

BUSINESS PLAN

FOR

2013-2016

**Institute for Supply Management (ISM) —
San Antonio, Inc.**

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ISM-San Antonio, Inc.

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EXECUTIVE SUMMARY: The San Antonio Affiliate of ISM (formerly NAPM) plans to continue with development of a viable organization, with goals and objectives of increasing membership growth by 5% annually, retaining current members, encouraging members to obtain certification, promoting ISM satellite seminars, providing speakers of community and member interest to increase attendance at monthly membership meetings, improving visibility of both the affiliate and ISM national capabilities by supporting the Southwest Forum Conference and the ISM International Conference, encouraging ISM membership, and publicizing that members may use resources on the ISM national website or ISM-San Antonio website. We will provide members an affiliate that they can be proud to be a member of and provide educational and networking opportunities to further enhance the profession.

Description: The Affiliate Board of Directors and Chairpersons have and will continue to develop an ongoing, aggressive and strong strategic plan to provide a program for recruitment, education and an approach for membership growth and retention. This plan includes analysis of the geographic area including and beyond the city to include surrounding counties for individual membership and corporate involvement.

SWOT Analysis:

Strengths:

- Strong financial status
- Experienced leadership
- Long history of organizational excellence
- Successful fundraising activities
- Excellent programs for monthly meetings
- Marketing initiative/outreach to local and surrounding communities
- Board of Directors is organized in a healthy manner
- Level of training and/or experience of our volunteer base is high
- Meeting places and level of affordable support is good
- Membership number trend is promising
- Collaboration and or cooperation with other professional business organizations is ongoing
- E-mail blasts to membership are on a regular basis
- E-mail communication among board and the members is strong
- Fundraising projects are strong
- Website is established and updated timely
- Ongoing formalized certification training opportunities

Weaknesses:

- Seminar attendance is low
- Difficulty getting volunteers or chairpersons and committees
- Too few members doing too much
- Service Awards
- Retiree involvement

Opportunities:

- Economic growth of our market area has been positive
- New and existing businesses are not represented in the ISM-San Antonio
- Economic forecasts are good for the market we serve
- Large underserved pool of supply management professionals in our market area
- Influence large regional corporations on value of ISM certifications

Threats:

- Rightsizing of organizations
- Cost cutting of organizations (businesses)
- Lack of understanding of the benefits of membership
- Board members are getting harder to recruit and/or continue in Board positions.

- Difficult with increased work-loads to ensure continuity of ISM leadership.
- Employer monetary support of member involvement in ISM has decreased
- Attendance and/or participation at seminars, programs and meetings is low

Current Affiliate Products/Programs/Services:

- Monthly dinner/lunch meeting offering inexpensive continuing education programs and networking opportunities
- Sponsor ISM Satellite seminars
- Fundraisers; group event, buyer-supplier networking
- Scholarship Program

Summary of Results to Date: The affiliate has had successful fundraisers. The programs for the monthly membership meetings have focused on professional development topics and current trends in business. In spite of advertising and e-mail blast, attendance and member participation at dinner meetings has been static. Educational offers of CPSD and CPSM reviews have been quite successful.

ISM SAN ANTONIO STRATEGIC PLAN

MISSION: To enhance the professional development of our members, to promote and develop the purchasing (supply chain management) profession in our communities and to support the economic growth of the communities we serve.

VISION: In the San Antonio area, we are the recognized source in educational and professional development opportunities, mentoring, and best practices in supply management.

STRATEGIES:

- Enlist our members' thoughts, energy and efforts to shape ISM- San Antonio
- Provide knowledge, programs and strategies for professionals of all supply management titles, positions and organizational roles
- Foster good corporate citizens
- Increase awareness and shape a positive image of the supply management profession and ISM
- Maximize opportunities in the San Antonio business community to grow our organization

CURRENT OBJECTIVES:

1. Improve membership participation in monthly meetings
2. Staff committees, chairs and board of directors
3. Develop programs to address membership needs
4. Increased participation (attendance) at professional development events
5. Increase certification of membership
6. Award scholarships, for members and students
7. Establish mentor program
8. Ask new members-membership drive at all levels
9. Deploy Marketing Plan
10. Foster collegiate outreach (UTSA, Texas A&M San Antonio, Palo Alto, Our Lady of the Lake, and San Antonio Community College)
11. Establish alliances with other civic and professional organizations
12. Increase communication channels
13. Alliance with Business Opportunities Texas and San Antonio Business Opportunities Council
14. Scholarship program
15. Ethics program
16. Offer service to community

17. Increase participation in the ISM Report on Business Survey
18. Reach out to Business leaders - existing and new
19. Enhance Professional Development Programs

VALUES:

- We ascribe to the Principles and Standards of Purchasing Practice
- We believe in the ethical treatment of all of our suppliers
- We believe in performing our duties in accordance with applicable laws
- We believe in maintaining the professional growth of our members
- We believe in maintaining the confidentiality of our employees
- We believe in the diversity of our membership

AFFILIATE BYLAWS

Institute for Supply Management (ISM) – SAN ANTONIO, INC.

5886 De Zavala Road, Suite 102-155
San Antonio, TX 78249

AFFILIATED ASSOCIATION OF THE INSTITUTE FOR SUPPLY MANAGEMENT™



Institute for Supply Management - San Antonio, Inc.

BYLAWS

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of this Association shall be the Institute for Supply Management - San Antonio, Inc., a not-for-profit corporation organized and existing by virtue of the laws of the State of Texas, (hereinafter referred to as the "Association").

Section 2. Location. The principal office of the Association shall be located in San Antonio, State of Texas, or in such other localities as may be determined by the Board of Directors.

ARTICLE II

PURPOSES

The Association is a not-for-profit corporation organized and operated not for pecuniary profit, but exclusively for educational purposes within the meaning of Section **501 (c) 6** of the Internal Revenue Code (hereinafter referred to as the "Code"), and in this connection, the purposes for which the Association shall be organized and operated are as follows:

- (a) To foster and promote interchange of ideas and cooperation among its members.
- (b) To promote the study, development, and application of supply management, including improved procurement or purchasing methods and practices and all matters related to the foregoing (hereinafter referred to as "the supply management profession").
- (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 encourage and cooperate in the institution and development of educational courses, seminars, programs and materials on the subject of supply management and all matters related thereto.
- (g) To strive by all lawful means to promote and enhance the supply management profession.
- (h) 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.
- (i) 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.

(j) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, and not for the pecuniary profit or financial gain of its members, directors or officers, except as otherwise permitted by the laws of the State of Texas.

