



# SMPS-CT

## Bylaws (Rev. 6/2014)

### ARTICLE I - NAME

#### 1.1 Name

The name of this not-for-profit corporation is SMPS CONNECTICUT, INC. It is hereinafter referred to in these bylaws as the Chapter. The national society is hereinafter referred to as the Society.

### ARTICLE II - PURPOSES

#### 2.1 Purpose

The purpose of the Chapter is to promote the professional and educational advancement of persons engaged in marketing professional services for the built and natural environment.

### ARTICLE III - MEMBERSHIP

#### 3.1 Eligibility

Membership in the society shall be available to all persons having an interest in marketing professional services in the built and natural environment and who recognize and comply with the Society's Articles of Incorporation, Bylaws, and Standards and Ethics. Membership in the Society is required for Chapter membership, and Chapter membership is automatic upon obtaining membership in the Society.

#### 3.2 Categories

Membership categories are regular, student and distinguished life.

**3.2.1** Regular membership in the Society is available to any individual who is engaged in marketing and business development for a firm that provides professional services involving the design, evaluation, legal, financial, and/or management processes required for creating and/or changing the built or natural environment; or any individual who provides services to such firms.

**3.2.2** Student Membership in the Society is available to individuals enrolled in a full-time study program (12 credit hours or more) at an accredited post-secondary institution.

**3.2.3** Distinguished Life membership in the Society is automatically awarded to each President of the Society upon completion of his or her term in office. In addition, the Society's Board of Directors may award Distinguished Life membership to other individuals who have made extraordinary contributions towards enabling the Society to accomplish its purposes and goals. Distinguished Life members shall be exempt from payment of membership dues.

#### 3.3 Applications

Any individual desiring to become a member of the Society must apply on forms approved and supplied by the Society. Applications must be accompanied by dues and the membership origination fee required for the

first year of membership. Applications for membership shall be approved or denied by the Executive Director or his or her designee.

### **3.4 Voting**

**3.4.1** Each Regular and Distinguished Life member shall have one vote in all matters to be voted on by the members. Student members shall have no voting rights.

**3.4.2** Any Regular member who has failed to pay the applicable dues at the time of any Chapter event, including meetings, educational activities and networking event shall not be entitled to vote. Unless applicable law requires otherwise, any action approved by the affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum of 15 percent are present shall be the acts of the members. Proxy voting shall not be permitted.

**3.4.3** All matters, to be submitted to members for a vote at a meeting of members may be acted upon by written ballot sent by mail, email, or in person at such a meeting, as determined by the Board of Directors. Voting for the election of directors and officers shall be only by written ballot.

### **3.5 Dues**

**3.5.1** Each Regular and Student member shall be obligated to annually pay dues in an amount as determined by the Society Board of Directors from time to time. Any member who has failed to pay the applicable dues by the date the membership expires shall be suspended and not vote. Any member who has failed to pay the applicable dues for a period of sixty (60) days after the date of expiration of their membership term shall be terminated from membership and may not participate in Chapter meetings or activities at the member fee.**3.5.2** Distinguished Life members shall be exempt from annual membership dues.

### **3.6 Meetings**

#### **3.6.1 Annual Meeting**

There shall be an annual meeting of the Chapter, to be held at a time and place to be determined by the Board of Directors, to hear reports concerning the conduct of the Chapter's activities and to conduct such other business as may properly come before the meeting.

#### **3.6.2 Special Meetings**

A special meeting of the Chapter, may be called by a majority of the members of the Board of Directors or by written request of at least 30 percent of the members. Meetings of members may be held at any place within southern New England, and the call for the meeting shall state its purpose or purposes.

### **3.7 Notice**

Written notice of the time and place of the Annual Chapter Meeting or Special Meeting shall be mailed or emailed at least thirty (30) and not more than sixty (60) days in advance of the meeting.

### **3.8 Quorum**

Fifteen percent of members entitled to vote who are present, in person or by written ballot, at any Chapter meeting shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

### **3.9 Membership list**

The officer or agent having charge of membership records of the Chapter shall have available such records at the time and place of a membership meeting for the purpose of inspection by any Member during the whole time of the meeting. Failure to comply with the requirements of this paragraph shall not affect the validity of any action taken at such meeting.

