

**By-Laws of the
Society for Information Management
Chicago Area Chapter**

Article 1

Purpose and Activities

Section 1. *Purpose.* This Chapter shall be known as the Society for Information Management (“Society” or “SIM”) Chicago Chapter (the ”Chapter”). The Chapter is organized for the educational purpose of fostering the development of information systems for the improvement of management performance, as consistent with the purpose of the Society.

Section 2. *Activities.* The activities of the Chapter shall strive to strengthen professional communications among management personnel responsible for directing the design and implementation of information systems in both private and public organizations. These activities will include:

1. Providing a forum for those concerned with all aspects of management information technology.
2. Providing an opportunity to hear presentations by leading information technology professionals and executive managers.
3. Providing a means of critical examination of the problems and opportunities involved in the development of information systems.
4. Providing an opportunity for the open exchange of ideas concerning information systems with member counterparts primarily within the Chicago Metropolitan Area.
5. Conducting programs for the education of executive managers aimed at developing an understanding of information systems development.
6. Additional activities as approved by the Chapter Board of Directors.

The contents of these activities will include:

1. Theoretical considerations of the purposes, nature, form and structure of information systems and of the development process.
2. Applications of information systems, both proven and prospective, primarily in connection with their significance to executive management.
3. Systems development methodology, including principles, skills, practices, and techniques primarily for the management of systems development.
4. Methods, practices, principles and techniques for the organization and management of the information services function.

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

1. Executives who are responsible for the information services function.
2. Executive managers who utilize information systems.
3. Educators who are concerned with researching and teaching the theory, methodology, principles, and practices of information systems development and application.

Article II

Membership

Section 1. *Qualifications* Any person who meets the applicable qualifications for membership in the Society will be considered for membership in the Chapter. Members and potential members are classified into the following categories;

1. Practitioners:

A senior information management (IM) professional in a private or public sector organization who is a corporate/division head or a member of an IM management team supporting the corporate/division IM head with key management responsibilities. A practitioner is defined as those whose primary function ***is not*** the sale of information technology products or services. This category includes:

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

2. Academic Members:

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

3. Vendors:

Representatives of information technology (IT) vendor firms whose primary business is the sale of products and/or services in the IT market place may also qualify for SIM membership by virtue of the contributions such individuals and their organizations make to the IM world. Leaders at the partner/principal level who influence the direction of their own company or the direction of their clients' companies are qualified. These individuals must be able to demonstrate that they operate at the senior level to qualify and their responsibilities are primarily in delivering IM services and or products, not primarily selling IM services. **Vendors must not engage in marketing at meetings.**

4. Other Leaders:

Other non-IT executive or leader from another profession with a major role in matters that impact the strategic direction of technology will be considered for membership.

5. Additional Provisions

- Practitioner members who become vendors shall retain their membership so long as they continuously renew that membership each consecutive year.
- Individual user memberships are limited to five (5) per organization (exemptions will be granted to existing members transferring to another member organization).

- Individual vendor memberships are limited to two (2) per organization (exemptions will be granted to existing members transferring to another member organization).
- Total vendor membership is limited to thirty percent (30%) of total chapter membership. New applications will be held on a waiting list until a vacancy below the limit occurs.
- Emeritus status maybe afforded to retired members or others whom the Board of Directors wishes to recognize

Section 2. *SIM International Membership.* Membership in the Chicago Chapter includes membership in SIM International. All the rights and privileges of Individual Membership in SIM International accrue to the membership of the Chicago Chapter.

Section 3 *Annual Dues.* Dues are payable upon application for membership and on such annual date thereafter as may be designated by the Chapter Board of Directors. If dues are not paid within three months of payable date the Board of Directors may terminate the membership in default.

Section 4. *Removal from Membership.* Members are required to adhere to a code of conduct that is communicated either implicitly or explicitly. The Board of Directors has the right to remove a member from the Chicago Chapter for non-professional conduct.