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 III

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 Texas, 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 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 ISM. If ISM 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 action together with the recommendations of ISM. If the Association is suspended or terminated it may be reinstated 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 IV

MEMBERSHIP

SECTION 1. Regular Membership. A person shall be eligible to be a Regular member of the Association who satisfies the eligibility requirements of a Regular member of an Affiliated Association as defined in the Bylaws of the Institute of Supply Management, Inc. (ISM), as amended from time to time. Regular members of this Association shall have the right to cast one (1) vote on all questions which require a vote of the Regular members of this Association other than those Regular members who, pursuant to the ISM Bylaws, as amended from time to time, do not have voting rights.

SECTION 2. Dual Membership. Dual membership may be afforded to individuals who meet the same criteria as Regular Members and hold regular membership in ISM through another affiliated association. Dual Members may vote and hold office in the Association.

SECTION 3. Dues Free Members. The Association shall have the following dues free membership classes:

(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 for payments of all dues and fees. 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. Members under this class are 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 the continuation of the honorary membership would be inconsistent with the policies and objectives of ISM, or the Association. Honorary members are non-voting members.

SECTION 4. Nonvoting Membership. The Association shall have the following nonvoting 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 1, but belongs to the affiliate only. Associate members do not receive ISM benefits or vote on ISM issues

(b) *Student Members* as described in Section 3 (b) of this Article.

(c) *Honorary Members* as described in section 3 (e) 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 electronically, by fax or by paper to ISM per instructions stated on the web-page and application form,

(b) The application shall be sent to ISM, accompanied by the payment of such fees and dues as may be required.

(c) Membership is vested in the individual and is not transferable.

SECTION 6. Denial of Membership. An affiliated association has the right to deny Regular membership, as authorized in the ISM Bylaws, Article II, Section 1. The ISM Affiliate Support Department will consider an appeal by the applicant. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Department concerning denial of Regular membership will be final and binding, and will be considered final by the ISM Board of Directors.

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 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 ISM by filing a notice of intent to appeal to ISM.

Upon receipt of a timely filed notice of appeal, ISM 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 ISM concerning expulsion of a nonvoting member shall be final and binding.

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 ISM 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 pursuant to the ISM Policy Manual.

ARTICLE V

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 IV.

Membership in the Association as a nonvoting 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 VI

DUES AND ADMINISTRATIVE CHARGES

SECTION 1. Amount. The amount of annual dues for regular members and each class of nonvoting members of the Association shall be determined from time to time by the Board of Directors of the Association and a vote of the members of the Association. Annual dues for regular members of the Association shall include an amount equal to the annual dues in effect from time to time for membership in ISM. The Association may deduct from payments to ISM amounts equivalent to dues for regular members whose qualifications for membership are set forth in Section 3 (d) of Article IV on condition that the ISM Board of Directors has waived all ISM dues with respect to such members.

SECTION 2. Volume Discount. Notwithstanding the provisions of Section 1 of this Article, regular members employed by the same employer at any location (the "Employer") shall, if elected by the Employer by written notice to ISM, be eligible for a discount against the amount of ISM dues described in Section 1 of this Article and Affiliated Association dues in effect from time to time based upon the number of regular members employed by such Employer (the "Employer Discount"). The amount of the Employer Discount (subject; however, to change by the Board of Directors as authorized in this Section 2) shall be as follows:

Number of Regular Members Employed by Employer	Discount against ISM and Affiliated Association Member Dues
Fifty plus (50+) Members	Twenty-five percent (25%)

The Board of Directors of ISM shall be authorized to determine the amount of the Employer Discount described in this Section 2 by a vote of two-thirds (2/3) of all the members of the Board of Directors; provided, however, (i) the Board of Directors shall not vote upon any proposed change in the amount of the Employer Discount unless such proposal has been presented to and considered by the

Board at the regularly scheduled meeting of the Board immediately preceding the regular meeting of the Board at which such proposal is voted upon by the Board; and (ii) a written notice of any change in the amount of the Employer Discount as authorized by this Section 2 shall be mailed to the ISM members not less than ninety (90) days prior to the effective date of such change.

SECTION 3. Payment. Dues for regular and nonvoting members in the Association shall be assessed on a calendar year basis and shall be payable in advance of or on January 1 of each year. Members elected to membership in the Association at any time during a calendar year shall be required to pay a proportionate amount of the annual dues in effect at the time of their election to membership which amount shall be payable commencing on the first of the month following the month in which they are elected to membership in the Association.

SECTION 4. 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).

SECTION 5. Schedule of Dues. The Association shall cause to be mailed to each member of the Association on or before October 1 of each year a schedule of annual dues payable for each category of membership for the coming membership period. Membership dues are payable in advance. (The mailing of the schedule of dues described in this Section shall not preclude the Association from causing a change in the amount of any dues set forth on such calendar year provided such change is made effective on or after the date such change in dues is approved by the Association in accordance with these Bylaws).

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors shall have general charge, management, and control of the affairs, funds and properties of the Association and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of the Association, shall have authority to take such action in matters of policy and procedure as, in its judgment, will best promote the interests and welfare of the Association, including authority to promulgate, amend or rescind in whole or in part all statements of Association policy as they may exist from time to time.

SECTION 2. Membership. The Board of Directors shall consist of five (5) officers: President, Vice President, Secretary, Treasurer, and a Past President, and five directors as defined in Article 10. **(NOTE: composition of Board may vary depending on the needs of the affiliate.)** All members on the Board of Directors must be Regular Members of ISM - San Antonio, Inc. and ISM, with dues current.

SECTION 3. Election. The Officers and Directors shall be elected for a full term of office by the regular members of the Association in the Spring of even calendar years, or as needed to fill established term limits by the vote of the Board of Directors in accordance with the voting privileges outlined in Article IX hereof.

SECTION 4. Term of Office. The Officer and Directors shall be elected for a standard term of two (2) years.

SECTION 5. 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 Board of Directors shall promptly elect a successor from its own number for the remainder of the term.

SECTION 6. Meetings. There will be at least ten (10) regular meetings per fiscal year. Special meetings as well as regular meetings will be announced at least one week prior to the meeting. Notification will be either in writing, or by phone if necessary. Special meetings may be called upon the written request of 5 regular members.

SECTION 7. Authority to Act Without a Meeting. No action will be taken without a meeting.

SECTION 8. Board Action by Conference Call. Any one or more members of the Board of Directors, or of any committee thereof, may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar equipment which enable all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 9. Quorum and Voting. A **simple majority** of the Board of Directors is required for a quorum and for any official vote.

SECTION 10. Executive Committee. The Board of Directors may, if it so desires, elect from among its members an Executive Committee of 3 or more members. Such Executive Committee shall act under the direction of and all its acts shall be subject to review by the Board of Directors.

ARTICLE VIII

OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall be the **President, Vice President, Secretary, Treasurer and a Past President. (NOTE: constitution of Officers may vary from election year to election year depending upon the needs of the affiliate.)**

SECTION 2. Election. The officers shall be elected by the regular members of the Association in accordance with Article IX hereof.

