



**institute for
supply management**

ISM—Columbia Basin, Inc.

Institute for Supply Management - Columbia Basin, Inc.

BYLAWS

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ARTICLE I NAME AND LOCATION

1. Name

- 1.1. The name of this Association shall be the Institute for Supply Management - Columbia Basin, Inc. (ISM-CB), a not-for-profit corporation organized and incorporated in accordance with the laws of the State of Washington (hereinafter referred to as ISM-CB or the "Association"). Washington UBI # 601869358 IRS Tax ID 91-1183843.

2. Location

- 2.1. The principal office of ISM-CB shall be located in Richland, State of Washington or in such other localities as may be determined by the Board of Directors.

ARTICLE II PURPOSES

1. Not-For-Profit Corporation

- 1.1. ISM-CB is a not-for-profit corporation organized and operated not for pecuniary profit, but exclusively for educational purposes within the meaning of 501 (c)(6) [Business leagues] of the Internal Revenue Code (hereinafter referred to as the "Code") and in this connection, the purposes for which ISM-CB shall be organized and operated are as follows:
 - 1.1.1. To foster and promote interchange of ideas and cooperation among its members.
 - 1.1.2. 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").
 - 1.1.3. To collect and disseminate by 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.
 - 1.1.4. To develop and encourage standards of personal and ethical conduct among persons engaged in the supply management profession.
 - 1.1.5. To develop, sponsor, promote and encourage a professional certification program for persons engaged in the supply management profession.
 - 1.1.6. To encourage and cooperate in the institution and development of educational courses, seminars, programs and materials on the subject of the supply management profession and all matters related thereto.
 - 1.1.7. To strive by lawful means to promote and enhance the supply management profession.



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- 1.1.8. 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.
 - 1.1.9. 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.
 - 1.1.10. 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 Washington.
 - 1.2. In the accomplishment of these purposes, it shall be the policy of ISM-CB 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 ISM-CB 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

1. Affiliation with ISM

- 1.1. ISM-CB shall be affiliated with ISM in accordance with the procedures set forth in the ISM Bylaws and ISM-CB 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.

2. Conditions of Affiliation

- 2.1. ISM-CB shall be obligated as a condition of affiliation with ISM to comply with the following:
 - 2.1.1. To be incorporated as a not-for-profit corporation in accordance with the laws of the State of Washington and to be validly existing and in good standing during the period of its affiliation with ISM.
 - 2.1.2. 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 ISM-CB and eligibility for membership.
 - 2.1.3. To perform all necessary procedures concerning the review and approval of applications for membership in ISM-CB and ISM.
 - 2.1.4. To resolve all questions concerning eligibility for membership in ISM-CB and ISM in a fair and impartial manner in accordance with procedures established from time to time by ISM-CB.



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- 2.1.5. To collect all dues from members of ISM-CB and to remit to ISM all dues required by Article IV of the ISM Bylaws.
 - 2.1.6. 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.
 - 2.1.7. To obtain prior written approval of ISM with respect to any proposed amendments to these Bylaws.

3. Suspension or Termination of Affiliation

- 3.1. Affiliation with ISM 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 shall be first presented to ISM. If ISM shall determine that the charges are well founded, after ISM-CB 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 ISM-CB 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

1. Eligibility

- 1.1. Any person interested in the supply management profession shall be eligible to be a member provided that such person does not solicit business on behalf of such person or his or her employer during meetings of any ISM activity, including without limitation, meetings of Affiliated Associations (including chapters), ISM Committees, and ISM Groups and Forums (as defined in Policy).

2. Regular Members

- 2.1. A person shall be eligible to be a Regular Member of ISM-CB who satisfies the eligibility requirements of a Regular Member of an Affiliated Association as defined in the Bylaws of ISM, as amended from time to time. Regular Members of ISM-CB shall have the right to cast one vote on all questions which require a vote of the Regular Members of ISM-CB other than those Regular Members who, pursuant to the ISM Bylaws, as amended from time to time, do not have voting rights.



