental marketing, producing, and manufacturing practices, various products and their uses, and sources of supply and distribution, to correct trade abuses, to encourage the institution of courses in school and colleges for the practical training of Purchasing Agents; and to strive by all legitimate means to advance the purchasing profession.

6. Membership.

(a) Membership in the Association shall be open to any person of good moral character, personal habits and respectability who performs the usual and customary duties of a purchasing agent, assistant agent, buyer or manager of a Purchasing Department, or of an editor, secretary or business manager employed by the Association, or of a teacher of a purchasing course at a college or university.

(b) Applicants possessing the qualifications in paragraph (a) who reside more than fifty miles from an association affiliated with the National Association of Purchasing Management may be elected to non-resident membership. (c) In recognition of distinguished or unusual service to the Association, the Association may confer honorary membership upon individuals. Such honorary members shall not be entitled to vote or hold office and shall be exempt from the payment of all fees and dues.

Applications for membership shall be processed as provided in the By-Laws.

**NOTE:** *The foregoing "Articles of Incorporation" appear as originally adopted in May, 1956 and revised in accordance with an amendment filed on July 18, 1968, with the Secretary of State, State of Missouri, changing the name to "Purchasing Management Association of St. Louis" and revised in accordance with an amendment filed on February 11, 1992, with the Secretary of State, State of Missouri, changing the name to "NAPM - St. Louis, Inc."*

# **NAPM – ST. LOUIS, INC.**

## **BY-LAWS**

**Affiliated association of the  
INSTITUTE OF SUPPLY MANAGEMENT, INC.**

**Adopted:**

May, 1956

**Amended:**

March, 1976; May, 1985; May, 1988; May, 1990; October, 1991; January, 1995;  
June, 1999; September, 2002; January, 2003 and April, 2006

# National Association of Purchasing Management – St. Louis, Inc.

## BYLAWS

### ARTICLE I

#### NAME AND LOCATION

**SECTION 1. Name:** The name of this Association shall be the National Association of Purchasing Management – St. Louis, Inc. The National Association of Purchasing Management – St. Louis, Inc. is a not-for-profit corporation organized and existing by virtue of the laws of the State of the state of Missouri (hereinafter referred to as (“NAPM – St. Louis, Inc.”). It shall be affiliated with the Institute of Supply Management, Inc. (hereinafter referred to as “ISM”).

**SECTION 1A. Location:** The principal office of the Association shall be located in St. Louis, State of Missouri, or in such other localities as may be determined by the Board of Directors.

#### **SECTION 2. Purposes:**

- (a) To foster and promote the interchange of ideas and cooperation among members.
- (b) To promote the study, development and application of purchasing, supply management, materials management or purchasing methods and practices and all related matters.
- (c) To collect and disseminate by all lawful means information of interest and benefit to its members, including surveys and reports of current business trends and other information of interest to the supply management profession.
- (d) To develop and encourage standards of personal and ethical conduct among persons engaged in the supply management profession.
- (e) To develop, sponsor, promote and encourage a professional certification program for persons engaged in the supply management profession.

- (f) To strive to promote and enhance the supply management profession.
- (g) To be affiliated with the Institute for Supply Management, Inc. ("ISM") and other associations or organizations of persons engaged in the supply management profession throughout the United States and all foreign countries.
- (h) To cooperate, collaborate and exchange information by lawful means with professional, trade and other associations and organizations of persons engaged in the supply management profession and to advance public relations with governmental agencies and the public in general concerning the supply management profession.

In the accomplishment of these purposes, it shall be the policy of the Association to comply at all times with all existing and future laws, including the antitrust laws and in furtherance of this policy, no activity or program shall be sponsored or conducted by or within the Association which in any manner whatsoever shall represent or be deemed a violation of any existing or future law, including the antitrust laws, all in accordance with the *ISM Statement of Antitrust Policy* and *Guide for Antitrust Compliance*, as amended from time to time by the Board of Directors of ISM.

## **ARTICLE II**

### **AFFILIATION WITH ISM**

**SECTION 1. General:** The Association shall be affiliated with ISM in accordance with the procedures set forth in the ISM Bylaws and the association shall comply at all times with ISM policy as it may be adopted from time to time by the ISM Board of Directors and the provisions of this Article.