SECTION 3. Duties of President. The President shall be Chief Executive Officer and Chairman of the Board of Directors, and shall exercise general supervision over the executive affairs of the Association. He or she shall preside at all meetings of the Association membership and of the Board of Directors and shall be a member, exofficio, of all Association committees. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these Bylaws and which may be assigned by the Board of Directors.

SECTION 4. Duties of Vice-President. The Vice President shall perform such duties as may be assigned from time to time by the President and the Board of Directors of the Association. In the event of the temporary inability of the President to perform the duties of his or her office resulting from illness, absence or any other cause, the Vice President shall perform all the duties of the office of President until such time as the incumbent is able to resume the duties of the office.

SECTION 5. Duties of Secretary. The Secretary shall be responsible for the preparation of all minutes of meetings of the Board of Directors and members of the Association; the maintenance and safekeeping of all corporate and membership records of the Association; and the serving or publication of all notices required by law or these Bylaws concerning any meeting or any other matter applicable to the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law.

SECTION 6. Duties of Treasurer. The Treasurer shall have the custody of all Association funds and securities; shall maintain a full and accurate account of all receipts and disbursements in books

belonging to the Association; shall deposit all Association funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association; shall disburse the funds of the Association by check countersigned by another officer in accordance with instructions furnished by the Board of Directors of the Association; shall render to the Board of Directors and members of the Association upon request, but at least annually, an account of all his or her transactions and of the financial condition of the Association; and shall perform such other duties as may be assigned from time to time by the President and the Board of Directors of the Association or which may be required by law.

SECTION 7. Duties of Past President. The Past President shall perform such duties as may be assigned from time to time by the President and the Board of Directors of the Association. The Past President shall serve in the capacity of an advisor to the current President and Board of Directors.

ARTICLE IX

MEETINGS OF THE ASSOCIATION MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of the Association membership shall be held in August of each year at such place and on such date as may be determined by the Board of Directors of the Association. Written notice thereof shall be given to all members at least fourteen (14) days prior thereto.

SECTION 2. Special Meetings. Special meetings of the Association membership may be called by the Board of Directors or the members of the Association in accordance with the provisions set forth in the Non-Profit Corporation Act of the State of Texas.

SECTION 3. Quorum. At all meetings of the Association membership a quorum shall be the presence of at least fifty-one (51%) percent of the regular membership of the Association, in attendance at such meeting.

SECTION 4. Voting. On all questions or issues presented for a vote at the annual meeting or any special meeting of the Association membership, each regular member whose dues are paid shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented to a vote of the Association membership shall be authorized by a simple majority of the votes cast at an annual or special meeting of the Association membership entitled to vote thereon (provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum required by Section 3 of this Article).

SECTION 5. Action by Association Membership Without a Meeting. Except for the election of the Board, whenever any question or issue is presented to a vote of the members, such vote may be taken without a meeting by written consents (either by written or electronic transmission) setting forth the action so taken and signed by a majority of members casting a vote, provided the number of consents is equal to or greater than the quorum requirement under Section 3 of this Article for a meeting of the members.

SECTION 6. Order of Business. At any meeting of the Association membership, the order of business shall be as stated on the agenda for the meeting furnished with the notice of such meeting required by this Article.

SECTION 7. Parliamentary Rules. At all meetings of the Association, including the Board of Directors, Robert's Rules of Order will prevail when not in conflict with these Bylaws.

ARTICLE X

DIRECTORS AND COMMITTEES

SECTION 1. Directors of Affiliate. The following Directors shall be established within the Association, and are authorized one (1) vote on the Board of Directors within this affiliate;

- (a) Marketing
- (b) Education
- (c) Membership
- (d) Events
- (e) Programs

The following additional standing Committee Chairs may be established:

- (a) Professional Development
- (b) Budget
- (c) Communications
- (d) Website
- (e) Scholarship and Awards
- (f) Parliamentarian
- (g) Installation of Officers
- (h) Nominating
- (i) Audit

The President with approval of the Board of Directors of the Association shall authorize from time to time additional committee as Standing Committee(s) and Ad Hoc Committees whenever in the sole judgment such action is deemed necessary.

SECTION 2. Special Committees. The President, with the approval of the Board of Directors of the Association, shall appoint other such special committees, subcommittees or task forces as may be deemed necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such special committee shall be prescribed by the Board of Directors upon their appointment.

SECTION 3. A committee of at least three (3) Regular Members shall be appointed by the Board of Directors at least sixty (60) days prior to the date of the election. Not more than one (1) member of this committee shall be a member of the Board of Directors who is not on the proposed slate of candidates. The nominating period shall occur within the first thirty (30) days of the Nominating Committee forming. This committee shall present a proposed slate of candidates for all officers and directors to the membership one (1) month before elections. The committee shall also be responsible for conducting the election procedures.

The names of consenting nominees for the various offices shall be announced at the regular meeting preceding the election by the Chairman of the Nominating committee. He or she shall file a list of the nominees, certified by the Committee, with the Secretary immediately after such announcement. Any five (5) or more members acting jointly may present to the Secretary not later than the end of the nominating period, the names of any candidates whom they wish to nominate, and the respective offices for which they are nominated. The Chairman of the Nominating Committee shall announce such nomination(s) prior to the election.

ARTICLE XI

FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Association shall begin on September 01 of each year and terminate on August 31 of the same or following year.

SECTION 2. Appropriations. Funds appropriated in the annual Institute for Supply Management - San Antonio, Inc., budget shall be allocated to each funded activity. "Funded activities" are defined as those elements of the annual Institute for Supply Management - San Antonio, Inc., budget for which there are anticipated expenses during the fiscal year such as membership dues to ISM, meetings, workshops, office expenses, officers' and directors' expenses, and committee expenses. During the appropriation year, it shall be necessary for each funded activity to receive Board of Director's approval if it should become necessary to exceed its allocated amount in the annual budget.

ARTICLE XII

DISSOLUTION

SECTION 1. Dissolution. The 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 Texas, 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 materials management profession to be selected by the Board of Directors and regular members of the Association.

ARTICLE XIII

CHAPTERS

SECTION 1. Location. The Association may establish chapters for members who are located in geographical areas distant from the designated meeting place for regular meetings.

SECTION 2. Approval. The Board of Directors determines the need, the organizational structure, and approves the operating procedures for chapters within the guidelines of these Bylaws.

ARTICLE XIV

INDEMNIFICATION

SECTION 1. Litigation. This Association shall indemnify any director or officer, made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of this Association served in any capacity at the request of this Association, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of this Association or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein; provided, however, that no indemnification shall be made to or on behalf of any director or officer if a judgment or adjudication adverse to the director or officer establishes that his or her act was committed in bad faith or the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or

that he or she personally gained in fact a financial profit or other advantage in which he or she is not legally entitled.