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3. Associate Members

- 3.1. A person who meets membership eligibility requirements and is not also a member of ISM is eligible to be an Associate Member of ISM-CB. Associate Members are non-voting members.

4. Academic Members

- 4.1. A person with a full-time appointment as a teacher, research specialist, department head, director or dean of a college, university, or other academic institution whose academic responsibility includes supply management or other related fields or subjects is eligible to be an Academic Member of ISM-CB. Academic Members shall have the right to cast one vote on all questions which require a vote of the Regular Members of ISM-CB.

5. Student Members

- 5.1. An undergraduate or graduate student enrolled full-time in an accredited community college or four-year College or university is eligible to be a Student Member of ISM-CB. Student Members are exempt from annual dues and are non-voting members.

6. Lifetime Members

- 6.1. 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 ISM-CB's Board of Directors is eligible to be a Lifetime Member of ISM-CB. Lifetime Members are exempt from annual dues and shall have the right to cast one vote on all questions which require a vote of the Regular Members of ISM-CB.

7. Unemployed Members

- 7.1. Regular Members who are unemployed are eligible to have their membership dues waived for 12 months by vote of ISM-CB's Board of Directors. Unemployed Members shall have the right to cast one vote on all questions which require a vote of the Regular Members of ISM-CB.

8. Military Service Members

- 8.1. Regular Members serving in full-time, active military duty are eligible to have their membership dues waived by the Board of Directors for the length of their service. Military Service Members shall have the right to cast one vote on all questions which require a vote of the Regular Members of ISM-CB.

9. Honorary Members

- 9.1. A person not otherwise qualified for Regular membership but who has rendered distinguished or unusual services to the supply management profession may be elected to become an Honorary Member by vote of ISM-CB's Board of Directors. Honorary Members are exempt from annual dues and are non-voting members.

10. Admission of Members

- 10.1. Admission of all eligible applicants for membership in ISM-CB shall be in accordance with the following procedures:
 - 10.1.1. Application for membership shall be submitted upon the application form and approved by the ISM-CB Membership Committee.
 - 10.1.2. Application shall then be submitted to the Board of Directors of ISM-CB.
 - 10.1.3. Upon approval by ISM-CB's Board of Directors, applicant shall become a member of ISM-CB.
 - 10.1.4. The application shall be sent to ISM, accompanied by the payment of such fees and dues as may be required.

11. Denial of Membership

- 11.1. Membership in ISM-CB may be denied by a majority vote of ISM-CB's Board of Directors.

12. Expulsion of Members

- 12.1. ISM-CB may expel a member of any classification from membership in ISM-CB for nonpayment of dues or for violation of the provisions of these Bylaws, the ISM Bylaws, the ISM Policies, the ISM Policy Manual for Special Interest Groups and Forums, the ISM Standards of Conduct or such other statements of policy as may be adopted by ISM-CB or the ISM Board of Directors from time to time.
- 12.2. 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 ISM-CB. A member expelled from membership in ISM-CB shall be given written notice of such expulsion.

13. Reinstatement

- 13.1. A former member of ISM-CB, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of ISM-CB upon showing proof of eligibility and paying all current year's dues [and an administration fee or similar charge which may be imposed by ISM-CB and/or ISM from time to time].

14. Resignation

- 14.1. Any member of ISM-CB may resign by filing a written resignation with ISM-CB, but such resignation shall not release the member so resigning of the obligation to pay any dues or other charges theretofore accrued but unpaid.

15. Transfer of Membership

- 15.1. Membership in ISM-CB shall be vested in the individual member of ISM-CB and is non-transferable.



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ARTICLE V DUES AND ADMINISTRATIVE CHARGES

1. Amount

- 1.1. The amount of annual dues for members of ISM-CB shall be determined from time to time by the Board of Directors of ISM-CB.
- 1.2. Dues for Regular membership in ISM-CB will consist of the ISM dues plus local ISM-CB dues.
- 1.3. Local dues will be set by the ISM-CB Board of Directors and shall not change more than once every two years.
- 1.4. If ISM discounts ISM dues to a member or group of members, ISM-CB will pass along the ISM dues savings to the affected members.