**SECTION 2. Conditions of Affiliation:** The Association shall be obligated as a condition of affiliation with ISM to comply with the following:

- (a) To be incorporated as a not-for-profit corporation in accordance with the laws of the State of Missouri and to be validly existing and in good standing during the period of its affiliation with ISM.
- (b) To cause these Bylaws to conform at all times with the ISM Bylaws and ISM Policy, including without limitation, the provisions hereof with respect to the purposes of the Association and eligibility for membership.

- (c) To perform all necessary procedures concerning the review and approval of all applications for membership in the Association and ISM.
- (d) To resolve all questions concerning eligibility for membership in the Association and ISM in a fair and impartial manner in accordance with procedures established from time to time by the Association.
- (e) To collect all dues from members of the Association and to remit to ISM all dues required by Article IV of the ISM Bylaws.
- (f) To comply at all times with ISM Policy as it may be adopted from time to time by the ISM Board of Directors including without limitation, the *ISM Statement of Antitrust Policy and Guide for Antitrust Compliance*.
- (g) To obtain prior written approval of ISM with respect to any proposed amendments to these Bylaws.

**SECTION 3. Suspension or Termination of Affiliation:** The affiliation with ISM of the Association may be suspended by the ISM Affiliate Support Council and ratified by the ISM Board of Directors for violation of or failure to comply with the ISM Bylaws, including specifically, but without limitation, provisions respecting payment of dues, eligibility of members and observance of ISM policies as may be adopted by the ISM Board of Directors from time to time. Any charge of violation or failure to comply under this Section shall be first presented to the Affiliate Support Council. If the Affiliate Support Council shall determine that the charges are well founded, after the Association has been given reasonable notice of such charges and an opportunity to present a defense to the same, the charges shall be referred to the ISM Board of Directors for ratification together with the recommendations of the Affiliate Support Council. If the Association is suspended or terminated it may be reinstated by the ISM Affiliate Support Council and ratified by the ISM Board of Directors at any time subsequent to such suspension or termination upon a proper showing of good cause to justify a reinstatement of affiliation with ISM.

## **ARTICLE III**

### **MEMBERSHIP**

**SECTION 1. Regular Member:** Regular Members of an Affiliated Association shall be limited to the following:

Any person interested in the supply management field shall be eligible to be a Regular Member of an Affiliated Association provided that such person (I) is not primarily engaged in sales activity; or (II) does not solicit business on behalf of such person or his or her employer during meetings of any ISM activity, including without limitation, meetings of Affiliated Associations (including chapters), ISM Committees and ISM Groups and Forums. For the purposes of this section, "primarily" shall mean a majority of a person's time. However, no person shall be ineligible by reason of incidentally disposing of scrap, surplus stock or equipment of the concern by which he or she is employed. The eligibility of an editor, secretary or business manager employed by an Affiliated Association shall not be affected by reason of sales activity directly related to any magazine, bulletin or other publication or exhibit, product, show or similar activity sponsored by such association.

**SECTION 2. Voting membership:** The association shall have a membership class which shall represent membership in NAPM, entitle any member of this class to vote, hold office in this association or serve as a chairman of this association's committees.

**SECTION 3. Dues-free Members:** Dues-free members include:

- (a) *Academic Members.* A person with a full-time appointment as a teacher, research specialist, department head, director or dean of a college, university, other academic institution whose academic responsibility includes purchasing management or materials management or other related fields or subjects. Academic members are Regular voting members.
- (b) *Student Members.* An undergraduate or graduate student enrolled full-time in an accredited community college or four-year College or University may receive all the benefits of membership in ISM and this Association and be exempted from payments of dues. Student members are Regular non-voting members.
- (c) *Lifetime Members.* A person who has been a Regular Member for a period of ten (10) years or more, has retired from all regular employment and has been approved for this category by a majority vote of the Regular Members of the Affiliated Association of which he/she has been a Member. Lifetime members are Regular voting members.
- (d) *Special Membership Extension.* Membership will be extended an additional 12 months without requiring payment of ISM dues for persons who have been a member of ISM and are unemployed for

six months, excluding first-time membership applicants, provided that the affiliate also waives the affiliate dues. Dues free membership will be extended to those members serving in full-time active military duty for the length of their service, provided that the affiliate also waives the affiliate dues. These members are also regular voting members.