Section 5. *Application for Membership.* Applications for membership in the Chicago Chapter shall be submitted to the Vice President of Marketing & Media. All new membership applications must be reviewed and approved by the Board of Directors. All membership renewals are subject to an annual review.

Section 6. *Rights and Liabilities of Members.* Each member of the Chapter shall have the right to vote on chapter matters. The member shall not be liable for the debts or obligations of the Chapter. No member shall receive compensation for services rendered to the Chapter except as otherwise approved by the Board of Directors. Members may be reimbursed for expenses reasonably incurred on behalf of the Chapter if approved by the Board of Directors.

Section 7. *Guests.* Members may bring guests, but the number may be restricted at the discretion of the Board of Directors.

Article III

Meetings of Members

Section 1. *Annual Meetings.* An annual meeting shall be held for members to elect board members and conduct such other business as required.

Section 2. *Monthly Meetings.* Monthly meetings of the Chapter, with the exception of the months of July, August and September, shall be held for members and guests for the purpose of hearing presentations, exchanging ideas, and for transacting such business as may properly come before the meeting. The Chapter Board of Directors shall designate the time of each monthly meeting.

Section 3. *Place of Meetings.* Monthly meetings of the Chapter may be held at such place as may be designated by the Chapter Board of Directors.

Section 4. *Notice of Meetings.* A written, printed, or electronic notice stating the place, date and hour of the monthly meetings shall be delivered not less than ten (10) days before the monthly meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Chapter, with postage thereon paid. If electronic, such notice shall be deemed to be delivered when posted.

Section 5. *Quorum.* Prior notice of a meeting having been given, those members present in person shall constitute a quorum.

Section 6. *Voting.* Each member of the Chapter present in person shall be entitled to one vote on business pertaining to the Chapter.

All members have absentee ballot voting rights for election of officers.

Section 7. *Society.* Chapter members are encouraged to attend and participate in the Society meetings and activities.

Article IV

Board of Directors

Section 1. *Members of the Board of Directors.* The Board of Directors shall consist of the President, the President-Elect, the Chairman (Immediate Past-President), the Secretary, the Treasurer, the Vice President of Programs, the Vice President of Marketing & Media Relations and two members appointed to the Board of Directors by the President with the approval of the majority of the Board of Directors. No organization shall have more than one member on the Board of Directors at any given time.

Section 2. *General Powers and Duties.* The Board of Directors shall serve as the Board of Directors of the Chapter and shall be governing authority of the Chapter. The Board of Directors shall manage the proper business and affairs of the Chapter, and the Board of Directors may exercise all such powers of the Chapter as are by law, or by these bylaws directed or required of it.

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

1. Represent the members of the Chapter for all Chapter matters internal or external.
2. Establish the policies and practices for the Chapter.
3. Approve broad arrangements for all activities.
4. Approve new applicants for membership.

Section 3. *Terms of Office.* The board members, other than the President, Vice-President and the Chairman, shall be elected for a two-year term. The Treasurer and Vice President of Programs shall be elected on even numbered years and the Secretary and Vice President of Marketing & Media Relations shall be elected on odd numbered years.

The President-Elect is elected annually and shall serve a one-year term in office after which they shall succeed the President effective January 1. After serving a one-year term in office as President, the President succeeds to the position of Chairman on January 1.

Terms of office run from January 1 in the year following the election through December 31 of the final year of the positions' term. No member may serve more than three terms in the same office.

Section 4. *Nomination.* A Nominating committee, appointed by the President, shall annually, not later than the first day of October preceding each annual election, nominate a candidate for the offices of the board which will become vacant at the year end. The Nominating Committee will present the slate of candidates to the Chapter at the November meeting. Nominations may also be made from the floor providing prior consent has been received from the nominee by the nominator.

Section 5. *Election.* The annual election of the Chapter board members will be held at the annual meeting of the Chapter or at such other time the Chapter Board of Directors may determine. Each member of the Chapter present in person shall be entitled to one vote and voting shall be conducted by written ballot to be distributed at the meeting. Absentee ballots shall be available upon seven (7) days advance request. The nominees receiving the majority of the votes cast shall fill each officer position.