SECTION 2. Authorization. Any indemnification made pursuant to Section 1 of Article XIV hereof, shall be made by this Association; if authorized in one of the following ways:

(a) By the Board acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has not violated the standard of conduct as set forth in Section 1 of Article XIV hereof;

or

(b) If a quorum under subparagraph (a) above is not obtainable or even if obtainable, a quorum of disinterested directors so directs:

(1) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in Section 1 of Article XIV has not been violated by such director or officer, or

(2) by the members upon a finding that the director or officer has not violated the standard of conduct set forth in Section 1 of Article XIV.

SECTION 3. Expenses Incurred. The Association shall pay expenses incurred in defending a civil or criminal action or proceeding in advance of final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amounts as, and to the extent, the person receiving such advancement or allowance is ultimately found, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by this Association exceed the indemnification to which he or she is entitled. If any action with respect to indemnification of directors and officers is taken, then this Association shall, not later than the next Annual Meeting, unless such meeting is held within three (3) months from the date of such action and, in any event within fifteen (15) months from the date of such action, mail to its members of record at the time entitled to vote for the election of directors a statement specifying the action taken.

SECTION 4. Personal Liability. The directors of this incorporated Association shall not be personally liable to the Association or its members for damages for any breach of duty in his or her capacity as such: provided, however, that this provision shall not limit or eliminate the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that his or her acts violated Section 719 of the Not-For-Profit Corporation Law or for any act or omission which occurred prior to the adoption of this provision.

ARTICLE XV

AMENDMENTS

These Bylaws may be amended only by a vote of Fifty-one percent (51%) of the regular members present and voting as set forth in Section IX, such amendment(s) having been proposed in writing and read at the previous regular meeting.

Bylaws Update
Submitted by:

Dave Sanchez, CPSM, C.P.M.
Past President, ISM-San Antonio, Inc.

Robert (Gary) Smith
President, ISM-San Antonio, Inc.

Cokie Reddy, CPSD, C.P.M.
Secretary, ISM-San Antonio, Inc.

Submitted to ISM National, August 27, 2013

MARKETING PLAN ISM – SAN ANTONIO 2013 - 2016

EXECUTIVE SUMMARY

Mission Statement:

To enhance the professional development of our members, to promote and develop the purchasing (supply chain management) profession in our communities and to support the economic growth of the communities we serve.

Vision Statement:

In the San Antonio area, we are the recognized source in educational and professional development opportunities, mentoring, and best practices in supply management.

Marketing Plan

The current board recognized the need to “reach out” to solicit additional members and to communicate with the business leaders in the expanding San Antonio economy to allow the affiliate the ability to grow.

A marketing committee is well established to develop a plan and methodology to reach out to the business community leadership as well to bring in additional members.

ISM-San Antonio will host ten (10) dinner meetings. Topics are dedicated to professional development, supply management and business related topics. These programs include a broad range of national and locally recognized speakers.

SITUATIONAL ANALYSIS

The situational analysis is prepared to draw attention to major events, circumstances and situations around ISM-San Antonio that affect our operations. It includes three subsections: background, normal forecast and the strengths, weaknesses, opportunities and threats (SWOT).

Background

This section includes information for the ISM-San Antonio, market area, our history, our market segments and the ISM-San Antonio programs.

History

ISM-San Antonio’s market area in terms of geography has increased over the years. The membership is concentrated in San Antonio and surrounding rural areas. The majority of the membership is from the city area.

Membership dues were not changed for six years. In 2010 dues increased by \$20 to more closely match national dues. Similarly, the board and committee chairs make every effort to keep program costs to a minimum. Seminar speakers are provided by the association. Members pay a nominal fee of \$20 for dinner. Operating costs are supported by fundraiser events and educational opportunities. The board has created a scholarship program to support full or part time students whose primary residence is in Bexar County and adjoining counties or anyone associated with the ISM-San

Antonio affiliate (e.g., a member, family member, work colleague, or students of a member teaching purchasing-related classes).

In past years the affiliate sent officers, directors, and committee chairs to the annual summer and fall leadership training workshops. ISM-San Antonio future plan is to send regularly the president and at least one officer, director, committee chair, or member to the ISM Annual International Supply Management Conference and annual Southwest Supply Chain Forum. New officers, directors, or committee chairs have priority, so most of the officers, directors and chairs have attended one or more workshops and conferences.

Markets

As the local affiliate of the premier professional education organization concerning the supply management and materials function and processes, ISM-San Antonio, has these major target markets:

1. Supply management professionals and others who are members of ISM and ISM-San Antonio and utilize many of the ISM programs at all levels.
2. Supply management professionals and others who are not members of ISM and ISM-San Antonio, but who use some ISM-San Antonio products and services on an irregular basis.
3. Supply management professionals and others who are not members of ISM and ISM-San Antonio and who may have some to no knowledge of ISM and ISM-San Antonio or its products and services.
4. Universities, colleges and community colleges that offer academic work in supply management and associated business topics.
5. Members of academe who are not in regular contact with ISM and ISM-San Antonio at any level.
6. Students, graduate or undergraduate, who may, if properly motivated and supported, enter the profession.

History of ISM-San Antonio Programs

The basic format of the ISM-San Antonio program has remained essentially unchanged for the past five years. ISM San Antonio holds 11 meetings a year and tries to schedule and host two seminars or training events each year. The Education Chair and Program committees have maintained a good program balance between hard-core professionalism and lighter topics with professional interest.

Attendance at the regular meetings, has hovered around 15 percent of the membership and a few guests per meeting. An example set of data by month and across three years is presented in Table I. For the past three years, no effort has been made to follow up with members who are consistently absent from meetings. Similarly, little follow-up is done with guests to attempt to convert them to membership.

TABLE I
ISM-San Antonio.
MEMBERSHIP ATTENDANCE TRENDS
PAST THREE YEARS

Attendance by Month	2010/11	2011/12	2012/2013	Remarks
September	30	17	25	
October	25	30	15	
November	29	21	30	
December	-	-	-	No Mtg. in December
January	52	34	28	
February	32	24	27	
March	24	20	20	
April	22	22	31	
May	31	33	23	
June	27	30	33	
July	32	25	17	
August	27	25	18	Member Mixer- Installation Dinner

Program announcements are carried on the web site and e-mail announcements, and local media and trade journals.

From 2010 through Spring 2013, ISM-San Antonio hosted exam reviews for the ISM CPSD and CPSPM certifications. The reviews were held for each module of the tests. The reviews were held at a local area business conference room. Announcements were made through e-mail to the membership and on the web site. ISM Certifications have grown considerably.