- (e) *Honorary Members.* A person not qualified for regular membership but who has rendered distinguished or unusual services to the purchasing and materials management profession and who has been elected to the class of membership by vote of the Board of Directors of the Association and by a vote of the regular members of the Association. Election to honorary membership shall be for such a period as the Association may designate, but the Board of Directors of the Association shall have the authority and duty to revoke the honorary membership of any individual whenever they shall determine that continuation of the honorary membership would be inconsistent with the policies and objectives of ISM or the Association. This is a non-voting membership not entitled to hold office.

**SECTION 4. Non-voting Membership:** The Association shall have the following non-voting membership classes which shall not represent regular membership in ISM nor entitle any member of such class to hold office in the Association, nor to serve as Chair of the Association's Committees:

- (a) *Associate Members.* A person who satisfies the eligibility standards of Article IV, Section II.
- (b) *Honorary Members* as described in Section 3(e) of this article.
- (c) *Student Members* are Regular non-voting members as described in Section 3(b) of this article.

**SECTION 5. Admission of Members:** Admission of all applicants for membership in the Association shall be in accordance with the following procedures:

- (a) Application for membership shall be submitted upon the application form, endorsed by two regular members in good standing and approved by the Membership Committee.
- (b) Application shall then be submitted to the Board of Directors of this Association.

- (c) Upon approval by the Board of Directors, applicant shall become a regular member of the Association.
- (d) The application shall be sent to ISM, accompanied by the payment of such fees and dues as may be required.
- (e) Membership is vested in the individual and is not transferable.

**SECTION 6. Denial of Membership:** The Association shall have the right to deny membership to any applicant who fails to satisfy the eligibility requirements for any class of membership provided; however, denial of membership shall occur only after the applicant has been advised of the proposed denial of membership and has been given the opportunity to submit proof in support of his or her eligibility for membership in the Association. An applicant denied membership in the Association shall be given written notice of such denial and shall be advised in writing that he or she may appeal the action taken by the Association to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council. Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the applicant the opportunity to submit proof in support of the applicant's eligibility for membership in the Association. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Council concerning denial of membership shall be final and binding and the denial will not be considered by the Board of Directors of ISM.

**SECTION 7. Expulsion of Members:** The Association shall have the right to expel a member of any classification from membership in the Association for nonpayment of dues or for violation of the provisions of these Bylaws, the *ISM Bylaws*, the *ISM Policies*, the *ISM Policy Manual for National Groups and Forums*, the *ISM Standards of Conduct* or such other statements of policy as may be adopted by the Association or the ISM Board of Directors from time to time.

Expulsion for any reason other than nonpayment of dues shall occur only after the member has been advised of the proposed expulsion and the reasons therefore and has been given an opportunity to submit proof in support of continued membership in the Association. A member expelled from membership in the Association shall be given written notice of such expulsion and shall be advised in writing that he or she may appeal the action taken by the Association to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council.

Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the expelled member the opportunity to

submit proof in support of continued membership in the Association. The decision of the Affiliate Support Council concerning expulsion of a non-voting member shall be final and binding and the expulsion will not be considered by the ISM Board of Directors. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Council concerning expulsion of a regular member will likewise be final and binding and the expulsion will not be considered by the ISM Board of Directors.

**SECTION 8. Reinstatement:** A former member of the Association, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year's dues [and an administration fee or similar charge which may be imposed by the Association from time to time].

The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of this Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal has been decided by the Affiliate Support Council concerning the expulsion of the same member seeking reinstatement.

**SECTION 9. Resignation:** Any member of the Association may resign by filing a written resignation with the Association, but such resignation shall not release the member so resigning of the obligation to pay any dues or other charges theretofore accrued but unpaid.

**SECTION 10. Transfer of Membership:** Membership in the Association shall be vested in the individual member of the association however regular membership may be transferred to another affiliate.

## ARTICLE IV

### GROUPS AND FORUMS

**SECTION 1. Purposes and Organization:** Members of the Association having common interests as supply management professionals in a particular industry or commercial activity or common interests in a certain classification of commodities or materials, may organize a Group/Forum to promote the interchange of ideas and discussion of mutual problems. The Board of Directors of the Association may provide reasonable procedures and requirements for the formation, recognition, encouragement and operation of Groups/Forums which shall be organized and operated within the Association as a Committee of the Association.