Section 6. *Regular Meetings.* There shall be at least four meetings of the Board of Directors during the calendar year. Additional meetings may be held at the call of the President or at the request of any three (3) members of the Committee. The meetings will be held at the time and place as prescribed by the Board members. Notice of the meetings shall be given in writing or verbally by the President of the Chapter at least seven (7) days prior to the date of the meeting.

Section 7. *Quorum.* Five of the total number of Board of Directors members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. *Voting.* Decisions shall be by a simple majority of those present and voting.

Section 9. *Removal.* Any elected member of the Board of Directors may be removed by the vote, of a majority of the members of the Chapter, at any regular monthly meeting. Such a vote must be recommended and scheduled by Board of Directors decision. Notification to membership that an election will be conducted on removal of a member of the Board of Directors must be included with regular notice of the monthly meeting.

Section 10. *Resignations.* Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary of the Chapter. Such resignations shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. *Vacancies.* Any vacancy occurring in the membership of the Board of Directors, for any reason, shall be filled by appointment by the President with the approval of the majority of the Board of Directors. Such appointment shall continue until the next annual election.

Section 12. *Duties of the President.* The President shall be the chief executive officer of the Chapter. The President shall perform all duties that pertain to the office to President and that may be assigned by the Board of Directors. In furtherance but not in limitation of his office, the President's primary duties shall be to:

1. Preside over all monthly meetings of the members of the Chapter.
2. Call and preside over all Board of Directors meetings.
3. Designate all committee members including the Nominating and all Special Committees.
4. Accept and receive donations, gifts, devices, and bequests made to the Chapter and agree to any conditions or enumeration thereto and to give receipts and acquittances therefore.
5. Coordinate the Chapter's activities and programs and conduct any necessary business with the Society.
6. Ensure that all orders and resolutions of the Board of Directors are placed into effect.
7. Ensure that all other offices of the Chapter are filled, supervise the officers and see that their duties are properly performed.

Section 13. *Duties of the President-Elect.* The President-Elect shall have all the powers and perform all the duties of the President in the absence or incapacity of the President. The President-Elect will also perform such other duties as may be assigned to him from time to time by the President and Board of Directors.

Section 14. *Duties of the Treasurer.* The Treasurer shall be the financial officer of the Chapter and shall perform all duties that pertain to the office of the Treasurer and that may be assigned by the President and Board of Directors. In furtherance but not in limitation of his office, the Treasurer's primary duties shall be to:

1. Keep full and correct account of receipts and disbursements in the books belonging to the Chapter.
2. Deposit the funds of the Chapter in a bank designated by the Board of Directors.
3. Dispose of funds of the Chapter as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.
4. Render to the President and members of the Board of Directors, a monthly account of the financial condition of the Chapter.
5. File all not-for-profit reports required by government agencies.

Section 15. *Duties of the Secretary.* The Secretary shall be the administrative officer of the Chapter and shall perform all duties that pertain to the duties of Secretary. In furtherance but not in limitation of his office, the Secretary's primary duties shall be to:

1. Keep minutes of all business meetings.
2. Attend the sessions of the Board of Directors and act as clerk thereof and record all the acts and notes and the minutes of all proceedings in a book to be kept for that purpose.
3. Maintain a record of attendance at all meetings.

Section 16. *Duties of the Vice President of Marketing & Media Relations.* The Vice President of Marketing & Media Relations shall be responsible for all activities necessary in support of maintaining an active Chapter membership. This shall include supervising the activities of the Membership Committee, including review and approval of membership applications, the preparation and distribution of the Chapter's publications plus any additional duties that may be assigned by the President and Board of Directors. In furtherance, but not in limitation of this office, the Vice President of Marketing & Media Relations' primary duties shall be to:

1. Establish and oversee the activities of the Marketing & Media Relations committee
2. Maintain a current membership roster.
3. Arrange for annual distribution and periodic updates to membership directory.
4. Send annual notice of membership renewal.
5. Present all applications for membership to the Board of Directors for its review and approval of those, which it deems, qualified for membership in the Chapter.
6. Solicit new members as appropriate.
7. Publicize the activities of the Chapter.