Normal Forecast

Forecasting is an attempt to structure the future based on available facts and logical, supportable assumptions. Based on the ISM Report of Business Conditions and local economic development news, the board of ISM-San Antonio has created these assumptions as a foundation for the forecast.

1. The local economy will continue to hold steady over the planning period.
2. The employment rate in most of the ISM-San Antonio area will continue to rise slightly.

Strengths, Weaknesses, Opportunities and Threats (SWOT)

The following is a self-evaluation of our affiliate. It identifies our strengths and weaknesses, which are internal to our organization, as well as opportunities and threats, which are external to our affiliate. The identification and evaluation of SWOT is vital to our planning process, for it will illustrate those areas we need to focus on.

SWOT

Strengths

- Experienced leadership
- Long history of organizational excellence
- Excellent fundraising activities
- Excellent programs for monthly meetings
- Marketing initiative/outreach to local and surrounding communities
- Certification review programs offered

Weaknesses

- Lack of membership participation at meetings and seminars
- Lack of membership participation in fundraising
- Difficulty getting volunteers
- Too few members doing too much

Opportunities

- Sustained strength of the local economy bringing new businesses to the area
- Many new and existing businesses not represented in the ISM-San Antonio

Threats

- Rightsizing of organizations
- Cost cutting of organizations (businesses)
- Lack of understanding of the benefits of membership
- Everyone is busy and getting busier

OBJECTIVES AND GOALS for ISM-San Antonio, Inc.

The ISM-San Antonio marketing committee has established these objectives and goals for the 2014, 2015 and 2016 years. The plans for 2014 and 2015 will be reviewed each succeeding year and extended to the years 2016 and 2017.

1. Increase membership by 5 percent over the 2013 achievements to 245 members and achieve a ratio of 90/10 regular members to associate and others. In addition to increasing total membership, ISM-San Antonio has these particular objectives for various attributes of the membership.
 - A. To increase the percentage of membership by age status as shown to better represent the ISM-San Antonio market area to achieve this particular objective, we must specifically seek out younger people working in supply management and students, graduates or undergraduates.
 - B. To increase the percentage of membership by CPSM status to better represents the ISM-San Antonio
2. Increase attendance and participation in the regular dinner meetings and events by 25 percent in 2014 and thereafter.
3. Enhance ISM's core competency of education by webinars, certification training and seminars.

MARKETING STRATEGY

Target Markets for ISM-San Antonio

ISM-San Antonio will concentrate on these segments of its markets. People from these six markets are in our membership and service area.

1. Supply management professionals and others who are members of ISM and ISM-San Antonio and utilize many of the ISM programs at all levels.
2. Supply management professionals and others who are not members of ISM and ISM-San Antonio, but who use some ISM-San Antonio products and services on an irregular basis.
3. Supply management professionals and others who are not members of ISM and ISM-San Antonio and who may have some to no knowledge of ISM and ISM-San Antonio or its products and services.
4. Universities, colleges and community colleges that offer academic work in supply management and associated business topics.
5. Members of academe who are not in regular contact with ISM and ISM-San Antonio at any level.
6. Students, graduate or undergraduate, who may, if properly motivated and supported, enter the profession.

Product List for ISM-San Antonio

1. Ten dinner meeting training presentations stressing strategic supply management issues, global operations, partnering and supply chain management. These presentations will have impact for supply management professionals from manufacturing, government, service, food and agriculture.
2. Offer special pricing for all available Satellite Seminars.
3. Two sets of reviews at low cost for the CPSM examinations conducted during the spring and fall.

Our major communication and advertising efforts will be aimed at these market segments:

1. Supply management professionals and others who are members of ISM and ISM-San Antonio and utilize many of the ISM and ISM-San Antonio programs at all levels.

For our own members we have improved the ISM-San Antonio Web Site and developed a personal communication to follow up with members who are not active.

We will publish a complete program of upcoming events and topics for better planning by members. For ISM and ISM-San Antonio members who are not part of our affiliate we will make personal contact through ISM and ISM-San Antonio Membership Services to provide our schedules and services. We want these ISM and ISM-San Antonio members to feel welcome at our meetings and to consider active membership.

2. Supply management professionals and others who are not members of ISM and ISM-San Antonio but who use some ISM and ISM-San Antonio products and services on an occasional basis.

For these supply management professionals and others we will build a roster for mailings, which will include the schedule, special programs and invitations to become active members of ISM and ISM-San Antonio.

We will continue to provide communications to the top companies each year to make them aware of ISM and ISM-San Antonio and the benefits of membership and corporate support of the Affiliate.

3. Supply management professionals and others who are not members of ISM and ISM-San Antonio and who may have some to no knowledge of ISM and ISM-San Antonio or its products and services.

For these supply management professionals and others we will build a roster for mailings and will establish a pamphlet with an active letter that will reach companies to make them aware of ISM and ISM-San Antonio and the benefits of membership. These letters will include program information and an invitation to be a guest to our next meeting.

4. For the two academic market segments, our Academic Planning Committee will develop active programs to expand our reach and involve the academic community both at the faculty and student levels. We will actively involve these potential members in the pre-meeting programs.

Marketing Mix for ISM-San Antonio

ISM-San Antonio will do these things to bring our new plan to our area:

Product

The number of educational programs, seminars and special offers will be enhanced. We will create industry interest groups to help decide how to tailor programs to better address specific industry needs and interests.

Price

We will continue to price all our products as low as possible. Membership fees will follow National's lead. Seminars and other special programs will be at low cost only for members of ISM-San Antonio.

Promotion

A new format will be developed for the ISM-San Antonio. Marketing and letters will be developed. We will have a set of prepared letters to follow up our members and to reach potential members. We will significantly increase the efforts to promote the programs of ISM-San Antonio over several different forms of media. A special effort will be made to reach supply management professionals in organizations not now included in ISM-San Antonio.

Place

Most of our regular meetings, Satellite Seminars, and educational programs will take place at local area establishments. The pre-meetings and dinner with a plant tour will be held at locations close to the particular organization being visited.

Action Plan

Specific actions to be accomplished by specific action persons or committees are shown in the Action Plan Table in Appendix 1. This table will be adjusted as the year progresses to take advantage of successes and to modify programs that are not as successful as we desire. As it is changed, updated tables will be published.

Marketing Budget and Controls

The Marketing Committee is responsible for the overall coordination of the marketing budget and for evaluating its effectiveness in terms of program impact. The team will include the Marketing Director, Membership Director, the Education Director and the Programs Director. The Marketing Director will report monthly to the board on activities and impact. The marketing budget is maintained at \$4,500 over the next three years.