2. Payment

- 2.1. Dues for members in ISM-CB shall be assessed on a calendar year basis and shall be payable in advance or on January 1 of each year.

3. Nonpayment of Dues

- 3.1. A member of ISM-CB whose dues are sixty (60) days in arrears may be expelled from membership in ISM-CB and ISM upon notice by ISM-CB 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 ISM-CB and/or ISM.

ARTICLE VI BOARD OF DIRECTORS

1. Authority and Responsibility

- 1.1. The governing body of ISM-CB shall be the Board of Directors. The Board of Directors shall have general charge, management and control of the affairs, funds and properties of ISM-CB and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of ISM-CB, 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 ISM-CB, 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.

2. Membership

- 2.1. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, the Immediate Past President and 3 Directors. All members of the Board of Directors must be voting members of ISM-CB.



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3. Election

3.1. The Board of Directors shall be elected by a mail-in or email vote of the voting members of ISM-CB in May of each year.

4. Term of Office

4.1. The Board of Directors shall be elected for a term of one (1) year. The term of office shall start at the next scheduled meeting of the Board of Directors or July 1 whichever comes first.

5. Vacancies

- 5.1. Mid-term vacancies occurring in any office shall be filled for the unexpired term through appointment by the President, subject to confirmation at the next scheduled meeting of the Board of Directors, until the vacancy can be filled at the next election.
- 5.2. 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.

6. Meetings

6.1. There will be at least one regular meeting of ISM-CB per calendar year. Special meetings as well as regular meetings will be announced at least one week prior to the meeting. Notification will be either via email or by phone. Special meetings may be held upon the written request of 5 regular members.

7. Authority to Act Without a Meeting

7.1. No action will be taken without a meeting of the Board of Directors either in person or via email or conference call participation.

8. Board of Directors Action by Conference Call

8.1. 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 telephone conference 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.

9. Quorum and Voting

9.1. A simple majority of the Board of Directors is required for a quorum and for any official vote.

ARTICLE VII OFFICERS

1. Officers

1.1. The Officers of ISM-CB shall be the President, Vice President, Secretary, Treasurer and Immediate Past President.



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2. Election

2.1. The Officers shall be elected by the Regular Members of ISM-CB via email or mail-in ballot.

3. Duties of President

3.1. The President shall be Chief Executive Officer and Chairman of the Board of Directors and shall exercise general supervision over the executive affairs of ISM-CB. He or she shall preside at all meetings of ISM-CB membership and of the Board of Directors and shall be a member, ex-officio, 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.

4. Duties of Vice President

4.1. The Vice President shall perform such duties as may be assigned from time to time by the President and the Board of Directors of ISM-CB. 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.

5. Duties of Immediate Past President

5.1. The Immediate Past President shall perform such duties as may be assigned from time to time by the President and the Board of Directors of ISM-CB. In the event of the temporary inability of the President and Vice President to perform the duties of his or her office resulting from illness, absence or any other cause, the Immediate Past 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.

6. Duties of Secretary

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

7. Duties of Treasurer

7.1. 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 ISM-CB; shall deposit all Association funds in the name and to the credit of ISM-CB in such depositories as may be designated by the Board of Directors of ISM-CB; shall disburse the funds of ISM-CB by check countersigned by either the President or Vice President in accordance with instructions furnished by the Board of Directors of ISM-CB; shall render to the Board of Directors and members of ISM-CB upon request,



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but at least annually, an account of all Association transactions and of the financial condition of ISM-CB; and shall perform such other duties as may be assigned from time to time by the President and the Board of Directors of ISM-CB or which may be required by law.

ARTICLE VIII MEETINGS OF ASSOCIATION MEMBERS

1. Annual Meeting

- 1.1. The annual meeting of ISM-CB membership shall be held once per year at time and location determined by the Board of Directors of ISM-CB. Written notice thereof shall be given to all members at least 7 days prior thereto.

2. Special Meetings

- 2.1. Special meetings of ISM-CB membership may be called by the Board of Directors or the members of ISM-CB in accordance with the provisions set forth in the Washington Nonprofit Corporation Act (RCW 24.03).