**SECTION 2. Regular Members and Associates:** The regular membership of any Group/Forum within the Association shall consist only of persons who are

regular members of the Association. Any Group/Forum may have associate members who are not regular members of the Association, provided such associate members meet the eligibility standards set forth in Section 1 of Article III and provided, further, that at least one member of the same company holds a regular membership in the Association. Membership in the Association as a non-voting member shall be required for election as an associate member of a Group/Forum and associate members of a Group/Forum shall not vote or hold office in the Group/Forum.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**SECTION 1.** The officers of this association shall be:

President  
President-Elect  
Vice-President  
Director of Finance

**SECTION 2.** The board of directors shall be composed of the president, president-elect, vice-president, director of finance and four other elected directors. The four directors will be elected by the members at large each year at the regular April monthly meeting. The term of office of director's of the board will be two (2) years, effective July 1, after their election, or until their successors are duly elected. The president-elect shall become the president effective July 1, one year after serving in the office of president-elect. The vice-president shall become the president-elect effective July 1, one year after serving in the office of vice-president.

**SECTION 3.** The board of directors shall manage and control the business of the association and shall establish the annual budget, but it shall have no power to make the association liable for any debt or debts to any amount which shall exceed the sum of cash in the hands of the director of finance and not otherwise appropriated. It shall approve or disapprove applications for membership submitted to it by the director of membership in accordance with Article II, Section 5. It shall act as judge in cases of complaints filed by members; it shall direct all officers and committees in their work. It may suspend or expel any association member who may prove undesirable as provided in Article III, Section 7, by a vote of the board of directors. It shall appoint a successor for the unexpired term of an elected office caused by death, resignation or removal.

**SECTION 4. Vacancies:** Mid-term vacancies occurring in any office shall be filled for the unexpired term through appointment by the President, with the approval of the Board of Directors, until the vacancy can be filled at the next election. In the event of a vacancy in the office of President resulting from death, resignation, disqualification or permanent inability to serve the position will be filled through succession as listed in Section 2 above.

**SECTION 5.** The president shall be the chairman of the board of directors, chief executive officer of the association and preside at all meetings, and be an ex-officio member of all committees. The president shall develop and publish an agenda prior to all meetings of the board. The president shall approve such communications not previously approved by the executive committee sent by the association or in the name of the association to its membership. The president must countersign all checks and perform such duties as are incidental to the office. All the foregoing subject to such instruction as may be given by the board of directors.

**SECTION 6.** The president-elect shall assist the president in developing and implementing the five year plan and keeping the by-laws current and accurate. The president-elect shall perform the duties of the president in the absence or incapacity of the president.

**SECTION 7.** The vice-president shall assist the president in securing a nominating slate for the Board of Directors. The vice-president shall also secure nominations for the St. Louis Purchasing Award. The vice-president shall perform the duties of the president-elect in the absence or incapacity of the president-elect.

**SECTION 8.** The director of finance shall oversee the financial records of the association and monitor the budget to performance for board meetings. The director of finance may countersign all checks.

**SECTION 9.** The four elected directors shall perform duties as may be assigned by the president and approved by the board of directors.

**SECTION 10.** The board of directors shall meet the second Tuesday of each month unless rescheduled due to circumstances.

**SECTION 11.** Five members shall constitute a quorum of the board of directors.

**SECTION 12.** Except as otherwise provided in these by-laws, matters submitted to the vote of the board of directors shall require a (2/3) majority vote of the members of the board present for passage.

**SECTION 13.** Robert's Rules of Order shall govern the meetings of this association.

## **ARTICLE VI**

### ***Elections***

**SECTION 1.** All regular members are eligible for candidacy for membership on the board of directors.

**SECTION 2.** A committee of at least three (3) members shall be appointed by the president or vice-president ninety (90) days prior to the annual meeting in April of each year. Not more than one (1) member of this committee shall be a member of the board of directors. This committee shall present a proposed slate of candidates for all offices to the president thirty (30) days prior to the April meeting.