### **3.10 Termination of Membership**

Any member who fails to comply with the Society's Bylaws or with its Standards and Ethics, in effect at the time, may be removed from membership as provided in the Policies and Procedures adopted by the Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **4.1 Number, Qualifications, Powers**

**4.1.1** The property, affairs, and business of the Chapter shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Chapter such powers as are provided in the Policies and Procedures adopted by the Board of Directors.

**4.1.2** The Board of Directors (sometimes referred to as the "board" and individual members thereof referred to as "director" or "directors") shall consist of the officers currently serving as the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and four directors.

**4.1.3** To be eligible for election as a director, an individual must be a Regular or Distinguished Life member and must have been such a member for one year as of the date of the meeting at which the results of the election are to be announced. No individual may hold more than one Directorship at any time.

**4.1.4** To be eligible for election as President-Elect, the individual must have served on the Board of Directors or as the Chair of a Committee.

**4.1.5** To be eligible for election as Secretary, Treasurer or Director, the individual must have served on a committee .

### **4.2 Election and Term**

All directors shall commence their terms of office on September 1.

**4.2.1** The President, President-Elect, Secretary, Treasurer and Immediate Past President shall serve as directors by virtue of the office he or she holds. These directors shall serve until they no longer hold their respective offices.

**4.2.2** The President-Elect shall be elected at large, shall serve in that office for one year, and shall assume the office of President in the subsequent year. At the end of his/her one-year term, each President shall remain on the Board of Directors for a one-year term as Immediate Past President.

**4.2.3** The Secretary and Treasurer shall be elected at large for one year terms.

**4.2.4** Directors shall be elected for two year terms, two directors elected on odd numbered years and two on even numbered years.

#### **4.2.5 Nominations**

No later than March 1 of each year the Nominations and Elections Committee shall issue a call for nominations for available positions on the board. Nominations may be made by individuals (self-nominations are allowed) and must be received by the Nominations and Elections Committee by March 30.

**4.2.5.1** Individual nominations shall be screened and evaluated by the committee according to parameters and procedures established by the board, and a slate of candidates selected that the committee believes represents the best balance for the board.

**4.2.5.2** The slate will be announced by mail to membership by May 1.

#### **4.2.6 Balloting**

A ballot with the slate of candidates determined by the Nominations and Elections Committee shall be submitted to the membership by May 15 if distributed by mail, email or fax, or at the annual meeting in June if elections are held at the annual meeting. If the ballots are distributed by email or fax, the deadline for votes shall be 10 days later; if by first class mail; deadline shall be 20 days later; if by bulk mail, deadline shall be 30 days later.

#### **4.3 Vacancies**

Subject to the qualifications in 4.1, all vacancies on the Board of Directors shall be filled by appointment by the President subject to approval by the Board of Directors.

#### **4.4 Removal**

A director may be removed from office for cause shown by a vote of the Chapter membership at a special meeting. A majority of directors currently in office may remove any director who fails to attend two meetings in a row.

#### **4.5 Ineligibility**

A director who is no longer a Regular member shall be deemed to have resigned, effective upon the termination or expiration of the membership.

#### **4.6 Resignation**

A director may resign from the Board of Directors by written notice to the board. Unless another time is specified in the notice, a director's resignation shall be effective upon receipt by the board.

#### **4.7 Meetings**

The President shall set the time and place of the regular meetings of the board, which shall occur at least eight times a year. Special meetings of the Board of Directors may be called by either the President or upon the written request of one-half of the members of the Board of Directors. The President, or directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of Connecticut or as agreed upon by Board of Directors. Directors may participate in any meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

#### **4.8 Notice**

Notice of time and place of each meeting of the Board of Directors shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing and delivered personally, by mail, email, fax or by telephone. If mailed, emailed or faxed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated director at such director's most recent address, emailed to the

directors most recent email address or faxed to the number as shown on the records of the Chapter. If notice is given by telephone, it shall be deemed delivered when the director who is contacted has been spoken with directly. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice of such meeting.

#### **4.9 Quorum**

The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board unless a greater proportion is required by law.

#### **4.10 Voting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent or consents to such action shall be signed by all the directors then in office and filed with the Secretary of the Chapter.

#### **4.11 Conflict of Interest**

Any possible conflict of interest on the part of a director shall be disclosed to the Board of Directors and made a matter of record. Any director having any possible conflict of interest on a matter shall not vote on such matter. Such director may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the board in its deliberations.