3. Quorum

- 3.1. A quorum shall consist of a simple majority of the Regular Members present at a scheduled membership meeting.

4. Voting

- 4.1. On all questions or issues presented for a vote at the annual meeting or any special meeting of ISM-CB membership, each voting member whose dues are paid shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented for a vote of ISM-CB membership shall be authorized by a majority of the votes cast at an annual or special meeting of ISM-CB 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 3.1 of this Article).

5. Action by Association Membership Without a Meeting

- 5.1. A question or issue may be presented to the members for action electronically provided that: at least 7 days' notice before the voting deadline is provided to all members describing the proposed action with at least one alternative method of responding allowed and a list of the people casting votes is kept as part of the record of decision.

6. Order of Business

- 6.1. At any meeting of ISM-CB, 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.



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7. Parliamentary Rules

- 7.1. At all meetings of ISM-CB, including the Board of Directors, Robert's Rules of Order will prevail when not in conflict with these Bylaws.

ARTICLE IX COMMITTEES

1. Special Committees

- 1.1. The President, with the approval of the Board of Directors, shall appoint such other 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.

2. Nominating Committee

- 2.1. A nominating committee shall be appointed by the Board of Directors. This committee shall present a proposed slate of candidates for all open NAPM-CB offices to the membership and shall also be responsible for conducting the election procedures.

ARTICLE X FINANCES

1. Fiscal Year

- 1.1. The fiscal year of ISM-CB shall begin on January 1 of each year and terminate on December 31 of that same year.

2. Funds

- 2.1. Appropriation of funds from ISM-CB will be made only in accordance with an annual budget approved by ISM-CB Board of Directors. ISM-CB shall not contract indebtedness in excess of available funds in the treasury not otherwise required or previously appropriated.
- 2.2. Investment and expenditure of funds will be conducted by the Treasurer and approved by the Board of Directors in advance.
- 2.3. The Board of Directors will obtain, review and approve an annual audit of ISM-CB funds.

ARTICLE XI DISSOLUTION

1. Dissolution

- 1.1. ISM-CB 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 ISM-CB in accordance with the Nonprofit Corporation Act of the State of Washington, as amended from time to time.



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2. Dedication of Funds

- 2.1. ISM-CB 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 ISM-CB. Upon dissolution of ISM-CB, any funds remaining shall be distributed to one or more regularly organized and qualified organizations engaged in the promotion or education of the supply management profession to be selected by the Board of Directors and Regular Members of ISM-CB.

ARTICLE XII INDEMNIFICATION

1. Litigation

- 1.1. ISM-CB 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 ISM-CB served in any capacity at the request of ISM-CB, by reason of the fact that he or she, his or her testator or intestate, was a Director or Officer of ISM-CB 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.

2. Authorization

- 2.1. Any indemnification made in accordance with this Article, shall be made by ISM-CB; if authorized in one of the following ways:
- 2.1.1. By the Board of Directors acting by a quorum consisting of members of the Board of Directors who are not parties to such action or proceeding upon a finding that the director or officer has not violated the standards of conduct of ISM-CB;
- or
- 2.1.2. If a quorum under subparagraph (a) above is not obtainable or even if obtainable, a quorum of disinterested members of the Board of Directors so directs:
- 2.1.3. by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because ISM-CB standard of conduct has not been violated by such director or officer or



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2.1.4. by the members upon a finding that the director or officer has not violated ISM-CB standard of conduct

3. Expenses Incurred

3.1. ISM-CB 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 ISM-CB exceed the indemnification to which he or she is entitled. If any action with respect to indemnification of directors and officers is taken, then ISM-CB 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 the Board of Directors a statement specifying the action taken.

4. Personal Liability

4.1. The Board of Directors of this incorporated association shall not be personally liable to ISM-CB 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 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 24.03.043 of the Revised Code of Washington.

ARTICLE XIII AMENDMENTS

1. Amendments

1.1. These Bylaws may be amended only by a majority vote of the Voting members of ISM-CB.

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