SUMMARY

Each year the plan will be updated and rolled forward one year by the board. Each committee and officer of ISM-San Antonio is responsible to this plan in terms of its execution and control. Marketing quality products and services to our community is everyone's responsibility.

Official

Robert (Gary) Smith
President
ISM-San Antonio, Inc.

Dave Sanchez
Past President
ISM-San Antonio, Inc.

Recorded and Published

Cokie Reddy
Secretary
ISM-San Antonio, Inc.

**THREE YEAR ACTION PLAN
ISM-SAN ANTONIO
2013-2016**

ACTION PLAN				
Action Item	Action Description	Responsibility	Timing	Budget (Annual)
Ten dinner meeting training presentations	\$250 for each in expenses over each dinner meeting	Program Director	2014-2016	\$2500
Support of member attendance at ISM Seminars & participation in ISM Web Training	\$200 for food expenses each year	Professional Development	2014-2016	\$200
Half day seminars on professional topics scheduled in conjunction with monthly meetings	\$200 for speaker expenses per seminar	Program Director	2014-2016	\$200
Full day seminars on strategic professional topics that utilize national speakers for detailed analysis and study of a major topic	\$500 for speaker expenses per seminar	Program Director	2014-2016	\$500
Fall and Spring CPSM & CPSD reviews	\$2500 annually	Education Committee	2014-2016	\$2500
ISM-San Antonio Web Site	\$100	Web Chair	2014-2016	\$1200
Marketing collateral	\$1500 per year	Marketing Committee	2014-2016	\$1500

**THREE YEAR EDUCATION PLAN
ISM-SAN ANTONIO, INC.
2014-2016**

Education products or Services	2013/2014 CEH credit	2014/2015 CEH credit	2015/2016 CEH credit	Notes
Ten traditional dinner meetings that provide 1.0 CEH/professional development program meeting. Topics are dedicated to professional development, supply management and business related topics. Programs include a broad range of national and locally recognized speakers. The 11 th meeting is purely social networking. No member meeting is held in December.	10	10	10	Professional development programs at dinner meetings are 1-hour and networking is ¾ hour.
ISM Seminar Programs are presented at sites in affiliate area with 4 CEH/program and ISM webinars offer 1.5 to 2.0 CEH/Program	2	2	2	Full attendance and evaluation services at each downlink site.
Half-day seminars on professional topics scheduled in conjunction with monthly meetings. 4 CEH/program	4	4	4	Use major speakers and panels of local managers.
Full day seminars on strategic professional topics that utilize national speakers for detailed analysis and study of a major topic. 8 CEH/session	8	8	8	One each year in joint seminar with other organizations.
Certification review sessions are conducted twice annually.	48	48	48	Attendance and evaluations are completed for each event.
Total continuing education hours available for perfect attendance.	72	72	72	Attendance and evaluations are completed for each event.

ISM - SA Scholarship Program

Eligibility:

Any full-or part-time student whose primary residence is in Bexar County or one of the following adjoining counties - Bandera, Medina, Atascosa, Wilson, Guadalupe, Comal or Kendall, or who is associated with the ISM-SA Affiliate of the Institute for Supply Management (e.g., a member, family member, work colleague, or students of a member teaching purchasing-related classes).

Award:

\$1,000 scholarship to defray the cost of college university tuition, books, and fees.

Qualifications:

- Current undergraduate or graduate student attending, as a full- or part-time student, an accredited college or university in the San Antonio area.
- Full-time defined as 9 semester hours for undergraduate studies or 6 semester hours for graduate studies. Part-time is defined as 6 semester hours for undergraduate studies or 3 semester hours for graduate studies.
- Student having a minimum overall Grade Point Average (GPA) of 2.5 out of 4.0 for either undergraduate or graduate studies.
- Student taking or having taken at least one (1) purchasing-related class.
- Submittal of a maximum of 350-word essay on a career goals and objectives.
- Demonstrated academic success via official transcript from college/university.

Application:

- Application must be made on the form obtained from the website of the Affiliate, Institute for Supply Management, or facsimile thereof. A copy of the Application Form is linked below
- All items of information requested in the application shall be submitted to the Scholarship Panel by the due date stated on the application form.
- Application is due no later than May 31st for Fall semester and Nov 30th for Spring in order to allow for evaluation and subsequent award before the next semester begins.
- Application postmarked or emailed on or before the deadline date but received within one week of this date will be accepted
- Application and any related correspondence should be sent to:

Scholarship Panel
ISM-San Antonio, Inc.
5886 De Zavala Road, Suite 102-155 San Antonio, TX 78249

Award Selection Criteria;

- Receipt of scholarship application with all requested information.
- Confirmation of current enrollment at an area college/university and a GPA of at least 2.5 out of 4.0 for either undergraduate or graduate studies.
- Verification of having taken one supply management or business related class during college/university tenure.
- Review of college/university official transcript.
- Review of application for completeness and eligibility.
- Assessment of best essay.

Award Determination:

- Copy of each application meeting the minimum requirements furnished to each Scholarship Panel member for his/her review and evaluation.
- Scholarship Panel members independently review each application and rate each applicant on the award selection criteria.
- Scholarship Panel members meet as a group no later than June 20th for Fall award and Dec 20th for Spring award to recommended the winner of the scholarship.
- In case of a tie, Scholarship Panel members discuss the merits of one applicant over all others, and if they are unable to reach consensus, the Chairman of the Scholarship Panel will make final determination.

**ISM – San Antonio, Inc.
2013-2016 Financial Plan**

INCOME	2013-2014	2014-2015	2015-2016
Certification Reviews	2,000	2,000	2,000
Dues Income	7,500	7,500	7,500
Special Event Income	2,000	2,000	2,000
Interest, Checking	0	0	0
Interest, Savings	25	25	25
Monthly Dinner Meeting	6,000	6,000	6,000
Seminar Income	1,000	1,000	1,000
Miscellaneous Income	100	100	100
TOTAL INCOME	18,625	18,625	18,625
EXPENSES			
Certification Reviews	1,500	1,500	1,500
Special Event Raiser	1,000	1,000	1,000
Mixer/Installation Dinner	750	750	750
Insurance	400	400	400
Scholarship Program	2,000	2,000	2,000
Conference Attendance	2,500	2,500	2,500
Seminars	400	400	400
Monthly Meeting	5,000	5,000	5,000
Programs	2,500	2,500	2,500
Seminar Expense	900	900	900
San Antonio Web Site	1,200	1,200	1,200
Tax Preparation and Audit	800	800	800
Marketing Collateral Production	1,500	1,500	1,500
Miscellaneous Expense	100	100	100
TOTAL EXPENSES	20,550	20,550	20,550
NET INCOME	(1925)	(1925)	(1925)

AFFILIATE POSITIONS ISM – SAN ANTONIO, INC.