#### **4.12 Limitation of Liability**

A director of the Chapter shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take any action,:

**4.12.1** unless the director has breached or failed to perform the duties of his or her office under the Article of Incorporation; or Bylaws of the Chapter or the Society or under relevant Missouri statutes; or under relevant Connecticut State laws.

**4.12.3** unless the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**4.12.3** These provisions shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant local, state or federal law.

### **ARTICLE V - OFFICERS**

#### **5.1 Officers. Officers Generally; Election**

The officers of the Chapter shall be a President, a President-Elect, a Secretary, and a Treasurer. Only Regular members or Distinguished Life members may serve as officers of the Chapter. The President and President-Elect shall each hold office for a term of one year or until their successors are elected and have taken office, provided that the President-Elect shall automatically become President on September 1. The Secretary and Treasurer shall each hold office for a term of one year or until their successors are elected and have taken office. No more than one office may be held at one time by the same individual.

#### **5.2 President**

The President shall be the principal officer of the Chapter and shall, consistent with policies established by the Board of Directors, exercise general oversight of its affairs and officers. The President shall preside at all meetings of the members of the Chapter, at all meeting of the Board of Directors, and at all meetings of the

Executive Committee; shall be the principal spokesperson for the Chapter; shall appoint (with the approval of the Board of Directors) the chairpersons of all Chapter committees (except the Nominations and Elections Committees); and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may sign, with the Secretary or any other officer of the Chapter authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to another.

### **5.3 President-Elect**

In the absence of the President, the President-Elect shall preside at meetings of the Chapter, the Board of Directors, or the Executive Committee. When acting as President, the President-Elect shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as may be assigned by the President or Board of Directors.

### **5.4 Secretary**

The Secretary shall ensure that the minutes of meetings of the membership, the board, and Executive Committee are recorded and maintained in the permanent record of the Chapter, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

### **5.5 Treasurer**

The Treasurer shall participate in the development of the annual budget, oversee the financial integrity of the Chapter, assure the production of financial reports and an annual audit, serve as chairperson of the Finance Committee, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

## **ARTICLE VI - COMMITTEES**

### **6.1 Committees in General**

#### **6.1.1 Standing Committees**

The board may, by resolution, establish such standing committees as the board deems necessary or desirable ("standing committees"), including, without limitation, the Executive Committee, Finance Committee, the Nominations and Elections Committee, Membership Committee, Program Committee each as described below. All standing committees shall include at least one director. The board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law.

#### **6.1.2 Special Committees**

The board may, by resolution, establish one or more special committees ("special committees") to advise or assist the board or the President in the performance of their duties. No special committee may have or exercise any authority of the board to manage the business and affairs of the Chapter. The chairperson of a special committee shall be appointed by the President and approved by the Board of Directors. The chairperson of the committee shall appoint the other members. All special committees and their members shall serve at the discretion of the board.

#### **6.1.3 Term**

Each member of a committee shall continue as such until the next annual Chapter meeting or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee may be removed for any or no cause by a majority vote of the directors.

#### **6.1.4 Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

#### **6.1.5 Vacancies**

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

### **6.2 Executive Committee**

The Executive Committee shall consist of the President, the President-Elect, Immediate Past President, Secretary and Treasurer, with the President serving as chairperson. The Executive Committee may be subject to the provisions of Section 6.2.1, exercise the powers of the Board of Directors when the board is not in session, reporting any action at the board's succeeding meeting.

**6.2.1** The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

**6.2.1.1** amending, altering, or repealing these Bylaws;

**6.2.1.2** electing, appointing, or removing any member of the Executive Committee or any director or officer of the Chapter;

**6.2.1.3** amending the Articles of Incorporation of the Chapter;

**6.2.1.4** adopting a plan of division or merger or adopting a plan of consolidation with another corporation;

**6.2.1.5** authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter;

**6.2.1.6** authorizing the voluntary dissolution of the Chapter or revoking proceedings therefore;

**6.2.1.7** adopting a plan for the distribution of the assets of the Chapter, and

**6.2.1.8** authorizing expenditures in excess of amounts set forth in the annual budget of the Chapter as approved by the Board of Directors.

**6.2.2** Meetings of the Executive Committee may be called at any time by the chair of the committee or by any two members of the committee. Written notice of meetings of the Executive Committee shall be given at least seven (7) days before such meeting. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors within one month of the meeting, and reported at the next meeting of the board.