Section 17. *Duties of the Vice President of Programs.* The Vice President of Programs shall be responsible for planning the content of the Chapter meetings. This shall include supervising the activities of the Program Committee, plus any additional duties that may be assigned by the President and Board of Directors. In furtherance, but not in limitation of this office, the Vice President of Programs' primary duties shall be to:

1. Establish and oversee the activities of the Programs committee
2. Schedule monthly programs and speakers, following guidelines set down by the Board of Directors.
3. Arrange date, location, facilities, menu, etc. for monthly meetings.
4. Provide the Secretary with all information required for the meeting announcement.
5. Provide the Treasurer with a list of persons having reservations so they may be checked at the door. Indicate member or non-member and prepaid or not paid.
6. Provide assistance to the speaker in getting to the meeting and serve as his host at the meeting.

Section 18. *Duties of the Chairman.* The Immediate Past-President will serve as the Chairman of the Board and perform such other duties as shall be established by the Board of Directors.

Article V

Officers of the Chapter

Section 1. *Officers.* The officers of the Chapter (who must first be members in good standing of the Society and the local Chapter) shall be a President, a President-Elect, a Treasurer, a Secretary and the Chairman.

Section 2. *Removals, Resignations, Vacancies.* Since Chapter officers are members of the Board of Directors as defined in Article IV, Sections 9 through 11 of such articles are operative for them.

Article VI

Committees

Section 1. *Marketing and Media Relations.* The Vice President of Marketing and Media Relations will establish and oversee the activities of the Marketing and Media Relations Committee. This Committee will consist of members of the Chapter. The purpose of this committee is to promote the chapter and its membership.

Section 2. *Program committee.* The Vice President of Programs will establish and oversee the activities of the Program Committee. This Committee will consist of members of the Chapter. The purpose of this committee is to develop the monthly meeting plans and to attract and secure speakers and programs.

Section 3. *Nominating Committee.* Prior to the first of October of each year, the President shall, with the approval of the Board of Directors, appoint a Nominating Committee of no less than three (3) members. This Committee will consist of members of the Chapter who are not officers or members of the Board of Directors with the exception of the current President-Elect who will automatically be appointed.

Section 4. *Community service.* The Community Service Committee will seek to identify opportunities for the Chapter to provide community “Give Backs”. The participants will seek to establish programs to better the communities from which the Chapter members work and reside.

Section 5. *Special Committees.* The President may establish and appoint special committees, not having and exercising the authority of the Board of Directors, to aid and assist that President and Board of Directors in the management of the affairs of the Chapter.

Article VII

Finance and Dues

Section 1. *Fiscal Year.* The Chapter's fiscal year shall be January 1 through December 31.

Section 2. *Fund Deposits.* All funds of the Chapter shall be promptly deposited in qualified depositories. Any funds acquired by the Chapter shall be clearly marked for and deposited to the account of SIM-Chicago.

Section 3. *Fund Disbursements.* All disbursements of funds of the Chapter shall be made by checks signed by the Treasurer or, in the event the Treasurer is unavailable, another authorized member of the Board of Directors.

Section 4. *Annual Dues.* Annual dues shall be as established from time to time by the Board of Directors.

Section 5. *Speaker's Expenses.* Speaker's expenses and/or an honorarium may be paid from Chapter funds at the discretion of the Board of Directors.

Section 6. *Treasurer's Report.* The Treasurer's report is available for review by any Chapter member upon request. An independent representative appointed by the Board of Directors shall audit the Treasurer's accounts annually at the end of the fiscal year.

Article VIII

Amendments

These bylaws may be altered, amended, or repealed, and new and other bylaws may be adopted by resolution or resolutions duly adopted by a majority of the Board of Directors members present in person, and submitted to and duly adopted by a two-thirds vote of the membership present and voting at any monthly meeting of the Chapter, with proper advance notice of such vote to members.