BOARD OF DIRECTORS: The Board of Directors has authority to take action in the matters of policy and procedure which would be the most beneficial in promoting the interests and welfare of the affiliate as well as reviewing, modifying, and changing all or part of any affiliate policy.

Specific Responsibilities:

- Attend monthly board meetings to review progress reports, offer comments and suggestions, and vote on issues being discussed for approval
- Review and prepare a summary report of the fiscal year treasurer's activities as part of the audit committee.
- Maintain other subcommittee commitments as needed.
- Review monthly minutes and reports issued for upcoming board of directors meeting.
- Practice the duty of loyalty (act in good faith), the duty of care (use diligence in governing), and the duty of obedience (act within the scope of the powers granted by law).

The Board of Directors, as established by the affiliate by-laws, consists of the following members:

- President
- Vice President
- Secretary
- Treasurer
- Past President, Advisor

TERM OF SERVICE:

- All Board positions, elected and appointed are for the standing two (2) year term: September through August, beginning and ending in the even numbered years.
- Board members must be appointed and/or elected to positions per the Bylaws..
- Terms for board members accepting board positions mid-term will also expire in the August of the even numbered year, and must be reappointed or elected accordingly.

Duties and Responsibilities of the Board members follow:

PRESIDENT

Overall Responsibilities:

- Administration of all professional and organizational activities under affiliate bylaws.
- Exercise leadership in the development of planning, policy, and practices that will assist the organization in the achievement of its objectives.

Specific Responsibilities:

1. Ensure affiliate mission statement is developed, maintained/ revised, and disseminated to membership.
2. Develop long-term (3-year) strategic plan in concert with mission statement.
3. Perform organizational self-evaluation (SWOT analysis).
4. Organize planning meetings with all officers, directors and committee chairs; coordinate implementation of strategic plans and goals.
5. Fiscal/administrative oversight in conduct of affiliate activities:
 - Budget preparation
 - Review previous records with Treasurer

- Request budget proposals from officers, directors and committees
 - Total all expenses to determine income needed to support activities
 - Determine income sources (dues, seminars, events, etc.)
 - Balance expenses to income
 - Present budget to board for approval
 - Review monthly budget versus actual with board
 - Make adjustments to control expenses/income
 - Duty assignments to affiliate officers, directors, and chairs
6. Preside at all regularly scheduled and special meetings; request presentation of officer/committed reports
 7. Work with affiliate board to develop and introduce suggestions/recommendations for consideration and implement board approved policies, procedures and practices.
 8. Recognize available organizational resources to meet demand for volunteer staffing and funding of committees
 9. Coordinate with officers and committee chairs the development/presentation of materials for national awards. (Match candidates with award guidelines for affiliate and national recognition).
 10. Advance the profession through promotion of professional/personal growth of the membership via education, networking and community involvement.
 11. Sustain an effective organization through:
 - Creation and advancement of opportunities to develop and support leadership.
 - Utilization of membership's formal education/experience.
 - Refinement of policies/procedures conducive to membership retention
 12. Perform or provide for implementation of policies/practices authorized by the affiliate board of directors.
 13. Conduct (first) board meeting as president:
 - Review and update officer, director, committee responsibilities; share objectives
 - Review financial status; develop budget
 - Schedule board meetings for the year
 - Establish progress report schedule from officers, directors and chairs.
 - Reevaluate member communication system
 - Discuss reporting responsibilities/communications between ISM and affiliate
 - Review program activity calendar for regular affiliate meetings
 14. Lead affiliate in necessary changes- ensures openness during change process; involve people most affected
 15. Write/assign affiliate goals, objectives, action steps
 - Develop the strategic plan by writing goals, objectives, action steps, and targets for affiliate with planning committee or Board.
 - Coordinate the implementation of plan, goals, objectives, action steps, and targets with board.
 - Delegate/assign duties to officers, directors, chairs, committees
 16. Identify and address the need for volunteers and assess the size and skill of the volunteer pool- identify good volunteer recruitment skills to ensure future leaders.
 17. Establish transitional training for new directors and chairs based on skills found
 - Allocate resources for affiliate officer training
 - Build a team of officers, directors and chairs
 - Identify interpersonal skills needed by board and committee members
 18. Develops and ensures active participation of current and future affiliate leaders.
 19. Develops mentoring programs
 20. Ensure affiliate treasurer has completed and filed all tax forms

VICE-PRESIDENT

Overall Responsibilities: Assists the President in carrying out the objectives of the affiliate, and acts for, and in behalf of, the President in the event of his/her inability to act. Provide professional development through educational offerings to members and non-members that include local and co-sponsored seminars, on-line courses and satellite seminars. To offer classes in preparation for CPSM certification.

Specific Responsibilities:

- Attend all meetings of the affiliate board of directors and serve as full member thereof.
- Act in behalf of the President when he/she is not present or is in some way incapacitated.
- Provide guidance and direction to the directors and committees assigned. Help develop a balanced program of worthwhile activities for the overall benefit and professionalism of the membership.
- Perform other duties as may be assigned by the President or board of directors.
- Represents the directors and committees under his/her guidance in the event of a director's absence.
- Prepares him- or herself for the position of President through overall observation of the operation of the affiliate.
- Serve as ex-officio member of affiliate committees.

- Provide professional development through educational offerings to members and non-members that include local and co-sponsored seminars, on-line courses and satellite seminars. To offer classes in preparation for CPSM and CPSD certifications.

To lead and assist the following directors and chairs:

- ↑
- (a) Marketing
- (b) Education
- (c) Membership
- (d) Events
- (e) Programs

The following additional standing Committee Chairs as may be established:

- (a) Professional Development
- (b) Budget
- (c) Communications
- (d) Website
- (e) Scholarship and Awards
- (f) Parliamentarian
- (g) Installation of Officers
- (h) Nominating
- (i) Audit

Awards Chair: The Awards chair will plan and organize and criteria and selection of the affiliate awards to be presented at the officer installation banquet. The following awards should be considered for presentation on an annual basis:

- ◇ Person of the Year
- ◇ Conway L. Holmes Award
- ◇ James H. Lieberman Award
- ◇ Past Presidents Award
- ◇ Application for national awards for the affiliate as required.
- ◇ Other, newly established affiliate awards

SECRETARY

Overall Responsibilities: Acts as custodian of all affiliate records; handles official correspondence; and compiles and maintains accurate membership records.