### **6.3 Nominations and Elections Committee**

**6.3.1** The Nominations and Elections Committee shall consist of at least five individuals, each of whom has been a member of the Chapter for at least three years, and who represent the diverse

membership of the Chapter. The chair of the committee shall be the President-Elect of the Chapter, who shall appoint the other members, subject to approval of the Board of Directors.

**6.3.2** The committee shall actively seek nominees and candidates for the Board of Directors, evaluate the eligibility of any nominee or candidate, and conduct all elections for office according to procedures established by the Board of Directors.

#### **6.4 Membership Committee**

**6.4.1** The membership committee shall consist of at least one individual, who has been a member of the Chapter for at least six months. The chairperson of the committee shall be appointed by the President with the approval of the Board of Directors.

**6.4.2** The committee shall support and implement the Board of Directors' membership goals, conduct periodic membership surveys to identify members' needs for membership retention, and perform duties related to new member development.

#### **6.5 Program Committee**

**6.5.1** The program committee shall consist of at least three individuals, who are members of the Chapter, with the chairperson to be a member for at least six months. The chairperson of the committee shall be appointed by the President with the approval of the Board of Directors.

**6.5.2** The committee shall identify and develop program topics of educational benefit and professional interest to the membership focused toward increasing program participation and member satisfaction. The committee shall develop an annual program calendar for review and approval of the Board of Directors. The calendar to include at least eight (8) programs which may include speaker programs, seminars and workshops geared for members of all levels of expertise.

#### **6.6 Finance Committee**

**6.6.1** The finance committee shall consist of the President, the President-Elect, Secretary and Treasurer, with the Treasurer as chairperson.

**6.6.2** The finance committee shall be responsible for the general supervision of the Chapter's finances. It shall prepare and recommend the annual budget, provide for regular financial reports and the annual Chapter audit, and alert the board to financial ramifications of the board's decisions.

### **ARTICLE VII - ADMINISTRATOR OR STAFF**

#### **7.1 Administrator**

The Board of Directors may employ an individual or individuals to serve in an administrative capacity for the Chapter, and shall fix the terms and conditions of such employment or contact.

### **ARTICLE VIII - DELEGATION OF AUTHORITY**

**8.1** The Board of Directors may authorize any officer or agent of the Chapter, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. No member or chapter board may obligate the Society or act as its agent in any matter, and the Society is not responsible for any obligations incurred by any member or chapter, except as and to the extent so authorized.

### **ARTICLE IX - INDEMNIFICATION**



### **9.1 Indemnification**

The Chapter shall indemnify any person, and may purchase insurance, for any purpose and to the greatest extent authorized by law. However, no indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

## **ARTICLE X - MISCELLANEOUS**

### **10.1 Fiscal Year**

The fiscal year of the Chapter and Society shall begin on the first day of September and end on the last day of August in the following year.

### **10.2 Waiver of Notice**

Whenever any notice is required to be given to any member or director under the provisions of these Bylaws, the Articles of Incorporation, or the General Not-For-Profit Corporation Law of the state of Connecticut or Missouri, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **10.3 Use of Assets**

The Chapter's funds and other assets shall be used only to accomplish its purposes, and no part of those funds or assets shall inure to the benefit or, be distributed to, any members or employees of the Chapter, or any other person having a personal or private interest in its activities.

### **10.4 Dissolution**

Upon dissolution of the Chapter, any funds or other assets remaining after payment of all obligations of the Chapter shall be distributed to the national Society for Marketing Professional Services.

### **10.5 Robert's Rules of Order**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Chapter where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

### **10.6 Use of Logo**

Use of the Society's and Chapter's logos is authorized only by those members and employees of the Society or Chapter conducting official business of the Society or Chapter and must conform to appropriate use of logo as outlined in the Society's Policies and Procedures.

## **ARTICLE XI - AMENDMENTS**

### **11.1 Amendments**

Upon the recommendations of a majority vote of the entire Board of Directors currently in office, a majority of the members of the Chapter present and entitled to vote at any meeting of members may amend, alter, repeal, or adopt new Bylaws, provided that notice of any proposed amendment or a summary thereof shall have been given to each director or member not less than thirty (30) days nor more than sixty (60) days prior to the date of the meeting, and such proposed amendment has received the prior approval of the Board of Directors of the Society.