The names of the consenting nominees for the various offices shall be announced at the regular meeting preceding the Annual Meeting by the Chairman of the Nominating committee. He or she shall file a list of the nominees, certified by the Committee, with the President immediately after such announcement.

**SECTION 3.** The election, held at the annual meeting, shall be by secret ballot or acclamation. Those candidates receiving the highest number of votes cast by regular members in attendance shall be elected to office.

## **ARTICLE VII**

### **Meetings**

**SECTION 1.** The annual meeting for the election of the board of directors will be held on the fourth Tuesday of April, unless authorized by the board of directors.

**SECTION 2.** The regular monthly meetings shall be held on the fourth Tuesday of each month (except June, July, August, and December), unless authorized by the board of directors.

**SECTION 3.** Special meetings may be called by the board of directors, the president or by petition of 1/5 of the regular members in good standing, due notice of which shall be sent to members.

**SECTION 4.** Members must be notified at least (7) days prior to change of date of any meeting authorized in Sections 1, 2, and 3 of the article.

## **ARTICLE VIII**

### **Dues**

**SECTION 1A.** A Regular member shall pay an initiation fee of \$5.00 in addition to the administrative fee charged by the ISM to new members.

**SECTION 1B.** An associate member shall pay a \$5.00 initiation fee.

**SECTION 1C.** All of the above fees are to be paid within 30 days of notification of election to membership.

**SECTION 2A.** Dues of regular members shall be determined by the Board of Directors with any changes to be approved by a majority vote of members present at a general meeting. New regular member dues are to be paid within 30 days of notification of election to membership.

Dues will then be pro-rated on an annual basis and are payable on July 1st of each year or as authorized by the board of directors.

**SECTION 2B.** Dues of non-resident regular members shall be determined by the Board of Directors with any changes to be approved by a majority vote of members present at a general meeting. New regular non-resident dues are to be paid within 30 days of notification of election to membership. Dues will then be prorated on an annual basis and are payable on July 1st of each year or as authorized by the board of directors.

For any dinner meetings attended by a non-resident member, they will be charged for the dinner accordingly.

**SECTION 2C.** Dues of associate members shall be determined by the Board of Directors with any changes to be approved by a majority vote of members

present at a general meeting. New associate member dues are to be paid within 30 days of notification of election to membership. Dues will then be pro-rated on an annual basis and are payable on July 1st of each year or as authorized by the board of directors.

**SECTION 2D.** Life members will not pay annual dues. For any dinner meetings attended by a life member, they will be charged for the dinner accordingly.

**SECTION 3.** Should a member's dues be thirty (30) days overdue, a second notice shall be sent by the association, after which, if not paid within thirty (30) days thereafter, the member shall be dropped from membership and so reported at the next meeting of the board of directors.

**SECTION 4.** A person with a full-time appointment as a teacher, research specialist, department head, director or dean of a college, university or other academic institution whose academic responsibilities include purchasing management, materials management or other related fields or other related fields or subjects shall be a dues free regular member.

**SECTION 5. Nonpayment of Dues:** A member of the Association whose dues are sixty (60) days in arrears may be expelled from membership in the Association and ISM upon notice by the Association to such member, such expulsion to be effective upon the date of such notice. A member expelled from membership for nonpayment of dues may be reinstated upon full payment of all delinquent dues (plus payment of an administrative fee or similar other charge which may be required from time to time by the Association).

## **ARTICLE IX**

### **REMOVAL FROM OFFICE**

**SECTION 1.** Any officer may be removed at any time by the Board, with or without cause, but such removal shall be without prejudice to the contractual rights, if any, of the officer so removed.

## **ARTICLE X**

### **DISSOLUTION**

**SECTION 1. Dissolution:** Te Association may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the regular members of the Association in accordance with the Non-Profit Corporation Act of the State of Missouri, as amended from time to time.

**SECTION 2. Dedication of Funds:** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified organizations engaged in the promotion or education of the purchasing and supply management profession to be selected by the Board of Directors and regular members of the Association.

## **ARTICLE XI**

### **AMENDMENTS**

Notice of any proposed amendment to these by-laws shall be communicated to all regular members at least seven (7) days prior to the meeting at which such amendment is to be voted on. These Bylaws may be amended only by a 2/3 vote of the regular members present and voting.

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