Specific Responsibilities:

- Maintain bylaws, corporate records, corporate seal, and ISM organizational documents (non-financial records).
- Distributes pertinent information from ISM to the membership.
- Record and maintain minutes of the membership and board of directors meetings. (For a 5-year period)
- Maintain information on each member (meeting attendance, offices held, and committee assignments).
- Prepare/submit monthly membership reports.
- Prepare and maintain membership roster
- Issue meeting notices
- Plan, with President, meeting agendas
- Draft minutes of meetings
- Develop meeting plan
- Issue invoices for dues
- Initiate welcome letter to new members (signed by President) outlining purpose of the affiliate, services available, and membership list.
- Deliver to successor all books, records, documents, and other property of the affiliate.
- Provide guidance and direction to committee chairs
- Maintain affiliate history
- Record internal/external communications
- May act as liaison between affiliate and other ISM organizations
- Ensure that affiliate is in compliance with ISM bylaws as well as local, state, and federal laws
 - a. File annual report(s) with appropriate state agency (secretary of state, corporation commission, department of commerce, or an attorney).
 - b. Ensure the designation of a registered agent for the affiliate
- Ensure that the affiliate's articles of incorporation (corporate charter) are filed with the appropriate state office
- Complete business licenses for events requiring special licenses.
- Maintain and interpret policies and procedures
- Be familiar with U.S. postal regulations for affiliate mailings

To lead and assist the following directors or chairs:

- ◇ Communications chair
- ◇ Communications chair

TREASURER

Overall Responsibilities: Responsible for the collection, safekeeping, and disbursement of funds.

Responsible for maintaining the financial records of the affiliate in accordance with the standard business and accounting rules as governed by the IRS and the State of Texas for not for profit organizations.

Specific Responsibilities:

- Prepare, with President and others, an annual budget and submit to the board of directors for approval

- Collect membership dues, maintain an accurate record, and report delinquent dues to the board of directors for appropriate action
- Receive/account for all funds from activities where money is collected
- Deposit all funds in the affiliate's appropriate bank accounts
- Pay all bills and make other properly approved disbursements in accordance with procedures prescribed by the board of directors
- Send ISM national required membership dues
- Maintain an adequate record of all receipts and disbursements with appropriate/necessary documentation to meet audit requirements
- Render to the board of directors such regular and special reports as required
- Be bonded for the proper performance of treasurer duties at the expense of the affiliate
- Prepare/present financial reports at annual meeting of the affiliated association
- Prepare membership reports, if not completed by membership chair
- Deliver to successor all books, records, documents, and other property of the affiliate
- Be familiar with IRS requirements and regulations:
 - a. Form 990
 - b. 990T
 - c. UBIT- unrelated business income tax
- Develop investment strategy based upon the affiliate's needs (liquidity, growth, safety, access)
- Other responsibilities as outlined in the affiliate bylaws

To lead and assist the following directors or chairs:

- ◇ Membership
- ◇ Website

PAST PRESIDENT ADVISOR

The Past President Advisor will represent the ISM San Antonio affiliate as directed by the President. The advisor will communicate with to the board of director's information pertinent to the affiliate on a monthly or as needed basis. Under the direction of the President and the board of directors, the advisor represents the position of the ISM San Antonio affiliate and cast votes in appropriate organizational meetings- as delegate to the Southwest Supply Management Forum annual meeting, and, as required at the ISM International conference.

DIRECTORS

MEMBERSHIP DIRECTOR: The Membership Director will work with the national office in maintaining the information database of all active and regular and associate members of the affiliate. The director will, as required, remove those member records that no longer qualify to be a member of the ISM San Antonio affiliate. Communication of membership levels will be handled on an as required basis and identification of suggested enrollment programs. The membership director will provide information as a function of data mining to the Board for the exclusive purpose of carrying out defined tasks.

The Director will be responsible for ensuring new members are recognized at monthly meetings and are briefed as to the benefits of membership. This will entail that a retention program be developed and any increase/decrease in members is reported to the Board on a monthly basis.

The Director will coordinate in soliciting employers in becoming members. This will entail that the Director is supported by the Board in educating and coordinating visits to employers in increasing awareness and membership.

EDUCATION DIRECTOR: The Education Director is responsible for the monitoring and recommending to the Board appropriate professional development through educational offerings to members and non-members that include local and co-sponsored seminars, national seminars, on-line courses and satellite

seminars. The chair is responsible for offering classes in preparation for certification. The Director is the scholarship selection committee chair.

To lead and assist the following chairs:

Professional Development: The chair is responsible for planning educational seminars (classroom, satellite, and workshop) with ISM. The chair is responsible for annual registration with ISM for the Satellite Seminar Programs. The chair is also responsible for communicating to the members information concerning educational opportunities; announcements, registration, continuing education hour certificates and securing facilities for each educational event.

The chair is responsible for all affiliate sponsored CPSM and CPSD training, including seminars, workshops and on-line training. The chair promotes CPSM/CPSD certification and recertification to affiliate members. The chair presents/recognizes certification and recertification at dinner meetings. Maintains records and statistics on member certifications and publishes to membership.

Scholarship: The Scholarship chair will plan, organize and develop criteria for the scholarship program and identify the number and type of scholarships to be awarded. Duties include coordinating and disseminating scholarship applications with educational institutions, local businesses and organizations. The chair is a member of the selection committee and assists the Education Director in forming the scholarship selection committee.

EVENTS DIRECTOR: The Director is responsible coordinating and scheduling the affiliate sponsored fundraising events. These events may include:

- Buyer/Supplier -
- Golf Tournament -
- Bowling Tournament -
- Other events as required

The Director is responsible for establishing committees, preparing an after action report/financial report and scheduling a photographer for each event.

PROGRAMS DIRECTOR: The Director is responsible for locating, selecting and facilitating the speaker for the monthly dinner meeting. The Director will select quality speakers and require submission of biography, resume and topic outline. The Director will submit recommended speakers and topics to the Board for approval. A list of potential speakers will be maintained for future use. Provide information on speaker, topic and location to webmaster to be published on the affiliate web-page.

Duties include:

- Coordinate speaker's hotel, transportation, visual aids and other related items
- Insure speakers are paid and/or appropriate gifts are presented.
- Apply for program numbers, prepare speaker evaluation forms and issue continuing education hour certificates

MARKETING/PUBLIC RELATIONS DIRECTOR: The Director is responsible for the promotion of the affiliate activities, meetings, events and continuing education programs. The Director is responsible for developing the affiliate marketing strategy and plan. The Director is responsible for coordinating with local chambers of commerce, small business programs and other organizations to promote the affiliate. The Director is responsible for updating and placing advertisements and information on meetings and events in local newspapers (San Antonio Business Journal). Duties include the marketing of the benefits of affiliate membership, to focus on retention of existing members and increasing membership.

To lead and assist the following chairs:

- Communications/phone
- Communications
- Web Site

CHAIRS & COMMITTEES
(As Required)

Awards	Scholarship	Marketing	Events
Communications	Phone	Audit	
Website	Membership		



ISM – SAN ANTONIO, INC. ORGANIZATIONAL CHART

